

Exhibit 5

Text of the Proposed Rule Change

Underlining indicates additions; [Brackets] indicate deletion

**Schedule of Fees**

**Amount Billable Unit Frequency Notes**

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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>(10)</sup> <sup>(1)(2)(5)</sup></b>	<b>Complex Order Maker Fee (Each Leg) for Select Symbols noted below<sup>(2)(3)(13)</sup></b>	<b>Complex Order Taker Fee (Each Leg) for Select Symbols noted below<sup>(2)(3)(7)(8)(13)</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)(13)</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)(13)</sup></b>	<b>Complex Order Maker Fee (Each Leg) for option symbols XLB, EFA, AA, ABX, MSFT, MU, NVDA, VZ and WFC when trading against Priority Customer orders<sup>(2)(7)</sup></b>	<b>Complex Order Maker Fee (Each Leg) for option symbol XOP when trading against Priority Customer orders<sup>(2)(12)</sup></b>
<b>Market Maker Plus<sup>(4)</sup></b>	(\$0.10)	\$0.28	\$0.20	\$0.10	\$0.34	\$0.10	\$0.34	\$0.32	\$0.30
<b>Market Maker<sup>(6)</sup></b>	\$0.10	\$0.28	\$0.20	\$0.10	\$0.34	\$0.10	\$0.34	\$0.32	\$0.30
<b>Non-ISE Market Maker (FARMM)<sup>(9)</sup></b>	\$0.10	\$0.35	\$0.20	\$0.20	\$0.38	\$0.20	\$0.38	\$0.32	\$0.30
<b>Firm Proprietary<sup>(9)</sup></b>	\$0.10	\$0.29	\$0.20	\$0.10	\$0.34	\$0.10	\$0.34	\$0.32	\$0.30
<b>Customer (Professional)</b>	\$0.10	\$0.29	\$0.20	\$0.10	\$0.34	\$0.10	\$0.34	\$0.32	\$0.30
<b>Priority Customer, 100 or more contracts</b>	\$0.00	\$0.20	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Priority Customer, less than 100 contracts</b>	\$0.00	\$0.20	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

➤ 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, SNDK, TBT, USO, V, VALE, WFT, XLI, XRT, YHOO, AKAM, AMD, 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) – (13) No Change.

- Payment for Order Flow fees will not be collected on transactions in the above Select Symbols.
- The cancellation fee, which only applies to customer orders, will continue to apply.
- A per contract fee credit of \$0.10 will apply for executions resulting from responses to orders from persons who are not broker/dealers and who are not Priority Customers exposed to and executed by a member pursuant to Supplementary Material .02 to Rule 803. A per contract fee credit of \$0.10 will apply for executions resulting from responses to orders from Priority Customers exposed to and executed by a member pursuant to Supplementary Material .02 to Rule 803. A per contract fee credit of \$0.12 will apply for executions resulting from responses to orders from Priority Customers exposed to and executed by a preferenced ISE Market Maker pursuant to Supplementary Material .02 to Rule 803.
- Intermarket Sweep Order Credit for Priority Customer - A fee credit equal to the actual transaction fee charged by a destination market [of \$0.20 per contract] applies to Primary Market Makers (PMM) – for classes in which it serves as a PMM – that send an Intermarket Sweep Order to other exchanges.
- Intermarket Sweep Order Fee for Priority Customer - A fee of \$0.[2]35 per contract applies to executions of Priority Customer orders that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan.
- Intermarket Sweep Order Credit for Customer (Professional) – Primary Market Makers will receive a credit equal to the fee charged by a destination market, but not more than \$0.45 per contract, for executing orders from persons who are not broker/dealers and who are not Priority Customers.
- Intermarket Sweep Order Fee for Customer (Professional) – A fee of \$0.45 per contract applies to executions of orders from persons who are not broker/dealers and who are not Priority Customers that are routed to one of more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan.

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