

## EXHIBIT 5

Additions are underlined; deleted text is [in brackets]

**FEE SCHEDULE OF THE CHICAGO STOCK EXCHANGE, INC.**

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**FEES, ASSESSMENTS, CREDITS AND REBATES**

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**E. Transaction and Order Processing Fees**

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**3. Matching System executions resulting from orders submitted by Institutional Brokers registered with the Exchange under Article 17 (all trading sessions)**

Subject to Section E.9 below, the following fees shall apply:

(a) Agency E[e]xecutions:

All securities priced \$1.00/share or more      \$0.0030/share fee, up to a maximum of \$100 per [s]Clearing Side, as defined under Section E.3(a)(3).

All securities priced less than \$1.00/share      No charge

(1) Section E.3(a) shall apply to all executions within the Matching System resulting from single-sided or cross orders submitted as at least a Round Lot by Institutional Brokers as agent only (“Section E.3(a) executions”).

(2) Section E.3(a) fees shall be charged to each Clearing Participant allocated position(s) to a Section E.3(a) execution; provided if a Section E.3(a) execution results from a single-sided order, the Institutional Broker will be charged the Section E.3(a) fee and attributed credits pursuant to Section E.1(b) and (c).

(3) The term “Clearing Side” means the buy or sell side of a clearing submission that is related to a Section E.3(a) or Section E.7 execution; provided all Clearing Sides of a given execution attributed to a single subaccount shall be aggregated per buy and sell sides separately and each aggregation subject to a separate capped fee.

## (b) Proprietary Executions:

A cross in any security where an Exchange-registered Institutional Broker is trading on a proprietary basis (including in its error account). \$0.0007/share fee, charged to the Exchange-registered Institutional Broker on the shares (including Odd Lots) that the Institutional Broker is trading on a proprietary basis. The non-Institutional Broker Participant on the other side of the cross transaction shall be assessed the fee set forth in Section E.3(a) of the Fee Schedule.

[The Transaction Fees pursuant to Section E.3(a) of the Fee Schedule are charged for trades executed on the Exchange to the Participant Firm in which name the transaction is submitted for clearance and settlement (including both single-sided and cross orders), other than orders submitted as an Odd Lot order (which are assessed a fee pursuant to Section E.4.), through an Exchange-registered Institutional Broker (if the Institutional Broker facilitates the execution of the order on the Exchange). If the Institutional Broker executes the order in the Matching System, the Institutional Broker (not its customer) will be assessed applicable Matching System fees (see Sections E.1 and E.2 above).

The maximum charge of \$100 per side shall be computed for each Participant firm and separately for a Participant which is represented by more than one Institutional Broker Representative (as defined in Article 17, Rule 1 of the Exchange's rules.)

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**4. Matching System executions resulting from [single-sided] orders submitted as Odd Lots (all trading sessions)**

All securities	\$0.0040/share fee
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Subject to Section E.9 below, these fees are charged to the Participant that submits an Odd Lot order to the Matching System, whether electronically by the Participant or through an Institutional Broker; provided that these fees shall not apply to executions resulting from cross orders subject to fees set forth under Sections E.2 and E.3(b). These fees do not apply to orders not entered into the Matching System as an Odd Lot order, but which become Odd Lots due to partial executions.

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## 7. Clearing Submissions Fees (all trading sessions)

All securities priced \$1.00/share or more      \$0.0030/share fee, up to a maximum of \$100 per [s]Clearing Side, as defined under Section E.3(a)(3).

All securities priced less than \$1.00/share      No charge

(a) Clearing Submission Fees are charged for non-CHX executed trades for which clearing information is entered by a CHX-Registered Institutional Broker into the Exchange's systems and submitted to a Qualified Clearing Agency pursuant to Article 21, Rule 6(a) ("Section E.7 execution"). [The maximum charge of \$100 per side shall be computed for each Participant firm and separately for a Participant which is represented by more than one Institutional Broker Representative (as defined in Article 17, Rule 1 of the Exchange's rules.)]

(b) Section E.7 fees shall be charged to each Clearing Participant allocated position(s) to a Section E.7 execution.

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