

**Exhibit 5**

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

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

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**VI. MEMBERSHIP FEES****A. Permit and Registration Fees**

Permit Fees for Phlx Members (per month)<sup>14, 15</sup>

Transacting business on Phlx	\$2,1[0]50 <sup>16</sup>
Not transacting business on Phlx	\$7,500 <sup>17</sup>

<sup>16</sup>A member or member organization will pay an additional permit fee for each sponsored options participant.

<sup>17</sup>A member or member organization will be assessed a \$7,500 monthly fee if that member is (i) not a PSX Only Participant; or (ii) not engaged in an options business at Phlx in a particular month.

<sup>15</sup>A member or member organization will be assessed the \$2,1[0]50 monthly Permit Fee if that member or member organization: (1) transacts its option orders in its assigned Phlx house account in a particular month; or (2) is a clearing member of The Options Clearing Corporation or a Floor Broker; or (3) for those member organizations which are under Common Ownership, transacts at least one options trade in a Phlx house account that is assigned to one of the member organizations under Common Ownership.

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Application Fee<sup>14, 18, [#]</sup>

<sup>18</sup>An applicant will be assessed the Application Fee each time an applicant applies for membership, notwithstanding the fact that the applicant may have been a former permit holder.

\$350

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Application Fee for Lapsed Applications<sup>14</sup> \$350

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Transfer of Affiliation Fee<sup>19</sup> \$350

<sup>19</sup>The Exchange will not assess the Initiation Fee on a permit holder who applies to transfer affiliation from one member organization to another member organization if the permit holder continuously held his or her permit without any

lapse in membership.

Account Fee <sup>14</sup>	\$50.00 monthly
Initiation Fee <sup>14,[#]</sup>	\$1,500
Inactive Nominee Fee	\$600 for 6 months <sup>20, 21</sup>

<sup>20</sup>The member organization will be assessed \$100 per month for the applicable six month period unless the member organization provides proper notice of its intent to terminate an inactive nominee prior to the first day of the next billing month.

<sup>21</sup>An inactive nominee's status expires after six months unless it has been reaffirmed in writing by the member organization or is sooner terminated. A member organization will be assessed the Inactive Nominee Fee every time the status is reaffirmed. An inactive nominee is also assessed Application and Initiation Fees when such person applies to be an inactive nominee. Such fees are reassessed if there is a lapse in their inactive nominee status. However, an inactive nominee would not be assessed Application and Initiation Fees if such inactive nominee applied for membership without any lapse in that individual's association with a particular member organization. An Inactive Nominee is also assessed the Trading Floor Personnel Registration Fee.

<sup>14</sup> *Applicants that apply for membership solely to participate in the NASDAQ OMX PSX equities market are not assessed a Permit Fee, Application Fee, Initiation Fee, or Account Fee. Should such approved member or member organization subsequently elect to engage in business on Phlx XL II, the Exchange's options platform, the monthly Permit Fee, Initiation Fee and Account Fee will apply. For purposes of assessing the Permit Fee, an existing member or member organization that does not conduct an options business on Phlx XL II, but only conducts business on NASDAQ OMX PSX under an MPID registered to that member or member organization will not be assessed a Permit Fee.*

[<sup>#</sup> The Exchange will waive the Application and Initiation Fees from April 24, 2013 to May 13, 2013 ("Conversion Period") for current RSQTOs desiring to file an application to transfer existing permits to an RMM during the Conversion Period. The Exchange will only waive the Application and Initiation Fees for RSQTOs when transferring existing permits to an RMM, provided the current qualifier is not an RMM today.]

- **Permit Fees:** The Exchange has established the date of notification of termination of a permit as the date that permit fee billing will cease. Additionally, a permit holder will be billed only one monthly permit fee if the holder transfers from one member organization to another previously unrelated member organization as a result of a merger, partial sale or other business combination during a monthly permit fee period in order to avoid double billing in the month the merger or business combination occurred.

- The Initiation Fee is imposed on a new member upon the issuance of a permit, notwithstanding the fact that the new member may have been a former permit holder.

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**VII. OTHER MEMBER FEES**

**A. OPTION TRADING FLOOR FEES**

<b>[Trading/Administrative Booths</b>	\$300 per month]
<b>[Specialist Post Fee</b>	\$3,000 per month]
<b>Floor Facility Fees</b> (applicable to <u>Clerks (excluding Inactive Nominees pursuant to Rule 925), Floor Brokers, ROTs[,] (including SQTs) and individual Specialists [and SQTs]</u> )	\$3[0]30 per month

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