<div align="right">**EXHIBIT 5**</div>

New language
[deleted language]

BOX Exchange
Fee Schedule

Section I. Electronic Transaction[1] Fees

A. through C.

   No Change.

D.   Qualified Contingent Cross ("QCC") Transactions[15]

	QCC Orders	
Account Type	**Agency Order**	**Contra Order**
Public Customer	$0.00	$0.00
Professional Customer	$0.00	$0.00
Broker Dealer	$0.17	$0.17
Market Maker	$0.17	$0.17

All QCC transactions will count toward Market Maker and Public Customer monthly executed volume on BOX in Section I.A.1.

1. QCC Rebate
[A $0.14 per contract rebate will be applied to the Agency Order where at least one party to the QCC transaction is a Broker Dealer or Market Maker. The rebate will be paid to the Participant that entered the order into the BOX system.

A $0.22 per contract rebate will be applied to the Agency Order when both parties to the QCC transaction are a Broker Dealer or Market Maker. The rebate will be paid to the Participant that entered the order into the BOX system.]

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[1] Orders initiated electronically, as opposed to orders initiated and presented on the Trading Floor in open outcry. For all volume threshold calculations within this fee schedule, a Participant's electronic and manual volume will be considered.

[15] A QCC transaction is comprised of an originating order (Agency Order) to buy or sell at least 1,000 contracts or 10,000 mini-option contracts, coupled with a contra-side order or orders totaling an equal number of contracts.

The QCC Rebate will be paid to the Participant that entered the order into the BOX System when at least one party to the QCC transaction is a Broker Dealer or Market Maker.

The Participant will receive a per contract rebate on QCC Transactions according to the tier achieved, as provided in the table below. Volume thresholds will be calculated on a monthly basis by totaling the Participant's QCC Agency Order volume on BOX.

When only one side of the QCC transaction is a Broker Dealer or Market Maker, Rebate 1 will apply. When both parties to the QCC transaction are a Broker Dealer or Market Maker, Rebate 2 will apply.

If the Participant qualifies for both rebates, only the larger rebate will be applied to the QCC transaction.

Tier	QCC Agency Order Volume on BOX (per month)	Rebate 1 (per contract)	Rebate 2 (per contract)
1	0 to 1,499,999 contracts	($0.14)	$0.22)
2	1,500,000 to 2,499,999 contracts	($0.15)	($0.23)
3	2,500,000 to 3,499,999 contracts	($0.15)	($0.24)
4	3,500,000+ contracts	($0.15)	($0.25)

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