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

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. Regular Order Fees and Rebates

Select Symbols						
				Fee for		
	Maker			Responses to		Facilitation and
	Rebate/		Fee for Crossing	Crossing	PIM Break-up	Solicitation Break-up
Market Participant	Fee	Taker Fee	Orders ⁽¹⁾⁽²⁾	Orders	Rebate ⁽³⁾	Rebate ⁽⁴⁾
Market Maker Plus ⁽⁵⁾⁽⁹⁾	(\$0.10)	\$0.[29] <u>32</u>	\$0.20	\$0.40	N/A	N/A
Market Maker ⁽⁸⁾⁽⁹⁾	\$0.10	\$0.[29] <u>32</u>	\$0.20	\$0.40	N/A	N/A
Non-ISE Market Maker (FarMM)	\$0.10	\$0.[35] <u>36</u>	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Firm Proprietary / Broker-Dealer	\$0.10	\$0.[30] <u>33</u>	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Professional Customer	\$0.10	\$0.[30] <u>33</u>	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Priority Customer	\$0.00	\$0.[20] <u>25</u>	\$0.00	\$0.40	(\$0.25)	(\$0.15)

Non-Select Symbols			
Market Participant	Fee	Fee for Crossing Orders ⁽¹⁾⁽²⁾	Fee for Responses to Crossing Orders
Market Maker ⁽⁶⁾	\$0.18	\$0.18	\$0.18
Market Maker (for orders sent by Electronic			
Access Members)	\$0.20	\$0.20	\$0.20
Non-ISE Market Maker (FarMM)	\$0.45	\$0.20	\$0.45
Firm Proprietary / Broker-Dealer	\$0.20	\$0.20	\$0.20
Professional Customer	\$0.20	\$0.20	\$0.20
Priority Customer	\$0.00	\$0.00	\$0.20
Priority Customer (Singly Listed Symbols)	\$0.18	\$0.18	\$0.20

Special Non-Select Penny Pilot Symbols

Market Participant	Maker Rebate/Fee when trading against Non- Priority Customer and Priority Customer ⁽⁷⁾	Taker Rebate/Fee when trading against Non- Priority Customer	Taker Fee when trading against Priority Customer (3)(7)	Fee for Crossing Orders ⁽¹⁾⁽²⁾	Fee for Responses to Crossing Orders	PIM Break-up Rebate ⁽³⁾	Facilitation and Solicitation Break-up Rebate ⁽⁴⁾
Market Maker ⁽⁸⁾⁽⁹⁾	\$0.35	\$0.20	\$0.30	\$0.20	\$0.40	N/A	N/A
Non-ISE Market Maker (FarMM)	\$0.40	\$0.35	\$0.40	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Firm Proprietary / Broker-Dealer	\$0.35	\$0.25	\$0.30	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Professional Customer	\$0.35	\$0.25	\$0.30	\$0.20	\$0.40	(\$0.25)	(\$0.15)
Priority Customer	(\$0.25)	(\$0.32)	\$0.00	\$0.00	\$0.40	(\$0.25)	(\$0.15)

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II. Complex Order Fees and Rebates

Rebates					Rebate for Priority Customer orders that	Rebate for Priority Customer orders that	PIM Break-	Facilitation and Solicitation
Market Participant	Rebate for Select Symbols (excluding SPY) ⁽¹⁾	Rebate for SPY ⁽¹⁾	Rebate for non-Select Penny Pilot Symbols ⁽¹⁾	Rebate for non-Select non-Penny Pilot Symbols ⁽¹⁾	trade with quotes and orders on the regular orderbook (excluding SPY)	trade with quotes and orders on the regular orderbook In SPY	up Rebate for Select Symbols and Penny Pilot Symbols ⁽²⁾	Break-up Rebate for Select Symbols and Penny Pilot Symbols ⁽²⁾
Market Maker	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-ISE Market Maker (FarMM)	N/A	N/A	N/A	N/A	N/A	N/A	(\$0.25)	(\$0.15)
Firm Proprietary / Broker-Dealer	N/A	N/A	N/A	N/A	N/A	N/A	(\$0.25)	(\$0.15)
Professional Customer	N/A	N/A	N/A	N/A	N/A	N/A	(\$0.25)	(\$0.15)
Priority Customer Complex ADV 0-74,999 ⁽⁷⁾ Priority Customer Complex ADV 75,000-124,999 ⁽⁷⁾ Priority Customer Complex ADV 125,000-249,999+ ⁽⁷⁾ Priority Customer Complex ADV 250,000+ ⁽⁷⁾	(\$0.[32] <u>34</u>) (\$0.[33] <u>36</u>) (\$0.[34] <u>37</u>) (\$0.[35] <u>38</u>)	(\$0.[33] <u>36</u>) (\$0.[34] <u>37</u>) (\$0.[35] <u>38</u>) (\$0.[36] <u>39</u>)	(\$0.[29] <u>33)</u> (\$0.[31] <u>34)</u> (\$0.[33] <u>36)</u> (\$0.[34] <u>37</u>)	(\$0.[62] <u>66</u>) (\$0.[64] <u>70</u>) (\$0.[66] <u>74</u>) (\$0.[67] <u>76</u>)	(\$0.06) (\$0.[06] <u>07)</u> (\$0.[06] <u>08)</u> (\$0.[06] <u>09</u>)	(\$0.07) (\$0.[07] <u>08</u>) (\$0.[07] <u>09</u>) (\$0.[07] <u>10</u>)	(\$0.25) (\$0.25) (\$0.25) (\$0.25)	(\$0.15) (\$0.15) (\$0.15) (\$0.15)

Fees									
								Fee for	
								Responses	
								to Crossing	Fee for
				Taker Fee				Orders for	Responses
	Maker Fee for		Taker Fee for	for [SPY			Fee for	Select	to Crossing
	Select	Maker Fee	Select	and] Non-		Taker Fee	Crossing	Symbols	Orders for
	Symbols and	for Non-	Symbols	Select		for non-	Orders	and Penny	non-Penny
	Penny Pilot	Penny Pilot	(excluding	Penny Pilot	Taker Fee for	Penny Pilot	(largest leg	Pilot	Pilot
Market Participant	Penny Pilot Symbols ⁽³⁾⁽⁴⁾	Penny Pilot Symbols	(excluding SPY) ⁽⁴⁾⁽⁵⁾	Penny Pilot Symbols ⁽⁵⁾	Taker Fee for SPY ⁽⁵⁾	Penny Pilot Symbols ⁽⁵⁾	(largest leg only) ⁽⁶⁾	Pilot Symbols	Pilot Symbols
Market Participant Market Maker		•	,						
·	Symbols ⁽³⁾⁽⁴⁾	Symbols	SPY) ⁽⁴⁾⁽⁵⁾	Symbols ⁽⁵⁾	SPY ⁽⁵⁾	Symbols ⁽⁵⁾	only) ⁽⁶⁾	Symbols	Symbols
Market Maker	Symbols ⁽³⁾⁽⁴⁾ \$0.10	Symbols \$0.10	\$ PY) ⁽⁴⁾⁽⁵⁾ \$0.[35] <u>37</u>	Symbols ⁽⁵⁾ \$0.[35] <u>37</u>	SPY ⁽⁵⁾ \$0.38	Symbols ⁽⁵⁾ \$0.[75] <u>80</u>	only) ⁽⁶⁾ \$0.20	Symbols \$0.40	Symbols \$0.73
Market Maker Non-ISE Market Maker (FarMM)	\$ymbols ⁽³⁾⁽⁴⁾ \$0.10 \$0.20	\$0.10 \$0.10	\$PY) ⁽⁴⁾⁽⁵⁾ \$0.[35] <u>37</u> \$0.[38] <u>39</u>	Symbols ⁽⁵⁾ \$0.[35] <u>37</u> \$0.39	\$PY ⁽⁵⁾ \$0.38 \$0.40	\$0.[75] <u>80</u> \$0.[78] <u>83</u>	only) ⁽⁶⁾ \$0.20 \$0.20	\$0.40 \$0.40	\$0.73 \$0.78

For a pilot period ending on June 30, 2013, these fees are waived entirely on incremental volume above 250 contracts for single-sided FX options orders of at least 250 contracts.

- 1. 2. No Change.
- 3. The maker fee for non-Priority Customer Complex Orders is \$0.[35]37 in AA, ABX, EFA, GLD, MSFT, MU, NVDA, VXX, VZ, WFC, XLB and XOP when trading against Priority Customer Complex orders.

4. – 7. No Change.

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