

EXHIBIT 5

New text is underlined; deleted texts is in brackets.

Nasdaq ISE, LLC Rules

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Options 7 Pricing Schedule**Section 1. General Provisions**

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“**Select Symbols**” are options overlying all symbols listed on the Nasdaq ISE that are in the Penny [Pilot]Interval Program.

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Section 3. Regular Order Fees and Rebates

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1. Firm Proprietary contracts traded are subject to the Crossing Fee Cap, as provided in Options 7, Section [IV]6.H.

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Section 6. Other Options Fees and Rebates

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H. Crossing Fee Cap

Fees are capped at \$90,000 per month₂ per [m]Member on all Firm Proprietary transactions that are part of the originating or contra side of a Crossing Order. [Members that elect prior to the start of the month to pay \$65,000 per month will have these crossing fees capped at that level instead.] Crossing Orders are contracts that are submitted as part of a Facilitation, Solicitation, PIM, Block or QCC order. All eligible volume from affiliated Members will be aggregated for purposes of the Crossing Fee Cap, provided there is at least 75% common ownership between the Members as reflected on each Member's Form BD, Schedule A. Fees charged by the Exchange for Responses to Crossing Orders are not included in the calculation of the monthly fee cap. Surcharge fees charged by the Exchange for licensed products and the fees for index options as set forth in Section [III]5 are not included in the calculation of the monthly fee cap. A service fee of \$0.00 per side will apply to all order types that are eligible for the fee cap. The

service fee shall apply once a [m]Member reaches the fee cap level and shall apply to every contract side above the fee cap. A [m]Member who does not reach the monthly fee cap will not be charged the service fee. Once the fee cap is reached, the service fee shall apply to eligible Firm Proprietary orders in all Nasdaq ISE products. The service fee is not calculated in reaching the cap. For purposes of the Crossing Fee Cap the Exchange will attribute eligible volume to the ISE Member on whose behalf the Crossing Order was executed.

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