

EXHIBIT 5E

Additions: Underscored
Deletions: [Bracketed]

[Topaz Exchange, LLC

d/b/a]



Schedule of Fees

Last Updated January 16, 2014

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A. PREFACE

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A “**Priority Customer**” is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in [Topaz]ISE Gemini Rule 100(a)(37A).

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A “**Non-[Topaz]ISE Gemini Market Maker**” is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, registered in the same options class on another options exchange.

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A “**Flash Order**” is an order that is exposed at the National Best Bid or Offer by the Exchange to all members for execution, as provided under Supplementary Material .02 to [Topaz]ISE Gemini Rule 1901. For all Flash Orders, the Exchange will charge the applicable taker fee and for responses that trade against a Flash Order, the Exchange will provide the applicable maker rebate.

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“**Penny Symbols**” are options overlying all symbols listed on [Topaz]ISE Gemini that are in the Penny Pilot Program. The current list of [Topaz]ISE Gemini -listed Penny Pilot Program symbols is available at http://www.ise.com/assets/files/products/pennies/penny_stocks.xls

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I. Regular Order Fees and Rebates for Standard Options

Penny Symbols and SPY								
Market Participant	Maker Rebate/Fee Tier 1	Maker Rebate/Fee Tier 2	Maker Rebate/Fee Tier 3	Maker Rebate/Fee Tier 4	Taker Fee: Tier 1⁽⁴⁾	Taker Fee: Tier 2-4	Fee for Crossing Orders⁽¹⁾	Fee for Responses to Crossing Orders
Market Maker ⁽²⁾⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****
Non-[Topaz]ISE Gemini Market Maker (FarMM)	*****	*****	*****	*****	*****	*****	*****	*****
Firm Proprietary / Broker-Dealer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Professional Customer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Priority Customer ⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****

Non-Penny Symbols								
Market Participant	Maker Rebate/Fee Tier 1	Maker Rebate/Fee Tier 2	Maker Rebate/Fee Tier 3	Maker Rebate/Fee Tier 4	Taker Fee: Tier 1⁽⁴⁾	Taker Fee: Tier 2-4	Fee for Crossing Orders⁽¹⁾	Fee for Responses to Crossing Orders
Market Maker ⁽²⁾⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****
Non-[Topaz]ISE Gemini Market Maker (FarMM)	*****	*****	*****	*****	*****	*****	*****	*****
Firm Proprietary / Broker-Dealer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Professional Customer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Priority Customer ⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****

1. *****
2. This fee applies to [Topaz]ISE Gemini Market Maker orders sent to the Exchange by Electronic Access Members.

II. Regular Order Fees and Rebates for Mini Options

Penny Symbols and SPY								
Market Participant	Maker Rebate/Fee Tier 1	Maker Rebate/Fee Tier 2	Maker Rebate/Fee Tier 3	Maker Rebate/Fee Tier 4	Taker Fee: Tier 1⁽⁴⁾	Taker Fee: Tier 2-4	Fee for Crossing Orders⁽¹⁾	Fee for Responses to Crossing Orders
Market Maker ⁽²⁾⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****
Non-[Topaz]ISE Gemini Market Maker (FarMM)	*****	*****	*****	*****	*****	*****	*****	*****
Firm Proprietary / Broker-Dealer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Professional Customer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Priority Customer ⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****

Non-Penny Symbols								
Market Participant	Maker Rebate/Fee Tier 1	Maker Rebate/Fee Tier 2	Maker Rebate/Fee Tier 3	Maker Rebate/Fee Tier 4	Taker Fee: Tier 1⁽⁴⁾	Taker Fee: Tier 2-4	Fee for Crossing Orders⁽¹⁾	Fee for Responses to Crossing Orders
Market Maker ⁽²⁾⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****
Non-[Topaz]ISE Gemini Market Maker (FarMM)	*****	*****	*****	*****	*****	*****	*****	*****
Firm Proprietary / Broker-Dealer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Professional Customer ⁽⁶⁾	*****	*****	*****	*****	*****	*****	*****	*****
Priority Customer ⁽⁵⁾	*****	*****	*****	*****	*****	*****	*****	*****

- *****
- This fee applies to [Topaz]ISE Gemini Market Maker orders sent to the Exchange by Electronic Access Members.

IV. Legal & Regulatory

A. Options Regulatory Fee

\$0.0010 per Contract. The Options Regulatory fee will be assessed by [Topaz]ISE Gemini to each member for all options transactions in Standard Options and in Mini Options executed or cleared by the member that are cleared by The Options Clearing Corporation (OCC) in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from members through their clearing firms by OCC on behalf of [Topaz]ISE Gemini. The Exchange may only increase or decrease the Options Regulatory Fee semi-annually, and any such fee change will be effective on the first business day of February or August. The Exchange will notify Members via circular of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

B. FINRA Web CRD Fees

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Continuing Education Fee:

\$60 – \$501. Assessed to each individual who is solely registered as a Proprietary Trader required to complete the Regulatory Element of the Continuing Education Requirements pursuant to [Topaz]ISE Gemini Rule 604.

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V. Access Services

A. No change.

B. No change.

C. Network Fees (waived until January 1, 2014) *

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* The connectivity provided under this section provides connectivity to both [Topaz Exchange]ISE Gemini, LLC and the International Securities Exchange, LLC.

D. Gateway Fees (waived until January 1, 2014) *

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* The connectivity provided under this section provides connectivity to both [Topaz Exchange]ISE Gemini, LLC and the International Securities Exchange, LLC.

E. FIX Session/API Session Fees (waived until January 1, 2014)

1. No change.

2. EAM Options API

[Topaz]ISE Gemini Only
\$100 per session per month.

[Topaz]ISE Gemini and ISE *
First five sessions - \$250 per session per month.
Sixth and additional sessions - \$100 per session per month.

* The connectivity provided under this section provides connectivity to both [Topaz Exchange]ISE Gemini, LLC and the International Securities Exchange, LLC.

3. EAM Options FIX Sessions

[Topaz]ISE Gemini Only
\$50 per session per month.

[Topaz]ISE Gemini and ISE *
First and second session - \$250 per session per month.
Third and additional sessions - \$50 per session per month.

* The connectivity provided under this section provides connectivity to both [Topaz Exchange]ISE Gemini, LLC and the International Securities Exchange, LLC.