

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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**C2 OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
[December 16, 2015]January 14, 2016**

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1. – 7. Unchanged.

8. Regulatory Fees

A) – C) Unchanged.

D) Options Regulatory Fee

[\$.0002 per contract through July 31, 2015
\$.0051 per contract effective August 1, 2015*]

\$.0051 per contract through January 31, 2016
\$.0015 per contract effective February 1, 2016*

*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.

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