

EXHIBIT 5

Proposed new language is underlined; proposed deletions are in brackets.

NASDAQ OMX PHLX LLC FEE SCHEDULE

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X. Co-Location Services

Co-location services provided by NASDAQ Technology Services LLC.

(a) Cabinets

Cabinet with Power		
Description	Installation Fee \pm	Ongoing Monthly Fee
High Density Cabinet (>7kW – <10kW)	\$3,500	\$7,000**
Medium-High Density Cabinet (>5kW – <=7kW)	\$3,500	\$6,000**
Medium Density Cabinet (>2.88kW – <=5kW)	\$3,500	\$5,000**
Low Density Cabinet (<=2.88kW)	\$3,500	\$4,000**
Half Cabinet *		\$3,000

*Not available to new subscribers.

** Discount of 15% of fee available to users of 25 or more full cabinets who commit to a 3 year term; Discount of 10% of fee available to users of 25 or more full cabinets who commit to a 2 year term.

\pm These co-location service fees will be waived for customers that place new cabinet orders or service orders related to new cabinet orders during the period commencing June 1, 2011 and ending June 30, 2011. On July 1, 2011, the regular fees that existed prior to June 1, 2011 will apply.

Cabinet power cap is based on the available power at 80% of the breakered capacity of all circuit pairs within a cabinet (where a primary/redundant circuit pair is considered a single circuit).

Shared Cabinet Space		
Description	Installation Fee	Ongoing Monthly Fee
4U Block of Cabinet Space including up to 500W of power*	\$150 per hour	\$600

*No more than 2 4U Blocks. Access restricted to NASDAQ OMX PHLX personnel.

Specialty Cabinet Charge	
Description	Ongoing Monthly Fee
Additional Charge per Cabinet for cabinet > 24"W for each 6"W increment greater than 24"W – 2x the ongoing cabinet fee if the cabinet is >=48"W	\$500 per 6" or 2x the Ongoing Cabinet fee

X. Co-Location Services

Multi-Firm Cabinet Charge	
Description	Ongoing Monthly Fee
Additional Charge per Cabinet for each cabinet that supports a firm other than the firm contracted to receive the cabinet by Nasdaq Technology Services	\$500

(b)Connectivity

External Telco /Inter-Cabinet Connectivity		
Description	Installation Fee	Ongoing Monthly Fee
Category 6 Cable patch	\$300±	\$300*
DS-3 Connection	\$500±	\$300*
Fiber	\$500±	\$300*
POTS Line	\$0±	\$0
One-Time Telco Connectivity Expedite Fee	\$1,400	\$0
Inter-Cabinet Telco connection outside Nasdaq space		\$1,000

*Requesting party only. Not applicable to inter-cabinet connections among the same customer.

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Connectivity to Nasdaq			
Description		Installation Fee±	Ongoing Monthly Fee
Additional Fiber Connection to Nasdaq (10Gb)		\$1,000	\$5000
Additional Fiber Connection to Nasdaq (1Gb)		\$1,000	\$500
Additional 1Gb Copper Connection to Nasdaq		\$100	\$250
Additional 100Mb Connection to Nasdaq*		\$50	\$100

* One 100Mb connection to NASDAQ OMX PHLX is provided as a part of the standard service at no charge.

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X. Co-Location Services

Market Data Connectivity*		
Description	Installation Fee \pm	Ongoing Monthly Fee
Nasdaq	\$1,000	\$0
SIAC	\$1,000	
CTS/CQS		\$1,412
OpenBook Realtime		\$2,500
OpenBook Ultra		\$2,500
NYSE Alerts		\$200
NYSE Trades		\$100
Arca Trades		\$100
ArcaBook Multicast		\$1,500
ARCA BBO		\$125
AMEX- Ultra/Trades/Alerts/LRP		\$100
OPRA		\$6,000
CME	\$1,000	\$3,500
Access Fee per location device/user		\$65
BATS Multicast PITCH	\$1,000	
BATS		\$4,000
BATS Y		\$1,500
Direct Edge	\$1,000	
EDGA		\$2,500
EDGX		\$2,500

* Pricing is for telco connectivity only and is similar to connectivity fees imposed by other vendors. The fees are generally based on the amount of bandwidth needed to accommodate a particular feed and NASDAQ OMX PHLX is not the exclusive method to get market data connectivity. Market data fees are charged independently by the NASDAQ OMX PHLX and other exchanges.

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X. Co-Location Services**(c) Power**

Cabinet Power		
Description	Installation Fee \pm	Ongoing Monthly Fee
2x20 amp 110 volt	\$2,000	\$0
2x30 amp 110 volt	\$2,000	\$0
2x20 amp 208 volt	\$2,000	\$0
2x30 amp 208 volt	\$2,000	\$0
Phase 3 2x 20 amp 208 volt	\$3,000	\$0
Phase 3 2x 30 amp 208 volt	\$3,000	\$0
Phase 3 2x 40 amp 208 volt	\$3,000	\$0
Phase 3 2x 50 amp 208 volt	\$3,000	\$0
Phase 3 2x 60 amp 208 volt	\$3,000	\$0
2x30 amp 48 volt DC	\$3,000	\$0

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X. Co-Location Services**(d) Additional Charges/Services**

Additional Items		
Description	Installation Fee	Ongoing Monthly Fee
Cooling (Door) Fans	\$1,500±	\$0
Perforated Floor Tiles	\$250±	\$0
Cabinet Extension	\$500	\$0
Additional Cabinet Shelves	\$200	\$0
Single Master Key Locks	\$175	\$0
Cable Downspouts	\$750±	\$0
Cabinet Caging	Installation Specific	\$3,000
Custom Installation	Installation Specific	\$0
Cabinet Equipment Storage	\$0	\$500
Copper Patch Cords	\$4.50 + \$1.50 per meter	\$0
Fiber Patch Cords-Multi-mode	\$20 + \$1.50 per meter	\$0
Fiber Patch Cords-Single-mode	\$24 + \$.75 per meter	\$0
Power Cords-5-15P to C13-2 to 4 feet	\$5	\$0
Power Cords-C14 to C19-2 to 4 feet	\$10	\$0
Equipment Storage	\$0	\$100
Internet Bandwidth – 1Mb	\$0	\$300
Internet Bandwidth – 2Mb	\$0	\$500
Internet Bandwidth – 3Mb	\$0	\$700
Internet Bandwidth – 4Mb	\$0	\$900
Internet Bandwidth – 5Mb	\$0	\$1,100
GPS Antenna	Installation Specific	\$200
Cabinet Proximity Option Fee	\$0	\$1000 per medium or low density cabinet, or \$1500 per medium/high or high density cabinet

X. Co-Location Services

Services	
Description	Rate
Power Consulting Service (billed in hourly increments)	\$250/hr plus materials if necessary
Remote Hands Service	\$150/hr

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(e) Correlix Latency Measurement Services (Provided and Billed by Correlix, Inc.)

Latency Measurement		
Description	Installation Fee	Ongoing Monthly Fee
First Unique MPID (up to 25 port connections)	\$0	\$1000
Additional Unique MPID(s) (up to 25 port connections)	\$0	\$1000
Additional 25 Port Connection Block(s) (per MPID)	\$0	\$1000

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