

EXHIBIT 5

New language
 [deleted language]

BOX Options Exchange Fee Schedule

May 2013

Section I. through Section II. No Change.

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Section III. Complex Order Transaction Fees

The transaction fees (credits) set forth in this Section III.A and B will be applied to all executions of Complex Orders. Complex Order transactions will not be subject to Sections I (Exchange Fees) and II (Liquidity Fees and Credits).

All Complex Order transactions will be charged per contract per leg.

All Complex Order executions for Mini Options will be assessed 1/10th of the applicable Complex Order transaction fee, and executions involving Jumbo SPY Options will be assessed the standard Complex Order transaction fee.

All Complex Order transactions will count toward a Market Maker's monthly ADV in Section I.B.

A. Complex Orders Executed Against Orders on the BOX Book

A fee (credit) per contract will apply to each Complex Order executed against an order on the BOX Book based upon the account type of the Participant submitting the Complex Order as follows:

<u>Account Type</u>	<u>All Classes</u>
<u>Public Customer</u>	<u>(\$0.35)</u>
<u>Professional Customer and Broker Dealer</u>	<u>\$0.45</u>
<u>Market Maker</u>	<u>\$0.40</u>

B. Complex Orders Executed Against Other Complex Orders

A fee (credit) per contract will apply to each Complex Order executed against another Complex Order based upon (i) the account type of the Participant submitting the Complex Order and (ii) the account type of the contra party as follows:

<u>Account Type</u>	<u>Contra Party</u>	<u>Penny Pilot Classes</u>	<u>Non-Penny Pilot Classes</u>
<u>Public Customer</u>	<u>Public Customer</u>	<u>\$0.00</u>	<u>\$0.00</u>
	<u>Professional Customer/ Broker Dealer/Market Maker</u>	<u>(\$0.35)</u>	<u>(\$0.70)</u>
<u>Professional Customer</u>	<u>Public Customer</u>	<u>\$0.45</u>	<u>\$0.80</u>
	<u>Professional Customer/ Broker Dealer/Market Maker</u>	<u>\$0.20</u>	<u>\$0.40</u>
<u>Broker Dealer</u>	<u>Public Customer</u>	<u>\$0.45</u>	<u>\$0.80</u>
	<u>Professional Customer/ Broker Dealer/Market Maker</u>	<u>\$0.20</u>	<u>\$0.40</u>
<u>Market Maker</u>	<u>Public Customer</u>	<u>\$0.40</u>	<u>\$0.75</u>
	<u>Professional Customer/ Broker Dealer/Market Maker</u>	<u>\$0.10</u>	<u>\$0.20</u>

C. Orders on BOX Book Executed Against Complex Orders

Each order on the BOX Book executed against a Complex Order will be treated as a standard order for purposes of the Fee Schedule and subject to Sections I (Exchange Fees) and II (Liquidity Fees and Credits).

Section IV [III]. Eligible Orders Routed to an Away Exchange

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Section V [IV]. Technology Fees

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Section VI [V]. Regulatory Fees

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