EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGA Exchange Fee Schedule – Effective [May] June 1, 2012

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Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B, & C Securities[1,a, b]:
Rebates indicated by parentheses ( )

Category	Adding Liquidity	Removing Liquidity	Routing Liquidity
Securities at or above $1.00	$(0.0003)[4, c]	$0.0007[1,a]	$0.0029
Securities below $1.00	FREE	FREE[1,a]	0.30% of Dollar Value[3,a]

Liquidity Flags and Associated Fees:
Unless otherwise noted, the following rebates and fees apply to orders in securities priced $1 and over.

Flag	Description	Fee/(Rebate)
A	Routed to NASDAQ, adds liquidity	(0.0020)
B[4]	Add liquidity to EDGA book (Tape B)	(0.0003)
C[3,a]	Routed to BX, removes liquidity	(0.0005)
D[3,a]	Routed or re-routed to NYSE, removes liquidity	0.0023

F	Routed to NYSE, adds liquidity	(0.0015)
G	Routed to NYSE Arca (Tapes A & C), removes liquidity	0.0030
I	Routed to EDGX	0.0029
J[3,a]	Routed to NASDAQ, removes liquidity	0.0030
K	Routed to BATS BZX Exchange using ROBA routing strategy (EDGA + BATS) OR Routed to PSX using ROUC or ROUE routing strategy	0.0025
L[3]	Routed to NASDAQ using INET routing strategy, removes liquidity (Tapes A & C)	0.0030
M[6,a]	Add liquidity on LavaFlow	(0.0024)
N[1,a]	Remove liquidity from EDGA book (Tape C)	0.0007
O[5,a]	Routed to primary exchange's opening cross	0.0005
P	Adds liquidity on EDGX, including pre & post market	(0.0027)
Q[16]	Routed using ROUQ or ROUC routing strategy	0.0020
R	Re-routed by exchange	0.0030
S	Directed ISO order	0.0032
T	Routed using ROUD/ROUE routing strategy	0.0012
U[6,a]	Remove liquidity from LavaFlow	0.0029
V[4]	Add liquidity to EDGA book (Tape A)	(0.0003)
W[1,a]	Remove liquidity from EDGA book (Tape A)	0.0007
X	Routed	0.0029
Y[4]	Add liquidity to EDGA book (Tape C)	(0.0003)
Z	Routed using ROUZ routing strategy	0.0010
2[3]	Routed to NASDAQ using INET routing strategy, removes liquidity	0.0030

	(Tape B)	
3[4]	Add liquidity – pre & post market (Tapes A or C)	(0.0003)
4[4]	Add liquidity – pre & post market (Tape B)	(0.0003)
5	Internalization – pre & post market, per side	0.0002
6[1,a]	Remove liquidity – pre & post market (All Tapes)	0.0007
7	Routed – pre & post market	0.0027
8	Routed to NYSE Amex, adds liquidity	(0.0015)
9	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.0021)
10	Routed to NYSE Arca, adds liquidity (Tape B)	(0.0022)
BB[1,a]	Remove liquidity from EDGA book (Tape B)	0.0007
BY[12]	Routed to BATS BYX Exchange, removes liquidity (using routing strategies ROUC, ROUE, ROBY, ROBB, or ROCO)	(0.0002)
CL[9]	Routed to listing market closing process, except NYSE Arca & BATS BZX	0.0010
CR[1,13]	Remove liquidity from EDGA using eligible routing strategies	FREE
EA	Internalization, adds liquidity	0.0002
ER	Internalization, removes liquidity	0.0002
HA[a,2,4]	Non-Displayed Orders, adds liquidity	0.0010
HR[a,2]	Non-Displayed Orders, removes liquidity	0.0010
MT	Routed to EDGX MPM using IOCM or ROCO routing strategy	0.0012
OO	Direct Edge Opening	FREE
PA[17]	Mid Point Routing Strategy (RMPT), adds liquidity	0.0010
PR[1,15]	Removes liquidity from EDGA using eligible routing strategies	FREE
PT[17]	Mid Point Routing Strategy (RMPT), removes liquidity	0.0010
PX[17]	Mid Point Routing Strategy (RMPT), routed out	0.0012

RB	Routed to BX, adds liquidity	0.0018
RC	Routed to NSX, adds liquidity	(0.0026)
RM	Routed to CHX, adds liquidity	FREE
RR	Routed to EDGX using routing strategies IOCX or IOCT, removes liquidity	0.0029
RS	Routed to PSX, adds liquidity	(0.0024)
RT[10]	Routed using the ROUT or ROOC routing strategy	0.0025
RW	Routed to CBSX, adds liquidity	0.0017
RX[11]	Routed using the ROUX routing strategy	0.0027
RY	Routed to BATS BYX, adds liquidity	0.0003
RZ	Routed to BATS BZX, adds liquidity	(0.0025)
SW[8]	Routed using SWPA/SWPB/SWPC routing strategies (except for removal of liquidity from NYSE)	0.0031
XR[1, 14]	Removes liquidity from EDGA using eligible routing strategies	0.0007

[1] All removal rates on EDGA are contingent on the attributed MPID adding (including hidden) and/or routing a minimum average daily share volume, measured monthly, of 50,000 shares on EDGA. Any attributed MPID not meeting the aforementioned minimum will be charged $0.0030 per share for removing liquidity from EDGA for securities priced $1.00 and over and 0.20% of dollar value for securities priced less than $1.00.

[2] Rate contingent upon Member adding or removing greater than 1,000,000 shares hidden on a daily basis, measured monthly or Member posting greater than 8,000,000 shares on a daily basis, measured monthly. Members not meeting either minimum will be charged $0.0030 per share.

[3] Stocks priced below $1.00 on the NYSE are charged $0.0023 per share when removing liquidity. Stocks priced below $1.00 are charged 0.10% of the dollar value of the transaction when routed to BX and removing liquidity in Tapes A, B, & C securities. Stocks priced below $1.00 are charged 0.30% of the dollar value of the transaction when routed to NASDAQ and removing liquidity in securities on all Tapes.

[4] If a Member, on a daily basis, measured monthly, posts more than 1% of the Total Consolidated Volume ("TCV") in average daily volume on EDGA, including non-displayed orders that add liquidity, then the Member will receive a rebate of $0.0004 per share. TCV is defined as volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month prior to the month in which the fees are calculated.

If a Member, on a daily basis, measured monthly, posts more than .25% of the TCV on EDGA, including non-displayed orders that add liquidity, and removes more than .25% of TCV in average daily volume, then the Member will receive a rebate of $0.0004 per share.

[5] Capped at $10,000 per month per Member.

[6] If Member posts an average of 100,000 shares or more per day using strategy ROLF (yielding Flag M), then said Member's fee when removing liquidity from LavaFlow decreases to $0.0023 per share (yielding Flag U).

[7] Intentionally omitted.

[8] Flag D is assigned and a fee of $0.0023 per share is assessed if an SWPA, SWPB, or SWPC routing strategy removes liquidity from NYSE.

[9] A Flag "O" will be yielded and a fee of $0.0005 per share will be assessed if an order is routed to NYSE Arca & BATS BZX's closing process.

[10] A Flag "RX" will be yielded and a fee of $0.0027 per share will be assessed when an order is routed to EDGX Exchange using the ROUT routing strategy.

[11] A Flag "I" will be yielded and a fee of $0.0030 per share will be assessed when an order is routed to EDGX Exchange.

[12] Stocks priced below $1.00 are charged $0.0010 per share.

[13] The eligible routing strategies for Flag CR are ROUT, RDOT, ROUE, ROUC, ROOC, ROCO, IOCT, or ICMT.

[14] The eligible routing strategies for Flag XR are ROUX, RDOX, ROPA, INET, ROBB, ROBY, ROBX, ROBA, SWPA, SWPB, SWPC, ROLF, IOCX, or IOCM.

[15] The eligible routing strategies for Flag PR are ROUZ, ROUD, or ROUQ.

[16] If a Member posts greater than or equal to 0.30% of the TCV in ADV on EDGA and routes 2.5 million shares through the use of Flag Q, then the Member's rate for Flag Q decreases to $0.0015 per share. If a Member posts greater than or equal to 0.30% of the TCV in ADV on EDGA and routes 5 million shares through the use of Flag Q, then the Member's rate for Flag Q decreases to $0.0010 per share.

[17] If a Member executes greater than 2 million shares per day, measured monthly, using routing strategy RMPT, then the Member's rate for Flag PA is reduced to $0.0000 per share and the Member's rate for PT and PX is reduced to $0.0008 per share.

[a] Upon a Member's request, EDGA will aggregate share volume calculations for wholly owned affiliates on a prospective basis.

[b] Trading activity on days when the market closes early does not count toward volume tiers.

[c] Receipt of the maximum rebate for which a Member is eligible depends upon an average inbound message-to-trade ratio being equal to or less than 100:1, measured monthly, where the message-to-trade ratio equals total messages (orders, cancels, and cancel/replaces) divided by executions. The Exchange counts all fills against an order as one trade for purposes of executions. Where a Member exceeds the 100:1 message-to-trade ratio, measured monthly, the Exchange will reduce its rebates by $0.0001 per share, without regard to the rebate tier for which the Member qualifies.

The following Members are exempt from this reduction in rebate: (i) All Members that send less than 1,000,000 messages/day to the Exchange; and (ii) Registered Market Makers provided that they are registered in at least 100 securities over the course of a month and are meeting their continuous, two-sided quoting obligations under Rule 11.21(d) on at least 10 consecutive trading days in the month. With respect to (ii) above, the Exchange notes that all MPIDs that are wholly-owned affiliates of the Member are exempt from MEIP as long as one MPID satisfies the above criteria for an exemption from the reduction in rebate.

The Exchange may exclude one or more days of data for purposes of calculating the message-to-trade ratio for a Member if the Exchange determines, in its sole discretion, that one or more Members or the Exchange was experiencing a bona fide system problem.

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