

Exhibit 5

*New text is underlined; deleted text is in brackets*

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**II. Equity Options Fees**

**(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)**

**Customer Executions**

Options Transaction Charge	No Charge
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**Registered Options Traders (on-floor) and Specialists (C)**

Options Transaction Charge*	\$.2[1]2 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.1[0]5 per contract

\*Subject to a Monthly Cap of \$[7]650,000. The trading activity of separate ROTs and specialist member organizations will be aggregated in calculating the Monthly Cap if there is at least 75% common ownership between the member organizations.

**Firm**

Subject to a maximum fee of \$[8]75,000 – see \$[8]75,000 “Firm Related” Equity Option Cap

**Firm Proprietary (C)(5)**

Options Transaction Charge	\$.25 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.1[0]5 per contract

**Broker-Dealer**

**Electronically Delivered (C)(15)**

Options Transaction Charge	\$ .45 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$ .1[0]5 per contract

**Non-Electronically - Delivered (C)(15)**

Options Transaction Charge	\$ .25 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$ .1[0]5 per contract

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**IV. U.S. DOLLAR-SETTLED FOREIGN CURRENCY OPTION FEES**

*U.S. dollar-settled foreign currency options include XDB, XDE, XDN, XDS, XDA, XDM, XEH, XEV, XDZ and XDC.*

**Customer Executions**

Options Transaction Charge	\$ .44 per contract
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**Registered Options Traders (on-floor)**

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$ .[24]30 per contract
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**Specialist**

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$ .[24]30 per contract
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**Firm**

**Firm Proprietary**

Options Transaction Charge	\$. <del>[24]</del> <u>30</u> per contract
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*Firm Proprietary Options Transaction Charges apply to firm proprietary orders ("F" account type).*

**Broker-Dealer (15)**

Options Transaction Charge	\$.45 per contract
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**V. ACCESS SERVICE, CANCELLATION, MEMBERSHIP, REGULATORY AND OTHER FEES**

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**Real-time Risk Management Fee**

\$.00 <del>[25]</del> <u>3</u> per contract for firms/members receiving information on a real-time basis
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**VI. ENDNOTES TO THE PRICING SCHEDULE**

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(5) Firm Proprietary Options Transaction Charge applies to firm proprietary orders ("F" account type) in equity option products. Firm Proprietary Options Transaction Charges for equity options, in the aggregate, for one billing month will not exceed [\$85,000 per month ("] the Monthly Firm Cap["),] per member organization, except for orders of joint back-office ("JBO") participants. The Firm Proprietary Options Transaction Charge of \$.25 will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account.

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