

Exhibit 5

New text is underlined; deleted text is in brackets.

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II. Equity Options Fees

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

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[Options Linkage (20)]

[Linkage "P" Order	\$.45 per contract]
[Linkage "P/A" Orders	\$.30 per contract]

Payment For Order Flow Fees (30)

QQQQ and other options that are trading in the Penny Pilot Program	\$.25 per contract
Remaining Equity Options	\$.70 per contract

For trades resulting from either Directed or non-Directed Orders that are delivered electronically and executed on the Exchange: Assessed on ROTs, specialists and Directed ROTs on those trades when the specialist unit or Directed ROT elects to participate in the payment for order flow program. (32)

No payment for order flow fees will be assessed on trades that are not delivered electronically[or on transactions corresponding with an outbound Linkage Principal Acting as Agent ("P/A") order].

Payment for order flow fees will be assessed on transactions resulting from customer orders.

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

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Options Regulatory Fee*	\$.0035
<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.</i></p>	

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VI. ENDNOTES TO THE PRICING SCHEDULE

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[(20) Floor Broker Linkage P/A Fee and Options Specialist Unit Credit:
 Fees for Linkage "P" and "P/A" Orders are subject to a pilot program scheduled to expire July 31, 2010.]

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VIII. OPTIONS FLOOR BROKER SUBSIDY

- Tiered per contract floor broker options subsidy payable to member organizations with Exchange registered floor brokers for eligible contracts (as defined below) that are entered into the Exchange's Floor Broker Management System ("FBMS") and subsequently executed on the Exchange, subject to two threshold volume requirements:
 - (1) more than an average of 100,000 executed contracts per day in the applicable month; and
 - (2) at least 40,000 executed contracts or more per day for at least eight trading days during that same month.

In addition, the following applies:

- Customer-to-customer executions will count towards reaching the 100,000 contract and 40,000 contract thresholds, but a per contract subsidy will not be paid on any customer-to-customer executions.
- [Orders entered through FBMS but executed away through Linkage, as well as d]Dividend, merger and short stock interest strategies will not count towards the 100,000 contract or the 40,000 contract thresholds nor will a per contract subsidy be paid on these transactions.

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