

**EXHIBIT 5**

Deleted text is [bracketed]. New text is underlined.

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**I. Regular Order Fees and Rebates**

Select Symbols							
Market Participant	Maker Rebate / Fee	Taker Fee	Fee for Crossing Orders Except PIM Orders <sup>(1)(2)</sup>	Fee for PIM Orders <sup>(1)(2)(13)</sup>	Fee for Responses to Crossing Orders Except PIM Orders	Fee for Responses to PIM Orders	Facilitation and Solicitation Break-up Rebate <sup>(4)</sup>
Tier 1 Market Maker Plus <sup>(5)</sup>	(\$0.15) <sup>(10)</sup>	\$0.44	\$0.20	\$0.10	\$0.50	\$0.20	N/A
Tier 2 Market Maker Plus <sup>(5)</sup>	(\$0.18) <sup>(10)(14)</sup>	\$0.44	\$0.20	\$0.10	\$0.50	\$0.20	N/A
Tier 3 Market Maker Plus <sup>(5)</sup>	(\$0.22) <sup>(10)(15)</sup>	\$0.44	\$0.20	\$0.10	\$0.50	\$0.20	N/A
Market Maker <sup>(8)</sup>	\$0.10 <sup>(11)</sup>	\$0.44	\$0.20	\$0.10	\$0.50	\$0.20	N/A
Non-Nasdaq ISE Market Maker (FarMM)	\$0.10 <sup>(11)</sup>	\$0.45	\$0.20	\$0.10	\$0.50	\$0.20	(\$0.15)
Firm Proprietary / Broker-Dealer	\$0.10	\$0.45	\$0.20	\$0.10	\$0.50	\$0.20	(\$0.15)
Professional Customer	\$0.10	\$0.45	\$0.20 <sup>(16)</sup>	\$0.10	\$0.50	\$0.20	(\$0.15)
Priority Customer	\$0.00	\$0.40 <sup>(3)</sup>	\$0.00	\$0.00	\$0.50	\$0.20	(\$0.15)

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3. [Reserved.] This fee is \$0.35 per contract in SPY.

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**II. Complex Order Fees and Rebates**

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13. Members will not receive rebates for net zero complex orders entered on behalf of originating market participants that execute an ADV of at least [2,000] 1,000 contracts in net zero complex orders in a given month. For purposes of determining which complex orders qualify as “net zero” the Exchange will count all complex orders that leg in to the regular order book and are executed at a net price per contract that is within a range of \$0.01 credit and \$0.01 debit.

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