

## EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGX Exchange Fee Schedule – Effective January 1, 2013.

\* \* \* \* \*

EdgeBook Depth Fees:

The fees for EdgeBook Depth X are as follows:

Delivery	Fee
Internal Distributor	\$500/month
External Distributor	\$2,500/month

EdgeBook Attributed Fees, effective February 1, 2013:

In addition to EdgeBook Depth X fees, as described above, all subscribers to EdgeBook Attributed<sup>SM</sup> will also incur the following fees:

<u>Delivery</u>	<u>Fee</u>
<u>Internal Distributor</u>	<u>\$2,500/month</u>
<u>External Distributor</u>	<u>\$5,000/month</u>

A “Distributor” of Exchange data is any entity that receives [EdgeBook Depth X] a market data feed directly from the Exchange or indirectly through another entity and then distributes it either internally (within that entity) (“Internal Distributor”) or externally (outside that entity) (“External Distributor”). All Distributors shall execute a Market Data Vendor Agreement with Direct Edge, Inc., acting on behalf of the EDGX Exchange.

\* \* \* \* \*

Edge Attribution Incentive Program

Effective February 1, 2013, Members who enter Attributable Orders into the Exchange’s System in at least 100 symbols over 10 consecutive trading days over the course of a month are eligible to participate in the Edge Attribution Incentive Program. Each month, the Exchange will set aside 25% of the revenue generated in connection with fees received from EdgeBook Attributed (the “Revenue Allotment”). From the Revenue Allotment, the Exchange will provide a payment to eligible Members who qualified for the Edge Attribution Incentive Program based on the

percentage of executed share volume from their Attributable Orders entered into the Exchange's System.