

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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1. Transaction Fees

A) The following rates apply to simple, non-complex orders in all equity, multiply-listed index, ETF and ETN options classes. Listed rates are per contract.

	All except RUT	
	Maker	Taker Fee
Public Customer	(\$.37)*	\$.47
C2 Market-Maker	(\$.40)*	\$.48
All Other Origins (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	(\$.35)*	\$.48
Trades on the Open	(\$0.00)	\$0.00
	[RUT]	
	[Maker]	[Taker Fee]
[Public Customer	(\$.75)*	\$.80
C2 Market-Maker	\$.00	\$.80
All Other Origins (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	\$.50	\$.80
Trades on the Open	\$.00	\$.00]

* Rebates do not apply to orders that trade with Public Customer complex orders. In such a circumstance, there will be no fee or rebate.

[B) The following rates apply to simple, non-complex orders in all equity options classes. Listed rates are per contract.

	Maker	Taker Fee
Public Customer	(\$.37)*	\$.47
C2 Market-Maker	(\$.40)*	\$.48
All Other Origins (Professional Customer, Firm, Broker/Dealer, non-C2	(\$.35)*	\$.48

Market-Maker, JBO, etc.)		
Trades on the Open	\$.00	\$.00

* Rebates do not apply to orders that trade with Public Customer complex orders. In such a circumstance, there will be no fee or rebate.]

[C]B) The following rates apply to complex orders in equity, multiply-listed index, ETF and ETN options classes. For transactions in which simple, non-complex orders execute against a complex order, each component of the complex order will be assessed the complex order fees listed in this Section 1C of this Fees Schedule, while the simple, non-complex orders will be assessed the transaction fees listed in Section 1A of this Fees Schedule. For transactions in which a complex order executes against another complex order, each component of the complex order will be assessed the complex order fees listed in this Section 1C of this Fees Schedule.

For executions that occur within the Complex Order Auction (“COA”) against auction responses, the incoming/auctioned order is considered maker, and auction responses are considered taker. Listed rates are per contract.

	All except RUT	
	Maker Fee/(Rebate)	Taker Fee/(Rebate)
Public Customer	(\$.35)*	(\$.35)*
C2 Market-Maker	\$.10	\$.45
All Other Origins (Professional Customer, Firm, Broker/Dealer, non- C2 Market-Maker, JBO, etc.)	\$.20	\$.45
Trades on the Open	\$.00	\$.00

	[RUT]	
	[Maker Fee/(Rebate)]	[Taker Fee/(Rebate)]
[Public Customer	(\$.75)*	(\$.75)*
C2 Market-Maker	\$.85	\$.85
All Other Origins (Professional Customer, Firm, Broker/Dealer, non- C2 Market-Maker, JBO, etc.)	\$.85	\$.85
Trades on the Open	\$.00	\$.00]

* The rebate will only apply to Public Customer complex orders that trade with non-Public Customer complex orders. In other circumstances, there will be no Maker or Taker fee or rebate.

[D) The following rates apply to complex orders in equity options classes. For transactions in which simple, non-complex orders execute against a complex order, each component of the complex order will be assessed the complex order fees listed in this Section 1D of this Fees Schedule, while the simple, non-complex orders will be assessed the transaction fees listed in Section 1B of this Fees Schedule. For transactions in which a complex order executes against another complex order, each component of the complex order will be assessed the complex order fees listed in this Section 1D of this Fees Schedule.

For executions that occur within the Complex Order Auction (“COA”) against auction responses, the incoming/auctioned order is considered maker, and auction responses are considered taker. Listed rates are per contract.

	Maker	Taker Fee/(Rebate)
Public Customer	(\$.35)*	(\$.35)*
C2 Market-Maker	\$.10	\$.45
All Other Origins (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	\$.20	\$.45
Trades on the Open	\$.00	\$.00

* The rebate will only apply to Public Customer complex orders that trade with non-Public Customer complex orders. In other circumstances, there will be no Maker or Taker fee or rebate.]

C) The following rates apply to all executions in RUT. Listed rates are per contract.

	<u>Fee</u>
<u>Public Customer</u>	<u>\$.15</u>
<u>C2 Market-Maker</u>	<u>\$.35</u>
<u>All Other Origins (Professional Customer, Firm, Broker/Dealer, non- C2 Market-Maker, JBO, etc.)</u>	<u>\$.55</u>
<u>Trades on the Open</u>	<u>\$.00</u>

[E]D) Index License Surcharge Fees

Surcharge Fees apply to all non-Public Customer Transactions

Index	Per Contract
Russell 2000 Index (RUT)	\$. <u>30</u> <u>45</u>

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