Exhibit 5
Text of the Proposed Rule Change
Underlining indicates additions; [Brackets] indicate deletion

Schedule of Fees

	Amount	Billable Unit	Frequency	Notes

Electronic Market Place

Execution Fees

<center>*   *   *</center>

Members using the Qualified Contingent Cross (QCC) and/or Solicitation order types will receive a rebate according to the table below for each originating contract side. Once a Member reaches a certain volume threshold in QCC orders and/or Solicitation orders during a month, the Exchange will provide a rebate to that Member for all of its QCC and Solicitation traded contracts for that month. The rebate will be applied on all QCC and Solicitation traded contracts once the volume threshold is met. The volume threshold and corresponding rebate are as follows:

Originating Contract Sides	Rebate per Contract
0-[1,6]99,999	$0.00
100,000-1,699,999	$0.01
1,700,000-2,499,999	$0.03
2,500,000-3,499,999	$0.05
3,500,000+	$0.07

<center>*   *   *</center>

Rebates and Fees for Adding and Removing Liquidity in Select Symbols. The Complex Order Maker and Taker Fees (noted in the table below) and rebates (noted in footnotes (2) and (3)) and the special order response fee (noted in footnote (8)) apply to complex orders in symbols that are in the Penny Pilot program.

*   *   *

(10) Members using the Qualified Contingent Cross (QCC) and/or Solicitation order types will receive a rebate according to the table below for each originating contract side. Once a Member reaches a certain volume threshold in QCC orders and/or Solicitation orders during a month, the Exchange will provide a rebate to that Member for all of its QCC and Solicitation traded contracts for that month. The rebate will be applied on all QCC and Solicitation traded contracts once the volume threshold is met. The volume threshold and corresponding rebate are as follows:

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