

Exhibit 5

Text of the Proposed Rule Change

Underlining indicates additions; [Brackets] indicate deletion

**Schedule of Fees**

**Amount                      Billable Unit                      Frequency                      Notes**

Pages 1 – 18 No Change

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Rebates and Fees for Adding and Removing Liquidity in Select Symbols and Complex Order Maker/Taker fees for symbols that are in the Penny Pilot Program.

	<b>Maker Rebate / Fee</b>	<b>Taker Fee<sup>(8)</sup></b>	<b>Facilitation, Solicited Order,<sup>(10)</sup> Price Improvement and Block Order Mechanisms and Qualified Contingent Cross orders<sup>(1)(2)(5)</sup></b>	<b>Complex Order Maker Fee (Each Leg) for Select Symbols noted below<sup>(2)(3)</sup></b>	<b>Complex Order Taker Fee (Each Leg) for Select Symbols noted below<sup>(2)(3)(7)(8)</sup></b>	<b>Complex Order Maker Fee (Each Leg) for option symbols that are in the Penny Pilot program excluding the Select Symbols noted below<sup>(2)(11)</sup></b>	<b>Complex Order Taker Fee (Each Leg) for option symbols that are in the Penny Pilot program excluding the Select Symbols noted below<sup>(2)(8)(11)(12)</sup></b>	<b><u>Complex Order Maker Fee (Each Leg) for option symbols XLB and EFA when trading against Priority Customer orders<sup>(2)(7)</sup></u></b>	<b><u>Complex Order Maker Fee (Each Leg) for option symbol XOP when trading against Priority Customer orders<sup>(2)(12)</sup></u></b>
<b>Market Maker Plus<sup>(4)</sup></b>	(\$0.10)	\$0.28	\$0.20	\$0.10	\$0.32	\$0.10	\$0.30	<u>\$0.32</u>	<u>\$0.30</u>
<b>Market Maker<sup>(6)</sup></b>	\$0.10	\$0.28	\$0.20	\$0.10	\$0.32	\$0.10	\$0.30	<u>\$0.32</u>	<u>\$0.30</u>
<b>Non-ISE Market Maker (FARMM)<sup>(9)</sup></b>	\$0.10	\$0.35	\$0.20	\$0.20	\$0.36	\$0.20	\$0.35	<u>\$0.32</u>	<u>\$0.30</u>
<b>Firm Proprietary<sup>(9)</sup></b>	\$0.10	\$0.29	\$0.20	\$0.10	\$0.32	\$0.10	\$0.30	<u>\$0.32</u>	<u>\$0.30</u>
<b>Customer (Professional)</b>	\$0.10	\$0.29	\$0.20	\$0.10	\$0.32	\$0.10	\$0.30	<u>\$0.32</u>	<u>\$0.30</u>
<b>Priority Customer, 100 or more contracts</b>	\$0.00	\$0.12	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	<u>\$0.00</u>	<u>\$0.00</u>
<b>Priority Customer, less than 100 contracts</b>	\$0.00	\$0.12	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	<u>\$0.00</u>	<u>\$0.00</u>

➤ Unless noted otherwise, these fees apply to executions in options overlying QQQ, C, BAC, SPY, IWM, XLF, GE, JPM, INTC, RIMM, T, VZ, UNG, FCX, CSCO, DIA, AMZN, X, AA, AIG, AXP, BBY, CAT, CHK, DNDN, EEM, EFA, EWZ, F, FAS, FAZ, FSLR, GDX, GLD, IYR, MGM, MS, MSFT, MU, PBR,

PG, POT, RIG, SDS, SLV, XLE, XOM, ABX, BMY, BP, COP, DELL, FXI, HAL, IBM, KO, LVS, MCD, MO, MON, NOK, ORCL, PFE, QCOM, S, SLB, SMH, SNDK, TBT, USO, V, VALE, WFT, XLI, XRT, YHOO, AKAM, AMD, AMR, APC, BA, BRCM, GG, HPQ, LCC, NEM, NFLX, NVDA, QID, SSO, TEVA, TLT, TZA, UAL, WFC, XLB, SIRI, SBUX, VVUS, MSI, AAPL, BIDU, and VXX ("Select Symbols").

- (1) No Change.
- (2) A rebate of \$0.15 will apply to contracts that do not trade with the contra order in the Facilitation Mechanism and Solicited Order Mechanism. A rebate of \$0.25 will apply to contracts that do not trade with the contra order in the Price Improvement Mechanism.
- (3) – (6) No Change.
- (7) ISE Market Makers who remove liquidity in the Select Symbols (excluding XLB and EFA) from the Complex Order Book by trading with orders that are preferenced to them will be charged \$0.30 per contract. ISE Market Makers who remove or add liquidity in XLB and EFA from the Complex Order Book by trading with orders that are preferenced to them will be charged \$0.30 per contract.
- (8) – (11) No Change.
- (12) ISE Market Makers who remove liquidity from the Complex Order[book] Book by trading with orders that are preferenced to them will be charged \$0.28 per contract in option symbols that are in the Penny Pilot program and are not a Select Symbol (excluding XOP). ISE Market Makers who remove or add liquidity in XOP from the Complex Order Book by trading with orders that are preferenced to them will be charged \$0.28 per contract.

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