

**Exhibit 5**

*New text is underlined; deleted text is in brackets.*

**NASDAQ OMX PHLX LLC<sup>1</sup> PRICING SCHEDULE**

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

With respect to Section I of this Pricing Schedule, the order that is received by the trading system first in time shall be considered an order adding liquidity and an order that trades against that order shall be considered an order removing liquidity, except with respect to orders that trigger an order exposure alert. An order that triggered an order exposure alert shall be considered an order removing liquidity during the order exposure period and an order that executed against such order shall be considered an order adding liquidity during the order exposure period. For orders triggering an order exposure alert, the "order exposure period" shall be defined as a time period established by the Exchange not to exceed one second.

**Select Symbols** BAC, EEM, GLD, IWM, MSFT, QQQ, SPY, and XLF. The following fees in this Section I shall only apply to Select Symbols.

**Part A. Simple Order**

	<b>Customer</b>	<b>Specialist</b>	<b>Market Maker</b>	<b>Firm</b>	<b>Broker- Dealer</b>	<b>Professional</b>
<b>Rebate for Adding Liquidity</b>	N/A	\$0.20	\$0.20	N/A	N/A	N/A
<b>Fee for Adding Liquidity</b>	\$0.00	\$0.10	\$0.10	\$0.45	\$0.45	\$0.45
<b>Fee for Removing Liquidity</b>	\$0.00	\$0.4[4]5	\$0.4[4]5	\$0.4[4]5	\$0.4[4]5	\$0.4[4]5

<sup>1</sup> The Rebate for Adding Liquidity will be paid to a Specialist or Market Maker only when the Specialist or Market Maker is contra to a Specialist, Market Maker, Firm, Broker-Dealer or Professional. If contra to a Customer order, the Specialist or Market Maker would be assessed the Simple Order Fee for Adding Liquidity.

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**II. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs and indexes which are Multiply Listed<sup>9</sup>)**

	Customer	Professional	Specialist and Market Maker	Broker-Dealer	Firm				
	Electronic Floor	Electronic Floor	Electronic Floor	Electronic Floor	Electronic Floor				
<b>Options Transaction Charge (Penny Pilot)</b>	\$0.00	\$0.30	\$0.25	\$0.22	\$0.25	\$0.45	\$0.25	\$0.[44]45	\$0.25
<b>Options Transaction Charge (non-Penny Pilot)</b>	\$0.00	\$0.30	\$0.25	\$0.23	\$0.25	\$0.60	\$0.25	\$0.[45]50	\$0.25
<b>Options Surcharge in RUT, MNX and NDX</b>	N/A	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15
<b>Options Surcharge in BKX</b>	N/A	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
<b>FLEX Options</b>	\$0.00	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10
<b>Cabinet Options</b>	\$0.00	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10

• These fees are per contract.

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• Firms are subject to a maximum fee of \$75,000 ("Monthly Firm Fee Cap"). Firm [f]Floor [o]Option [t]Transaction [c]Charges and QCC Transaction Fees, as defined in this section above,

in the aggregate, for one billing month will not exceed the Monthly Firm Fee Cap per member organization when such members are trading in their own proprietary account. All dividend, merger, and short stock interest strategy executions (as defined in this Section II) will be excluded from the Monthly Firm Fee Cap. Reversal and conversion strategy executions (as defined in this Section II) will be included in the Monthly Firm Fee Cap. [The Firm options transaction charges will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account (including FLEX and Cabinet options transaction charges).] QCC Transaction Fees are included in the calculation of the Monthly Firm Fee Cap. Member organizations must notify the Exchange in writing of all accounts in which the member is not trading in its own proprietary account. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. For QCC Orders as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e), a Service Fee of \$0.01 per side will apply once a Firm has reached the Monthly Firm Fee Cap, except for reversal and conversion strategies executed via QCC. This \$0.01 Service Fee will apply to every contract side of the QCC Order and Floor QCC Order after a Firm has reached the Monthly Firm Fee Cap. The Service Fee will not be assessed to a Firm that does not reach the Monthly Firm Fee Cap in a particular calendar month.

• The Firm Floor Options Transaction Charges will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account (including FLEX and Cabinet Options Transaction Charges). The Firm Floor Options Transaction Charges will be waived for the buy side of a transaction if the same member or its affiliates under Common Ownership represents both sides of a Firm transaction when such members are trading in their own proprietary account.

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