Exhibit 5

Additions are <u>underlined</u>

Deletions are [bracketed]

EDGA Exchange<u>, Inc.</u> Fee Schedule – Effective August <u>5</u>[1], 2013

Download in pdf format.

Rebates & Charges for Adding, Removing or Routing Liquidity per [S]<u>s</u>hare for Tape A, B, & C [S]<u>s</u>ecurities[1[,a,b,d]:

Rebates indicated by parentheses ( )<u>.</u>

<u>The rates listed in the Standard Rates table apply unless a Member is assigned a liquidity flag other than a standard flag. If a Member is assigned a liquidity flag other than a standard flag, the rates listed in the Liquidity Flags table will apply.</u>

Footnotes provide further explanatory text or, where annotated to flags, indicate variable rate changes, provided the conditions in the footnote are met<u>.</u>

<u>Standard Rates:</u>

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above $1.00	**$0.0006[4]**	**$(0.0003)[1[,a]**	**$0.0029**
Securities below $1.00	**FREE**	**FREE[1[,a]**	**0.30% of Dollar Value[a]**
<u>Standard Flags</u>	**<u>B, V, Y, 3, 4</u>**	**<u>N, W, 6, BB, CR, PR, XR</u>**	**<u>X</u>**

<u>Liquidity Flags:</u> [Liquidity Flags and Associated Fees:]

Flag	Description	Fee/(Rebate) Securities at or above $1.00	Fee/(Rebate) Securities below $1.00
A	**Routed to NASDAQ, adds liquidity**	**(0.0020)**	**FREE**
B[4]	**Add<u>s</u> liquidity to EDGA<u>®</u> [book] (Tape B)**	**0.0006**	**FREE**

C[a]	Routed to BX	(0.0010)	0.10% of Dollar Value
D[a]	Routed or re-routed to NYSE	0.0025	0.30% of Dollar Value
F	Routed to NYSE, adds liquidity	(0.0015)	FREE
G	Routed to NYSE Arca (Tapes A & C)	0.0030	0.30% of Dollar Value
I	Routed to EDGX[®]	0.0029	0.30% of Dollar Value
J[a]	Routed to NASDAQ	0.0030	0.30% of Dollar Value
K	Routed to PSX using ROUC or ROUE routing strategy	0.0028	0.30% of Dollar Value
L	Routed to NASDAQ using INET routing strategy (Tapes A & C)	0.0030	0.30% of Dollar Value
M[a]	Routed to LavaFlow, adds liquidity	(0.0024)	FREE
N[1,a]	Removes liquidity from EDGA [book] (Tape C)	(0.0003)	FREE
O[5,a]	Routed to listing[primary] exchange's opening cross	0.0005	0.30% of Dollar Value
P	Routed to EDGX, including pre & post market, adds liquidity	(0.0027)	FREE
Q[16]	Routed using ROUQ or ROUC routing strategy and executes at non-exchange destinations	0.0020	0.30% of Dollar Value
R	Re-routed by away exchange	0.0030	0.30% of Dollar Value
S	Directed ISO [order]	0.0032	0.30% of Dollar Value
T	Routed using ROUD/ROUE routing strategy	0.0012	0.30% of Dollar Value
U[6,a]	Routed to LavaFlow	0.0030[29]	0.30% of Dollar Value
V[4]	Adds liquidity to EDGA [book] (Tape A)	0.0006	FREE
W[1,a]	Removes liquidity from EDGA [book] (Tape A)	(0.0003)	FREE
X	Routed	0.0029	0.30% of Dollar Value
Y[4]	Adds liquidity to EDGA [book] (Tape C)	0.0006	FREE
Z	Routed using ROUZ routing strategy	0.0010	0.30% of Dollar Value

2	Routed to NASDAQ using INET routing strategy (Tape B)	0.0030	0.30% of Dollar Value
3[4]	Add<u>s</u> liquidity – pre & post market (Tapes A or C)	0.0006	FREE
4[4]	Add<u>s</u> liquidity – pre & post market (Tape B)	0.0006	FREE
5	Internalization – pre & post market, per side	0.00015	FREE
6[1,[a]]	Remove<u>s</u> liquidity – pre & post market (All Tapes)	(0.0003)	FREE
7	Routed – pre & post market	0.0027	0.30% of Dollar Value
8	Routed to NYSE MKT LLC, adds liquidity	(0.0015)	FREE
9	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.0021)	FREE
10	Routed to NYSE Arca, adds liquidity (Tape B)	(0.0022)	FREE
BB[1,[a]]	Remove<u>s</u> liquidity from EDGA [book] (Tape B)	(0.0003)	FREE
BY	Routed to BATS BYX Exchange using routing strategies ROUC, ROUE, ROBY, ROBB, or ROCO	(0.0005)	0.10% of Dollar Value
CL[9]	Routed to listing market closing process, except NYSE Arca & BATS BZX	0.0010	0.30% of Dollar Value
CR[1,12[13]]	Remove<u>s</u> liquidity from EDGA using eligible routing strategies	(0.0003)	FREE
DM	Non-Displayed Orders, adds liquidity (using Mid[P]point Discretionary order type)	0.0005	0.05% of Dollar Value
DT	Non-Displayed Orders, removes liquidity (using Mid[P]point Discretionary order type)	0.0005	0.05% of Dollar Value
EA	Internalization, adds liquidity	0.00015	FREE
ER	Internalization, removes liquidity	0.00015	FREE
HA[[a],2]	Non-Displayed Orders, adds liquidity	0.0010	0.10% of Dollar Value
HR[[a],2]	Non-Displayed Orders, removes liquidity	0.0010	0.10% of Dollar Value
MT	Routed to EDGX <u>MidPoint Match</u> [MPM] using ICMT, IOCM, ROCO or ROUC routing strategies	0.0012	0.30% of Dollar Value

OO	Direct Edge Opening	FREE	FREE
PA	Mid[P]point Routing Strategy (RMPT), adds liquidity	0.0008	FREE
PR[1,6[15]]	Removes liquidity from EDGA using eligible routing strategies	(0.0003)	FREE
PT[3[17]]	Mid[P]point Routing Strategy (RMPT), removes liquidity	0.0010	FREE
PX[3[17]]	Routed using Mid[P]point Routing Strategy (RMPT)	0.0012	0.30% of Dollar Value
RB	Routed to BX, adds liquidity	0.0020	FREE
RC	Routed to NSX, adds liquidity	(0.0026)	FREE
RP	Non-Displayed Orders, adds liquidity (using Route Peg Order)	0.0005	FREE
RR	Routed to EDGX using routing strategies IOCX or IOCT	0.0029	0.30% of Dollar Value
RS	Routed to PSX, adds liquidity	(0.0020)	FREE
RT[10]	Routed using the ROUT or ROOC routing strategy	0.0025	0.30% of Dollar Value
RW	Routed to CBSX, adds liquidity	0.0050	FREE
RX[11]	Routed using the ROUX routing strategy	0.0027	0.30% of Dollar Value
RY	Routed to BATS BYX, adds liquidity	0.0007	FREE
RZ	Routed to BATS BZX, adds liquidity	(0.0025)	FREE
SW[8]	Routed using SWPA/SWPB/SWPC routing strategies (except for removal of liquidity from NYSE)	0.0031	0.30% of Dollar Value
XR[1, 7[14]]	Removes liquidity from EDGA using eligible routing strategies	(0.0003)	FREE

Definitions:

- Added Flags are defined as the following flags that are counted towards tiers, where applicable: B, V, Y, DM, HA, PA, RP, 3 and 4.

- Removal Flags are defined as the following flags that are counted towards tiers, where applicable: BB, N, W, CR, DT, HR, PR, PT, XR and 6.

- Routed Flags are defined as the following flags that are counted towards tiers, where applicable: A, C, D, F, G, I, J, K, L, M, O, P, Q, R, S, T, U, X, Z, 2, 7, 8, 9, 10, BY, CL, PX, RA, RB, RC, RM, RR, RS, RT, RW, RX, RY, RZ and SW.

- Average Daily Volume ("ADV") is defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.

- Total Consolidated Volume ("TCV") is defined as the 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 in which the fees are calculated.

General Notes:

- The Exchange notes that to the extent a Member does not qualify for any of the tiers listed below, the rates listed in the above section titled "Liquidity Flags" will apply.

- To the extent a Member qualifies for higher rebates and/or lower fees than those provided by a tier for which such Member qualifies, the higher rebates and/or lower fees shall apply.

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

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

- Variable rates provided by tiers apply only to executions in securities priced at or above $1.00.

Footnotes:

[1] All removal rates on EDGA are contingent on the attributed MPID adding (including hidden) and/or routing a minimum ADV[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] Rates for Flags HA and HR are contingent upon Member adding or removing greater than 1,000,000 shares non-displayed (hidden) on a daily basis, measured monthly (yields Flags HA, HR, DM, DT and RP) or Member posting greater than 8,000,000 shares (displayed and non-displayed) on a daily basis, measured monthly. For securities priced at or above $1.00, Members not meeting either minimum will be charged $0.0030 per share for Flags HA and HR. For securities priced below $1.00, Members not meeting either minimum will be charged 0.30% of the dollar value of the transaction.

[3] [Intentionally omitted.] **RMPT Tier:**

Fee per share to Remove/Route	Required Criteria
$0.0008 yielding flags PT and PX	Execute greater than 2,000,000 shares on a daily basis, measured monthly, using routing strategy RMPT (i.e., receiving flags PA, PT and PX).

[4] **Add Volume Tiers:**

The fee to add provided by the below add volume tiers is applicable to the following flags: B, V, Y, 3 and 4.

Tier	Fee per share to Add	Required Criteria
Volume Tier 1	$0.0004	Add more than 1% of the TCV in ADV on EDGA, including non-displayed orders that add liquidity on a daily basis, measured monthly.
Volume Tier 2	$0.0004	(1) Add more than 0.25% of the TCV on EDGA, including non-displayed orders that add liquidity; and (2) Remove more than 0.25% of the TCV in ADV on a daily basis, measured monthly.
Step-Up Tier	$0.0004	On an MPID basis, add more than 0.10% of the TCV on EDGA on a daily basis, measured monthly, more than the MPID's December 2012 added TCV. Where an MPID's December 2012 TCV is zero, then the Exchange applies a default TCV baseline of 10,000,000 shares. Volume from non-displayed orders that add liquidity will count towards this tier.

[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 be charged $0.0004 per share for Flags B, V, Y, 3 and 4. 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 be charged $0.0004 per share.

If a Member, on an MPID basis, posts more than .10% of the TCV on EDGA, on a daily basis, measured monthly, more than the MPID's December 2012 added TCV, then the MPID will be charged $0.0004 per share for Flags B, V, Y, 3 and 4. Where an MPID's December 2012 TCV is zero, then the Exchange applies a default TCV baseline of 10 million shares. Volume from non-displayed orders that add liquidity will count towards this tier.]

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

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

[8] Flag D will be yielded [is assigned] 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] if 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] if an order is routed to EDGX[Exchange] using the ROUX routing strategy.

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

[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 executes greater than or equal to an average daily volume of 12 million shares using the ROUC routing strategy and yielding Flags C, D, I, K, Q, X, BY, CR and MT, 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 (i.e., receiving flags PA, PT and PX), then the Member's rates for PT and PX are 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] Reserved.

[d] **Late Fees:**

A charge of 1% per month on the past due portion of the balance will be assessed on a Member's account that is past due. This fee will begin to accrue on a daily basis for items not paid within the 30 day payment terms until the item is paid in full. Late fees incurred will be included as line items on subsequent invoices.

Port Fees:
[The following fees are effective July 1, 2013:]

	[Amount] Fee	Billable Unit	[Frequency]
Direct Sessions (FIX, EDGE[Edge] XPRS® (HP-API), Data, DROP, EdgeRisk Ports^{SM}) Logical Port Fees*	$500/month[.00]	Session	[Monthly]

First two (2) Direct Logical Ports are provided free of charge.

Ports used to request a re-transmission of market data from the Exchange are provided free of charge.

EdgeRisk Gateway^{SM} Fees:
 [Effective upon the operative date of SR-EDGA-2013-16]

Members and non-Members must pay a monthly fee for each EdgeRisk Gateway pair per the table below:

	[Amount] Fee	[Frequency]
EdgeRisk Gateway Pair	$5,000/month	[Monthly]

Physical Connectivity Fees:
[Effective May 1, 2013

Members and non-members must pay a monthly fee for physical connectivity per the table below:]

Connection Service Type	[Monthly] Fee per Physical Port
1 Gb Copper	$500/month
1 Gb Fiber	$1,000/month
10 Gb Fiber	$2,000/month

Membership Fees:
[The following fees are effective September 1, 2011:]

Membership Fee Type	Tier Details	Fee
Firm Membership	N/A	$2,000/year[1]
Trading Rights	N/A	$300/month[2]
MPID Fee – Tier 1	0 to 5 MPIDs	$0
MPID Fee – Tier 2	More than 5 MPIDs	$250/month[3]

[1] If a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.8 prior to the date any Annual Membership Fee for a given year will be assessed (i.e., September 1, 2011, January 1, 2012, etc.) and the Member does not utilize the facilities of EDGA during such time, then the Member will not be obligated to pay the Annual Membership Fee.

[2] Prior to the September 1, 2011 implementation date for these fee changes, the Exchange will waive monthly Trading Rights fees if a Member is pending a voluntary termination of rights pursuant to Rule 2.8.

[3] Prior to the September 1, 2011 implementation date for these fee changes, the Exchange will waive monthly MPID fees if a Member is pending a voluntary termination of rights pursuant to Rule 2.8.

EdgeBook Depth^{SM} Fees:
[The fees for EdgeBook Depth A are as follows:]

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

EdgeBook Attributed^{SM} Fees:
[Effective February 1, 2013]

In addition to EdgeBook Depth A fees, as described above, all subscribers to EdgeBook Attributed[SM] will also incur the following fees:

Delivery	Fee
Internal Distributor	$2,500/month

External Distributor	$5,000/month

A "Distributor" of Exchange data is any entity that receives 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]EDGA Exchange, Inc.

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.

Edge Routed Liquidity Report^{SM} **Fees[Pricing]:**

[The following fees will begin to be assessed after the operative date of filing SR-EDGA-2012-38:]

Service	Data Received	Price
Standard Report	Rolling 30 days	$500/month
Standard Report	Calendar Month Request	$500/month requested
Premium Report	Rolling 30 days	$1,500/month
Premium Report	Calendar Month Request	$1,500/month requested

EdgeBook Cloud® **Fees[Pricing]:**

Service	Data Received	Price	Delivery Charge	Notes
Replay	Rolling 30 days	$500/month	None	Firms may request any of the last 30 days.
Replay	Calendar Month Request	$500/month requested with a cap to $2,500 if less than or equal to 1TB.	At Cost	Firms may request as many months as they want. If the firm requests more than 1TB, the firm will be charged an additional $2,500.
FlexDownload	Result as queried	$750/month (up to and	At Cost	$5/GB Overage Charge for any overage beyond paid subscription

		including 200GB)		
FlexDownload	Result as queried	$1,500/month (> 200GB and < or equal to 800GB)	At Cost	
FlexDownload	Result as queried	$2,500/month (>800GB, but < or equal to 1TB)	At Cost	$3/GB Overage Charge for any overage beyond paid subscription
Snapshot	Result as queried	$100/500 Hits/month	None	Hit = symbol*symbol activity level*day
Snapshot	Result as queried	$250/2,500 Hits/month	None	Automatic subscription upgrade to the next level if months activity outside current subscription
Snapshot	Result as queried	$500/10,000 Hits/month	None	
Snapshot	Result as queried	$750/50,000 Hits/month	None	Activity Level is a multiplier that is related to the total quantity of quotes and trades, on the Exchange, of a given security relative to the quantity of quotes and trades of all other securities trading on the exchange. Activity Levels are High (3), Medium (2), or Low (1), and are determined on a monthly basis pursuant to a review of the previous three month's activity for the security.
Snapshot	Result as queried	$1000/250,000 Hits/month	None	