

**Exhibit 5**

Proposed new language is underlined; Proposed deletions are in [brackets].

**MEMX Fee Schedule**  
**(EFFECTIVE DECEMBER [1]4, 2020)**

**Transaction Fees**

MEMX Members are charged per share fees or provided per share rebates based on shares executed within each of the fee code categories below.

<b>Fee Code</b>	<b>Description</b>	<b>Fee/(Rebate) - Securities at or above \$1.00 ("A")</b>	<b>Fee/(Rebate) - Securities below \$1.00 ("B")</b>
B, D or J	Added displayed volume	\$(0.0029)	([0.30] <u>0.05</u> % of total dollar value)
Br, Dr or Jr	Added displayed volume, Retail Order	\$(0.0034)	([0.30] <u>0.05</u> % of total dollar value)
H or M	Added non-displayed volume	\$(0.0020)	([0.30] <u>0.05</u> % of total dollar value)
R	Removed volume from MEMX Book	\$0.0025	[0.30] <u>0.05</u> % of total dollar value
Z	Routed to another market, removed liquidity	\$0.0030	No charge

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