

## Exhibit 5

Additions are underlined; deleted text is [in brackets]

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

\* \* \*

**FEES, ASSESSMENTS, CREDITS AND REBATES**

\* \* \*

**E. Transaction and Order Processing Fees**

1. – 5. Unchanged

**6. [Reserved]CHX Routing Services Fees**

Executions that result from orders that have been routed away from the Matching System pursuant to the CHX Routing Services shall be subject to the following fees:

<u>Order Size As Submitted</u>	<u>Tape</u>	<u>Security Price</u>	<u>Routing Fee</u>
<u>Odd Lots</u>	<u>All Tapes</u>	<u>All Prices</u>	<u>\$0.0040/share</u>
<u>Round Lots</u>	<u>All Tapes</u>	<u>≥ \$1.00/share</u>	<u>\$0.0030/ share</u>
		<u>&lt; \$1.00/share</u>	<u>0.30% of trade value</u>

**7. Unchanged**

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

[Operative February 3, 2014]

(a) – (b) Unchanged

(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 (“eligible executions”). Eligible executions shall only include executions resulting from single-sided orders submitted to the Matching System, which includes executions -1- within the Matching System and -2- at away markets resulting from orders routed away from the Matching System pursuant to the CHX Routing Services. Eligible executions shall not include away executions effected outside of the CHX Routing Services.

\* \* \*