

EXHIBIT 5**NASDAQ OMX PHLX LLC PRICING SCHEDULE**

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I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

Select Symbols shall be defined as options overlying the following symbols: ARNA, AA, AMD, BAC, CSCO, [DELL,] DIA, EEM, EFA, EWZ, F, FAS, FAZ, FXI, GDX, GE, GLD, INTC, IWM, MSFT, [NEM,] NOK, ORCL, PFE, QQQ, RIMM, SDS, SIRI, SLV, SPY, TBT, TLT, TZA, UNG, USO, VALE, VXX, VZ, XLE, XLF, XLI, and YHOO. The following fees in this Section I shall only apply to Select Symbols.

Part A. Simple Order

	Customer	Specialist	Market Maker	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.26	\$0.23	\$0.23	\$0.00	\$0.00	\$0.23
Fees for Adding Liquidity	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	\$0.00	\$0.05	\$0.05	[\$0.00] <u>N/A</u>
Fee for Removing Liquidity	\$0.39	\$0.39	\$0.39	\$0.45	\$0.45	\$0.45

Part B. Complex Order

	Customer	Specialist	Market Maker	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.32	\$0.[0]10	\$0.[0]10	\$0.[0]10	\$0.[0]10	\$0.[0]10
Rebate for Removing Liquidity	\$0.06	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>
[Fee for Adding Liquidity]	[\$0.00]	[\$0.10]	[\$0.10]	[\$0.20]	[\$0.20]	[\$0.20]
Fee for Removing Liquidity	\$0.00	\$0.3[6]2	\$0.3[6]2	\$0.3[8]2	\$0.3[8]2	\$0.3[8]2

[• Customer Complex Order Rebates for Adding and Removing Liquidity will be increased by \$0.01 per contract only in SPY.]

- Fees for Removing Liquidity, applicable to Specialists and Market Makers, will be decreased by \$0.02 per contract when the Specialist or Market Maker transacts against a Customer Order directed to that Specialist or Market Maker for execution.
- Single contra-side orders that are executed against the individual components of Complex Orders will be assessed the fees in Part A. However, the individual components of such a Complex Order will be assessed the fees in Part B.

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II. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed⁹)

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- Firm Electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options will be reduced to \$0.13 per contract for a given month provided that a Firm has volume greater than [750]600,000 electronically-delivered contracts in a month ("Electronic Firm Fee Discount"). The Electronic Firm Fee Discount will apply per member organization when such members are trading in their own proprietary account.

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Customer Rebate Program

Average Daily Volume Threshold	Rebate per Contract Categories			
	Category A	Category B	Category C	Category D
0 to 49,999 contracts in a month	\$0.00	\$0.00	\$0.00	<u>\$0.00</u>
50,000 to 99,999 contracts in a month	\$0.07	\$0.10	\$0.10	<u>\$0.00</u>
Over 100,000 contracts in a month	\$0.09	\$0.12	\$0.10	<u>\$0.05</u>

Category A: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Penny Pilot Options, Simple Orders in Non-Penny Pilot Options that remove liquidity and Complex Orders in Non-Penny Pilot Options.

Category B: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Penny Pilot Options.

Category C: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Non-Penny Pilot Options that add liquidity.

Category D: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Select Symbols that add liquidity.

The Average Daily Volume Threshold will be calculated by totaling Customer volume in Multiply Listed Options that are electronically-delivered and executed, except electronic QCC Orders as defined in Exchange Rule 1080(o), and including electronically-delivered and executed Customer Complex Orders in Select Symbols (“Threshold Volume”). Rebates will be paid on Threshold Volume in a given month, excluding electronically delivered Customer volume associated with PIXL.

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