

EXHIBIT 5B

[all text is new]

**AMENDMENT NO. 2**

**TO**

**SECOND AMENDED AND RESTATED  
LIMITED LIABILITY COMPANY AGREEMENT**

**OF**

**BOX EXCHANGE LLC**

This Amendment No. 2 (this “Amendment”) to the Second Amended and Restated Limited Liability Company Agreement, as amended (the “Exchange LLC Agreement”), of BOX Exchange LLC, a Delaware limited liability company (the “Exchange”), is made and effective as of [\_\_\_\_\_].

WHEREAS, in connection with the transfer of certain Economic Units of the Exchange and the admission of Wolverine Holdings, L.P. as a Member, the Exchange desires to amend Schedule A to the Exchange LLC Agreement to reflect those transactions; and

WHEREAS, the Exchange has obtained the consent of the requisite parties necessary to accomplish the foregoing;

NOW, THEREFORE, the Exchange hereby amends the Exchange LLC Agreement by deleting Schedule A to the Exchange LLC Agreement in its entirety and replacing it with Schedule A attached hereto. Except as amended hereby, all terms and provisions of the Exchange LLC Agreement shall continue unmodified and remain in full force and effect.

IN WITNESS WHEREOF, the Exchange has caused this Amendment to be duly executed as of the date first written above.

**BOX EXCHANGE LLC**

By: \_\_\_\_\_  
 Name:  
 Title:

**SCHEDULE A****UNIT HOLDERS**

	<b>OWNERSHIP</b>			
	<b>Economic Units</b>	<b>Economic Percentage Interest</b>	<b>Voting Units</b>	<b>Voting Percentage Interest</b>
<b>UNIT HOLDERS</b>				
MX US 2, Inc. 800 Victoria Square 4th Floor Montreal, Quebec H4Z 1A9	20,987	40.000%	10,493	19.999%
IB Exchange Corp Interactive Brokers Group, LLC One Pickwick Plaza Greenwich, CT 06830	10,493	19.999%	10,493	19.999%
Citadel Securities Principal Investments LLC 131 S. Dearborn Street Chicago, IL 60603	6,445	12.284%	10,493	19.999%
UBS Americas Inc. 1285 Avenue of the Americas 9th Floor New York, NY 10019	6,253	11.918%	2,618	4.990%
JPMC Strategic Investments I Corporation 383 Madison Avenue, 11th Floor New York, NY 10179	6,123	11.670%	5,241	9.989%
Wolverine Holdings, L.P. 175 W. Jackson Blvd., Suite 200 Chicago, IL 60604	1	0.002%	2,637	5.026%
Aragon Solutions Ltd. 61, rue du Fg St. Martin 75010 Paris, France	2,166	4.128%	10,493	19.999%
<b>Total</b>	<b>52,468</b>	<b>100.000%</b>	<b>52,468</b>	<b>100.000%</b>