EXHIBIT 5

Proposed new language is <u>underlined</u>; proposed deletions are in [brackets].

Choe BZX U.S. Equities Exchange Fee Schedule

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Match Capacity Fees:

Allocation of 5,000 messages per second: \$550 per month per allocation

- Match capacity fees are assessed based on capacity (i.e., messages per second) requested for order entry in the primary data center. No fee will be assessed for redundant capacity in the secondary data center.
- New requests will be prorated for the first month of service. Cancellation requests are billed in full month increments as firms are required to pay for the service for the remainder of the month, unless the session is terminated within the first month of service.

Purge and Market Data Logical Port Fees:

Service	Fee
[Logical Ports (excluding Purge Port, Multicast PITCH Spin Server Port or GRP Port)]	[\$550/port/month]
Purge Ports	\$650/port/month
Multicast PITCH Spin Server	\$550/set of primary (A or C feed)
Multicast PITCHGRP Ports	\$550/primary (A or C feed)

- <u>Purge and market data</u> [L]logical port fees are limited to logical ports within the primary data center. No [logical port] fee[s] will be assessed for redundant secondary data center ports.
- Multicast PITCH is available through one of two primary feeds, either the A or C feed. All secondary feed Multicast PITCH Spin Server and GRP Ports are provided for redundancy at no additional cost.
- New requests will be prorated for the first month of service. Cancellation requests are billed in full month increments as firms are required to pay for the service for the remainder of the month, unless the session is terminated within the first month of service.

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