

EXHIBIT 5 to SR-C2-2013-032

(additions are underlined; deletions are [bracketed])

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**C2 Options Exchange, Incorporated
Fees Schedule
August [1]21, 2013**

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1. – 7. Unchanged.

8. Regulatory Fees

A) – C) Unchanged.

D) Options Regulatory Fee \$.002 per contract through August 31, 2013

\$0 per contract effective September 1, 2013*

*The Options Regulatory Fee is assessed to each Permit Holder for all options transactions executed or cleared by the Permit Holder that are cleared by The Options Clearing Corporation (OCC) in the customer range, regardless of the exchange on which the transaction occurs. The fee is collected indirectly from Permit Holders through their clearing firms by OCC on behalf of C2.

Remainder of Fees Schedule – Unchanged.

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