

EXHIBIT 5

New language
[deleted language]

Boston Options Exchange Group LLC

**Boston Options Exchange Facility
Fee Schedule**

(as of [October 19, 2011] December 7, 2011)

Sec. 1 through Sec. 2 No Change.

Sec. 3 Trading Fees For Broker Dealer Proprietary Accounts

a. through b. No change.

c. Plus, where applicable, any surcharge for options on indices that are passed through by BOX. The applicable surcharges are as follows:

[1) \$0.15 per contract for options on the Russell® 2000 Index (RUT).]

[2)] 1) \$0.22 per contract for options on the Nasdaq-100® Index (NDX).

[3)] 2) \$0.22 per contract for options on the Mini-NDX® Index (MNX).

Sec. 4 through Sec. 8 No Change.