

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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**CBOE STOCK EXCHANGE (CBSX)
FEES SCHEDULE
[FEBRUARY]MARCH 3, 2014**

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2. TRANSACTION FEES

Execution Type	Applies to	Rate
[Maker	Transactions in the Select Symbols (6) priced \$1 or greater	\$0.0050 per share
Maker (adds liquidity using a silent, silent-mid or silent-post-mid order)	Transactions in the Select Symbols (6) priced \$1 or greater	\$0.0050 per share
Taker	Transactions in the Select Symbols (6) priced \$1 or greater	\$0.0045 rebate per share
Taker (removes silent, silent-mid or silent-post-mid liquidity)	Transactions in the Select Symbols (6) priced \$1 or greater	\$0.0045 rebate per share
Maker (adds less than 0.08% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0018 per share
Maker (adds at least 0.08% but less than 0.16% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0017 per share
Maker (adds at least 0.16% but less than 0.24% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0016 per share
Maker (adds at least 0.24% but less than 0.33% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0015 per share
Maker (adds at least 0.33% but less than 0.42% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0014 per share
Maker (adds at least 0.42% but less than 0.52% of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0013 per share
Maker (adds 0.52% or more of TCV of liquidity in one day) (1)(5)	Transactions in all other securities priced \$1 or greater	\$0.0012 per share
Taker (removes 9,999,999 shares or less of liquidity in one day (1) or less than 85% Execution Rate)	Transactions in all other securities priced \$1 or greater	\$0.0015 rebate per share
Taker (removes 10,000,000 shares or more of liquidity in one day (1) and equal to or greater than 85% Execution Rate)	Transactions in all other securities priced \$1 or greater	\$0.0017 rebate per share
Maker (adds liquidity using a silent order)	Transactions in all other securities priced \$1 or greater	\$0.0018 per share
Taker (removes silent order liquidity)	Transactions in all other securities priced \$1 or greater	\$0.0015 rebate per share

Maker (adds liquidity using a silent-mid or silent-post-mid order)	Transactions in all other securities priced \$1 or greater	\$0.0018 per share
Taker (removes silent-mid or silent-post-mid liquidity)	Transactions in all other securities priced \$1 or greater	\$0.0015 rebate per share
Maker	Transactions in securities priced less than \$1	\$0.00]
<u>Maker or Taker</u>	<u>Transactions in securities priced \$1 or greater</u>	<u>\$0.0030 per share</u>
<u>Maker or Taker</u>	Transactions in securities priced less than \$1	0.30% of dollar value of transaction
Cross Trade	Cross Trades that are not part of stock option trades	\$0.00 per share
Sweep Portion of Cross and Sweep Orders	Transactions in securities priced \$1 or greater	\$0.0040 per share routed
Sweep Portion of Cross and Sweep Orders	Transactions in securities priced less than \$1	0.40% of dollar value of sweep portion
Orders Routed Away	All	\$0.0030 per share for transactions in securities priced \$1 or greater or 0.30% of dollar value of transaction for transactions in securities priced less than \$1
Cross Trade that is the Stock Component of a Qualified Contingent Trade ([2]1)	All	\$.0015 per share (maximum rate of \$30 per trade)
Stock Component of Stock-Option Trade Matched Pursuant to CBOE Rule 6.53C, Rule 6.74A.07, and Rule 6.74B.01.	All	See Note ([3]2)
Cross Trade – Cash Settlement	All	\$.0025 per share (minimum rate of \$1 per trade, maximum rate of \$50 per trade)
Cross Trade – Next Day or Two-Day Settlement	All	\$.0025 per share (minimum rate of \$1 per trade, maximum rate of \$30 per trade)

FOOTNOTES:

[(1)] These rates apply to all transactions in securities priced \$1 or greater made by the same market participant in any day in which such participant adds (for Makers) or removes (for Takers) the established amount of shares (or percentage of TCV, as applicable) or more of liquidity that is determined in the chart above for each tier. Market participants who share a trading acronym or MPID may aggregate their trading activity for purposes of these rates. Qualification for these rates will require that a market participant appropriately indicate his trading acronym and/or MPID in the appropriate field on the order.]

[(2]1) A “Qualified Contingent Trade” is a transaction consisting of two or more component orders, executed as agent or principal, where: (1) at least one component order is in an NMS stock; (2) all components are effected with a product or price contingency that either has been agreed to by the respective counterparties or arranged for by a broker-dealer as principal or agent; (3) the execution of one component is contingent upon the execution of all other components at or near the same time; (4) the specific relationship between the component orders (e.g., the spread between the prices of the component orders) is determined at the time the contingent order is placed; (5) the component orders either bear a derivative relationship to one another, represent different classes of shares of the same issuer, or involve the securities of participants in mergers or with intentions to merge that have been announced or since cancelled; and (6) the stock portion of the transaction is fully hedged (without regard to any prior existing position) as a result of the other components of the contingent trade.

- (3)2** The execution of stock orders where both orders are the stock component of stock-option orders trading against each other pursuant to Rule 6.53C shall be charged as follows: the order that triggered an auction under Rule 6.53C or that triggered a trade with a resting stock-option order shall be charged \$0.0020 per share subject to a \$2.00 minimum charge and \$25.00 maximum charge. The order that responded to the auction or that was resting prior to the trade shall not be charged and shall not receive a rebate. The execution of the stock component of a stock-option order handled pursuant to Rule 6.53C against a resting order on the CBSX book shall be charged as follows: the resting order is considered a Maker of liquidity and receives the applicable Maker rebate pursuant to the fee schedule above and the non-resting stock order is charged the standard Taker rate pursuant to the fee schedule above. The execution of stock orders where both orders are the stock component of stock-option orders trading against each other pursuant to Rules 6.74A.07 and 6.74B.01 shall be charged as follows: \$0.0020 per share subject to a \$2.00 minimum charge and \$25.00 maximum charge.
- (4)** The term "Execution Rate" shall be defined as the number of orders (count) filled or partially filled by CBSX for the same market participant divided by the total number of orders sent to CBSX from the same market participant for the previous calendar month (rounded to the nearest whole percentage).
- (5)** "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan (excluding volume from odd lot transactions through January 31, 2014). Volume from Maker executions in the Select Symbols (priced \$1 or greater) will count towards a market participant's % of TCV.
- (6)** There are currently no "Select Symbols".]

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[5. INACTIVITY FEE

This fee is charged to any CBSX Trading Permit Holder that trades less than an average of 100,000 shares per day over a calendar month period. This fee will be calculated monthly. The amount of this fee is \$5,000 per month. A CBSX Trading Permit Holder may not be assessed this fee until the calendar month following the first full calendar month after the effective date of the Trading Permit. If a CBSX Trading Permit Holder incurs this fee for a calendar month period but trades at least an average of 200,000 shares per day over the following calendar month period, then the Exchange will rescind the Inactivity Fee.]

[6]5. DOCUMENT REQUEST FEE

This fee is charged to any person or organization that requests printed hard-copy billing statements. The amount of this fee is \$100.00 per monthly billing statement.

[7]6. CBOE COMMAND CONNECTIVITY CHARGES**

Fee	Cost per Month
Network Access Port (1 Gbps)*	\$250
Network Access Port (10 Gbps)*	\$1,000
Network Access Port (Disaster Recovery)	\$250
CMI Client Application Server	\$100
FIX Port	\$100

*CBSX market participants can elect to connect to CBSX's trading system via either a 1 Gigabit Ethernet or a 10 Gigabit Ethernet Network Access Port. Regardless of which is chosen, the Network Access Port Fee is assessed for each port that provides direct access to CBSX's trading system. Participants requesting a 10 Gigabit Network Access Port to access CBSX are eligible to receive (upon request) one redundant 10 Gigabit Network Access Port at no extra charge. A CBSX market participant that accesses both CBOE and CBSX via the same Network Access Port will only be assessed the CBOE Network Access Port fee for that port (this also applies for Disaster Recovery Network Access Ports).

** Fees apply to Trading Permit Holders ("TPHs") and non-TPHs.

[8]7. CBSX DATA REPORTS

Report Type and Cost	Description	Notes
C Level \$0.00	Standard reports regularly generated and run by the Exchange and made available on a daily, weekly or monthly basis that do not require historical data generation, customization beyond a standard format (PDF, HTML, etc.) or distribution frequency (daily, weekly, monthly, etc.), or specialized development.	
B Level \$0.00	Initial report requests (or enhancements to existing subscriptions) that require less than one (1) man-hour to develop and/or generate.	Fees will be estimated in advance and such estimates will be provided to the requester. If the estimate changes once creation of the report begins, a revised estimate will be provided to the requester. Subscriptions to such reports will be provided at a cost of \$100 per month for monthly reports and \$200 per month for daily or weekly reports.
A Level \$100 for first 5 man-hours, \$100 per hour for each additional man-hour	Initial report requests (or enhancements to existing subscriptions) that require one (1) or more man-hours to develop and/or generate.	

[9]8. Permit and CBSX-Specific Application-Related Fees

CBSX will assess no permit fees.

Responsible Person Fee - \$500 (This fee will not be assessed for a Responsible Person who is also an Associated Person with the same Trading Permit Holder).

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