

Exhibit 5

New text is underlined; deleted text is in brackets.

II. Equity Options Fees

(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)

Customer Executions

Options Transaction Charge	No Charge
----------------------------	-----------

Registered Options Traders (on-floor) and Specialists (C)

Options Transaction Charge*	\$.21 per contract
Directed Specialists, SQTs and RSQTs for contracts directed to them by an Order Flow Provider and executed electronically on PHLX XL*	\$.05 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.10 per contract

*Subject to a Monthly Cap of \$[90]750,000. The trading activity of separate ROTs and specialist member organizations will be aggregated in calculating the Monthly Cap if there is at least 75% common ownership between the member organizations.

V. ACCESS SERVICE, CANCELLATION, MEMBERSHIP, REGULATORY AND OTHER FEES

Order Entry Port Fee	\$500 per month per mnemonic
Active SQF Port Fee (65)	\$500 per month per port
Computer Equipment Services, Repairs or Replacements	\$100 per service call and \$75 per person per hour (Two hour min)
Computer Relocation Requests	\$100 per service call and \$75 per person per hour (Two hour min)
Controller Space	\$250 per month
Review/Process Subordinated Loans	\$25
Appeal Fee for Appeals to the Board of Governors (70)	\$250
<u>Forum Fee Pursuant to Rule 60</u>	<u>\$100</u>
<u>Review Fee Pursuant to Rule 124</u>	<u>\$250</u>

<u>Options Regulatory Fee*</u>	<u>\$.0035</u>
<p><i>*Effective January 1, 2010 the Options Regulatory Fee will be assessed on each member for all options transactions executed or cleared by the member that are cleared by The Options Clearing Corporation ("OCC") in the customer range, excluding Linkage P/A Orders, regardless of the exchange on which the transaction occurs. The fee is collected indirectly from members through their clearing firms by OCC on behalf of PHLX. There is a minimum one-cent charge per trade.</i></p>	

V. ACCESS SERVICE, CANCELLATION, MEMBERSHIP, REGULATORY AND OTHER FEES**Examinations Fee***

Number of Off-Floor Traders in the Same Member Organization

0-10	\$2,100 per month
11-50	\$2,600 per month
51-200	\$5,000 per month
Over 200	\$12,500 per month

**This fee is applicable to member/participant organizations for which the PHLX is the DEA. The following organizations are exempt: organizations operating through one or more PHLX markets that demonstrated that 25% or more of its revenue as reflected on the most recently submitted FOCUS Report or transactions as reflected on its purchase and sales blotter are derived from securities transactions on the PHLX.*

Continuing Education Fee (75)

\$75.00

FINRA, on behalf of the Exchange, will bill and collect these fees

FINRA CRD Processing Fee (Paid directly to FINRA for all initial, transfer, relicense and dual registration Form U4 filings)	\$85
FINRA Disclosure Processing Fee (applicable to Form U4, Form U5 and amendments thereto, will be paid directly to FINRA for all registration, transfer or termination filings with new or amended disclosure information or that require certification, as well as any amendment to disclosure information. This fee applies to any filing containing a disclosure that was not previously disclosed on Web CRD)	\$95
FINRA Annual System Processing Fee (assessed only during renewals and is paid directly to FINRA)	\$30
FINRA Fingerprint Card Processing Fee – 1st Submission (for first card submissions and is paid directly to FINRA)	\$30.25
FINRA Fingerprint Card Processing Fee – 2nd submission (for second card submissions and is paid directly to FINRA)	\$13
FINRA Fingerprint Card Processing Fee– 3rd submission (for third card submissions and is paid directly to FINRA)	\$30.25
FINRA Processing Fee for Fingerprint Results (applies to results submitted by other self-regulatory organizations; this fee is paid directly to FINRA.)	\$13

[Options Regulatory Fee*

\$.0035]

*[*Effective January 1, 2010 the Options Regulatory Fee will be assessed on each member for all options transactions executed or cleared by the member that are cleared by The Options Clearing Corporation ("OCC") in the customer range, excluding Linkage P/A Orders, regardless of the exchange on which the transaction occurs. The fee is collected indirectly from members through their clearing firms by OCC on behalf of PHLX. There is a minimum one-cent*

* * * * *