

Exhibit 5

Additions are underlined; deleted text is [in brackets]

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

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**FEE SCHEDULE OF THE CHICAGO STOCK EXCHANGE, INC.  
FEES, ASSESSMENTS, CREDITS AND REBATES**

\* \* \*

**E. Transaction and Order Processing Fees**

**1. - 7. Unchanged**

**8. Order Cancellation Fee (Regular Trading Session only)**

*Operative February 3, 2014[Effective July 1, 2013]*

(a)	(b)
<p>Subject to paragraph (c) below, a[A] cancellation fee shall apply for all cancellation messages relating to orders in each security priced at \$1.00/share or more, submitted through a particular Account Symbol to the Matching System during the Regular Trading Session, where the following ratio exceeds a corresponding Cancellation Ratio on any given day:</p> $(W - (N * N_{mult})) / E$ <p>“W” equals the number of Wide orders in a security priced at \$1.00/share or more, that is submitted during the Regular Trading Session, through an Account Symbol, on a given day. An order shall be considered Wide if any one of the following conditions are met:</p> <ul style="list-style-type: none"> <li>The order price of the security is inferior to the National Best Bid (“NBB”) for a buy order or National Best Offer (“NBO”) for a sell order at the time the</li> </ul>	<p>Unchanged</p>

order is received by the Matching System and the difference between the order price and the NBB or NBO is equal to or greater than the corresponding Threshold Away Amount of the particular security; or

- The order is voluntarily cancelled by the Participant prior to the expiration of its corresponding Minimum Duration (expressed in milliseconds) after acceptance by the Matching System, without any executions; or
- An order marked “Do Not Display,” pursuant to Article 1, Rule 2(c)(2).

“N” equals the number of Near orders (which must be display eligible) in a security priced at \$1.00/share or more submitted in the Regular Trading Session by a Participant on a given day. A Near order is:

- An order where the difference between the order price and the NBB or NBO is less than the corresponding Threshold Away Amount of the particular security; and
- Where the order is not voluntarily cancelled by the Participant prior to either (1) the expiration of the Minimum Duration of the particular security or (2) a partial execution of the order, whichever is earlier.

“ $N_{mult}$ ” is the corresponding multiplier value to be applied against “N”.

“E” equals the greater of (a) one (1) or (b) the total number of all Wide and Near orders ( $W + N$ ) submitted in the Regular Trading Session by a Participant and which are executed, in whole or in part, in the Matching System during the Regular Trading Session (excluding cross transactions) in a given security on a given day.

The Order Cancellation Fee is calculated by Account Symbol separately for each security for each trading day.

The following orders (and executions thereof) are excluded from all Order Cancellation Fee calculations, both for purposes of ratio calculation and fee calculation:

- Orders for less than a round lot size;
- “Immediate or Cancel” orders;
- “Fill or Kill” Orders.

(c) Order Cancellation Fee Exemption. All Order Cancellation Fees assessed to an Account Symbol in a given month shall be waived if the Average Daily Volume attributable to the Account Symbol for the month is equal to or greater than 100,000 shares from single-sided orders executed at or greater than \$1.00/share.

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