

Exhibit 5

New text is underlined; deleted text is bracketed.

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I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

Select Symbols shall be defined as options overlying the following symbols: AA, AAPL, ABX, AIG, ALL, AMD, AMR, AMZN, AXP, BAC, BRCD, C, CAT, CIEN, CSCO, DELL, DIA, DNDN, DRYS, EBAY, EK, F, FAS, FAZ, FXI, GDX, GE, GLD, GLW, GS, HAL, IBM, INTC, IWM, IYR, JPM, LVS, MGM, MSFT, MSI, MU, NEM, NOK, NVDA, ORCL, PFE, POT, QCOM, QID, QQQ, RIG, RIMM, RMBS, SBUX, SDS, SIRI, SKF, SLV, SLW, SMH, SNDK, SPY, T, TBT, TZA, UAL, UNG, USO, UUP, UYG, V, VALE, VZ, WYNN, X, XHB, XLF, XOM, XRX and YHOO. The following fees in this Section I shall only apply to Select Symbols.

Part A. Single contra-side order

	Customer	Directed Participant	Specialist, ROT, SQT and RSQT	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.20	\$0.25	\$0.23	\$0.00	\$0.00	\$0.20
Fees for Adding Liquidity	\$0.00	\$0.00	\$0.00	\$0.05	\$0.05	\$0.00
Fee for Removing Liquidity	\$0.25	\$0.33	\$0.33	\$0.45	\$0.45	\$0.40

I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

Part B. Complex Order

	Customer	Directed Participant	Specialist, ROT, SQT and RSQT	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity in all Select Symbols except SPY, QQQ, IWM and AAPL	\$0.24	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Rebate for Adding Liquidity for SPY, QQQ, IWM and AAPL	\$0.25	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Fee for Adding Liquidity	\$0.00	\$0.10	\$0.10	\$0.20	\$0.20	\$0.20
Fee for Removing Liquidity in all Select Symbols except SPY, QQQ, IWM and AAPL	\$0.25	\$0.27	\$0.29	\$0.30	\$0.35	\$0.30
Fee for Removing Liquidity for SPY, QQQ, IWM and AAPL	\$0.00	\$0.27	\$0.29	\$0.30	\$0.35	\$0.30

- Single contra-side orders that are executed against the individual components of Complex Orders will be assessed the fees in Part A. However, the individual components of such a Complex Order will be assessed the fees in Part B.

Part C. The following will apply to fees in Parts A and B:

- The Monthly Cap on transaction fees that are currently applicable to ROTs and Specialists transacting equity options will not be applicable to electronic transactions in the Select Symbols, except for QCC Transaction Fees.
- The Firm Related Equity Option Cap will not be applicable to the electronic transactions in the Select Symbols, except for QCC Transaction Fees.
- The Market Access Provider ("MAP") Subsidy will not apply to electronic transactions in the Select Symbols.
- Payment for Order Flow fees will not be collected on transactions in the Select Symbols.
- The Options Floor Broker Subsidy will be applicable to qualifying transactions in the Select Symbols (see Options Floor Broker Subsidy Fees).
- The Cancellation Fee for each cancelled electronically delivered Professional AON order will continue to apply to the Select Symbols. The Cancellation Fee will not apply for each cancelled electronically delivered Customer order in Select Symbols.
- Transactions in the Select Symbols executed via open outcry will be subject to the Equity Options Fees (see Equity Options Fees in Section II). However, if one side of the transaction is executed using the Options Floor Broker Management System and any other side of the trade was the result of an electronically submitted order or a quote, then these fees will apply to the FBMS contracts and contracts that are executed electronically on all sides of the transaction.
- A Customer Complex Order will receive a Rebate for Adding Liquidity (as set forth in Part B) [in an electronic auction] as part of a Complex Order Live Auction ("COLA"). [and during the Exchange's opening process, except when such Customer order is contra to another Customer order.] Excluding COLA, during all other electronic auctions and the Exchange's opening process, a Customer Complex Order will receive a Rebate for Adding Liquidity (as set forth in Part B) when such Customer Complex Order is executed against a non-Customer (Specialist, ROT, SQT, RSQT, Professional, Firm or Broker-Dealer) contra-side Complex Order, or a non-Customer individual order or quote. For Customer orders that are not Complex Orders, a Customer will receive a Rebate for Adding Liquidity of \$0.22 per contract for executions that occur as part of an electronic auction, including but not limited to the Exchange's opening process, except when contra to another Customer order. A Customer will not be assessed a Fee for Removing Liquidity in an electronic auction and during the Exchange's opening process. A Direct Participant will be assessed a Fee for Removing Liquidity of \$0.25 per contract during the Exchange's opening process. A Specialist, ROT, SQT and RSQT will be assessed a Fee for Removing Liquidity of \$0.27 per contract during the Exchange's opening process. Professional, Directed Participant, Firm, Broker-Dealer and Specialist, ROT, SQT and RSQT Fees for Removing Liquidity (as set forth in Part B) will apply to transactions resulting from electronic auctions. Professional, Firm and Broker-Dealer Fees for Removing Liquidity (as set forth in Part B) will apply to transactions resulting during the Exchange's opening process. Electronic auctions include, without limitation, the Complex Order Live Auction ("COLA"), and Quote and Market Exhaust auctions. See Exchange Rules 1017 and 1082.
- The QCC Transaction Fees, defined in Section II, are applicable to this Section I.

II. Equity Options Fees

(Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed)

	Customer	Professional	Specialist, ROT, SQT and RSQT		Broker-Dealer		Firm
			Electronic	Non-Electronic	Electronic	Non-Electronic	
Options Transaction Charge (Penny Pilot)	\$.00	\$.20	\$.22	\$.25	\$.45	\$.25	\$.25
Options Transaction Charge (non-Penny Pilot)	\$.00	\$.20	\$.23	\$.25	\$.45	\$.25	\$.25
Options Surcharge in RUT, MNX and NDX	N/A	N/A	\$.15	\$.15	\$.15	\$.15	\$.15
Options Surcharge in BKX	N/A	N/A	\$.10	\$.10	\$.10	\$.10	\$.10

- These fees are per contract.
- QCC Transaction Fees for a Specialist, ROT, SQT, RSQT, Professional, Firm and Broker-Dealer are \$0.20 per contract.
- A rebate of \$0.05 per contract will be paid for Customer [c]Complex [o]Orders that are electronically-delivered, and executed against a non-Customer (Specialist, ROT, SQT, RSQT, Professional, Firm or Broker-Dealer) contra-side complex order, or a non-Customer individual order or quote.]
- ROTs and Specialists are subject to a Monthly Cap of \$550,000 for equity option transaction charges and QCC Transaction Fees. The trading activity of separate ROTs and Specialist member organizations will be aggregated in calculating the Monthly Cap if there is at least 75% common ownership between the member organizations. In addition, ROTs and Specialists that (i) are on the contra-side of an electronically-delivered and executed Customer complex order; and (ii) have reached the Monthly Cap will be assessed a \$0.05 per contract fee.
- Firms are subject to a maximum fee of \$75,000 ("Firm Related Equity Option Cap"). Firm equity option transaction charges and QCC Transaction Fees, in the aggregate, for one billing month will not exceed the Firm Related Equity Option Cap per member organization when such members are trading in their own proprietary account. The Firm equity options transaction charges will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account. Members and member organizations must notify the Exchange in writing of all accounts in which the member is not trading in its own proprietary account. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Firm Related Equity Option Cap. In addition, Firms that (i) are on the contra-side of an electronically-delivered and executed Customer complex order; and (ii) have reached the Firm Related Equity Option Cap will be assessed a \$0.05 per contract fee.

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