

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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**C2 Options Exchange, Incorporated
Rules**

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**CHAPTER 6
Trading on the Exchange**

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Section F: Consolidated Audit Trail (CAT) Compliance Rule

The rules contained in Section F of CBOE Chapter VI relating to the Consolidated Audit Trail (CAT) Compliance Rule, as such rules may be in effect from time to time, shall apply to C2 and are hereby incorporated into this Chapter. The terms “Exchange” and “CBOE” in Section F of CBOE Chapter VI shall also mean C2 for purposes of this Section.

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