

Exhibit 5

*New text is underlined.*

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**I. SPY, QQQQ, IWM and C Fees**

	<u>Customer</u>	<u>Directed Participant</u>	<u>Specialist, ROT, SQT and RSQT</u>	<u>Firm</u>	<u>Broker-Dealer</u>
<b><u>Rebate for Adding Liquidity</u></b>	<u>\$0.20</u>	<u>\$0.25</u>	<u>\$0.23</u>	<u>\$0.00</u>	<u>\$0.00</u>
<b><u>Fee for Adding Liquidity</u></b>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.35</u>	<u>\$0.45</u>
<b><u>Fee for Removing Liquidity</u></b>	<u>\$0.25</u>	<u>\$0.30</u>	<u>\$0.32</u>	<u>\$0.45</u>	<u>\$0.45</u>

- For the purposes of this fee, a Directed Participant is a Specialist, SQT, or RSQT that executes a customer order that is directed to them by an Order Flow Provider and is executed electronically on PHLX XL II.
- The Monthly Cap on transaction fees that is currently applicable to ROTs and specialists transacting equity options will not be applicable to the fees described herein.
- The Firm Related Equity Option Cap will not be applicable to the fees described herein.
- The Market Access Provider ("MAP") Subsidy will not apply to electronic transactions in SPY, QQQQ, IWM and C.
- Payment for Order Flow fees will not be collected on transactions in SPY, QQQQ, IWM and C.
- All electronic auctions will be free to Customers, Directed Participants, Specialists, ROTs, SQTs and RSQTs. Electronic auctions include, without limitation, the Complex Order Live Auction ("COLA"), and Quote and Market Exhaust auctions. Firms and broker-dealers will be assessed the appropriate charge for removing liquidity.
- The fees described herein will not apply to contracts executed during the Exchange's opening process (see Exchange Rule 1017). Firms and broker-dealers will be assessed the appropriate charge for removing liquidity.
- The Options Floor Broker Subsidy will be applicable to the qualifying SPY, QQQQ, IWM and C transactions (see Options Floor Broker Subsidy Fees).
- The Cancellation Fee will continue to apply.
- Regular Equity Option transaction fees will apply to Complex Orders that are electronically executed against a contra-side order with the same Complex Order Strategy.

**I. SPY, QQQQ, IWM and C Fees**

- Single contra-side orders that are executed against the individual components of Complex Orders will be charged according to the above fees. The individual components of such a Complex Order will not be charged.
- SPY, QQQQ, IWM and C transactions executed via open outcry will be subject to the Equity Options Fees (see Equity Options Fees). However, if one side of the transaction is executed using the Options Floor Broker Management System and any other side of the trade was the result of an electronically submitted order or a quote, then the above fees will apply to the FBMS contracts and contracts that are executed electronically on all sides of the transaction.

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