

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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**C2 OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
[FEBRUARY 20]MARCH 1, 2013**

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1. Transaction Fees

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B) Effective February 1, 2013, fees for simple, non-complex orders in equity options classes will be calculated based on the following formula. Fees are calculated on a per-contract basis. The maximum fee will be \$0.85 per contract.

Fee = (C2 BBO Market Width at time of execution) x (Market Participant Rate) x 50

BBO Market Width: Displayed C2 Ask Price – Displayed C2 Bid Price

Market Participant Rate:

Market Participant	Rate
C2 Market-Maker*	30%
Public Customer (Maker)	40%
All other origins	50%

* C2 Market-Makers will not be assessed a fee for Maker trades with any non-Public Customer market participants.

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