

EXHIBIT 5

New language
 [deleted language]

Boston Options Exchange Group LLC

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CHAPTER V. DOING BUSINESS ON BOX**Sec. 1. No Change****Sec. 2 Fees and Charges**

Clauses (a) – (b) No Change

(c) Covered Sale Fee. Under Section 31 of the Securities Exchange Act of 1934, the Exchange must pay certain fees to the Securities and Exchange Commission (“Commission”). To offset the Exchange’s obligations to the Commission under Section 31, a Covered Sale Fee is assessed by the Exchange to Options Participants. To the extent there may be any excess monies collected under this Rule, the Exchange may retain those monies to help fund its general operating expenses.

(i) The Covered Sale Fee is collected indirectly from Options Participants through their clearing firms by a designated clearing agency, as defined by the Act, on behalf of the Exchange.

(ii) A Covered Sale Fee is assessed by the Exchange to each Options Participant for sales of securities in the following circumstances:

(A) When a sale in option securities occurs with respect to which the Exchange is obligated to pay a fee to the Commission under Section 31 of the Act;

(B) When a sell order in option securities is routed for execution at a market other than on BOX, resulting in a covered sale on that market and an obligation of the Routing Broker providing routing services for BOX, as described in Chapter XII, Sec. 5 Supp. Material .01 to pay the related sales fee of that market.

(d) [(c.)] Other Fees. In addition to the fees and charges specified in this Chapter, the Board may, from time to time, fix and impose other fees, assessments or charges to be paid to BOX by Options Participants or by classes of Options Participants with respect to applications, registrations, approvals, use of BOX and Trading Host facilities or other services or privileges granted.

(e) [(d.)] Liability for Payment of Fees. An Options Participant that does not pay any fees, assessments, charges, fines or other amounts due to BOX within thirty (30) days after they have become due and payable shall be reported to the Board or its delegate which

may, after giving reasonable notice to the Options Participant of such arrearages, suspend the Options Participant until payment is made or terminate the Options Participant's participation on BOX. A person associated with an Options Participant who fails to pay any fine or other amounts due to BOX within thirty (30) days after such amount has become due and payable and after reasonable notice of such arrearages, may be suspended from association with an Options Participant until payment is made. (See Constitution Article X, "Dues and Fines", Section 2, "Failure to Pay").

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