Exhibit 5
Text of the Proposed Rule Change
Underlining indicates additions; [Brackets] indicate deletion

## **Schedule of Fees**

Amount Billable Unit Frequency Notes

\* \* \*

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.

	Maker Rebate / Fee	Taker Fee <sup>(8)</sup>	Facilitation, Solicited Order, (10) Price Improvement and Block Order Mechanisms and Qualified Contingent Cross (10) orders (1)(2)(5)	Complex Order Maker Fee (Each Leg) for Select Symbols noted below <sup>(2)(3)(13)</sup>	Complex Order Taker Fee (Each Leg) for Select Symbols noted below (excluding SPY) (2)(3)(7)(8)(13)	Complex Order Taker Fee (Each Leg) for SPY <sup>(2)(7)(8)(15)(16)</sup>	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>	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>	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>	Complex Order Maker Fee (Each Leg) for option symbol XOP when trading against Priority Customer orders <sup>(2)(12)</sup>
Market Maker Plus <sup>(4)(14)</sup>	(\$0.10)	\$0.28	\$0.20	\$0.10	\$0.34	\$0.35	\$0.10	\$0.35	\$0.32	\$0.30
Market Maker <sup>(6)(14)</sup>	\$0.10	\$0.28	\$0.20	\$0.10	\$0.34	\$0.35	\$0.10	\$0.35	\$0.32	\$0.30
Non-ISE Market Maker (FARMM) <sup>(9)</sup>	\$0.10	\$0.35	\$0.20	\$0.20	\$0.38	\$0.39	\$0.20	\$0.39	\$0.32	\$0.30
Firm Proprietary <sup>(9)</sup>	\$0.10	\$0.29	\$0.20	\$0.10	\$0.34	\$0.35	\$0.10	\$0.35	\$0.32	\$0.30
Customer (Professional)	\$0.10	\$0.29	\$0.20	\$0.10	\$0.34	\$0.35	\$0.10	\$0.35	\$0.32	\$0.30
Priority Customer, 100 or more contracts	\$0.00	\$0.20	\$0.00	\$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) - (3) No Change.

(4) For the purposes of this rebate / fee, a Market Maker Plus is a Market Maker who is on the National Best Bid or National Best Offer 80% of the time for series trading between \$0.03 and \$5.00 (for options whose underlying stock's previous trading day's last sale price was less than or equal to \$100) and between \$0.10 and \$5.00 (for options whose underlying stock's previous trading day's last sale price was greater than \$100) in premium in each of the front two expiration months and 80% of the time for series trading between \$0.03 and \$5.00 (for options whose underlying stock's previous trading day's last sale price was less than or equal to \$100) and between \$0.10 and \$5.00 (for options whose underlying stock's previous trading day's last sale price was greater than \$100) in premium for all expiration months in that symbol during the current trading month. A Market Maker's single best and single worst overall quoting days each month, on a per symbol basis, will be excluded in calculating whether a Market Maker qualifies for this rebate, if doing so will qualify a Market Maker for the rebate.

(5) - (16) No Change.

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