

**Exhibit 5**

Additions are underlined

Deletions are [bracketed]

**EDGA Exchange, Inc. Fee Schedule – Effective August 1, 2013**

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**Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities<sup>1</sup>:**

Rebates indicated by parentheses ( ).

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.

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

**Standard Rates:**

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$0.000 <u>5</u> [6] <sup>4</sup>	\$(0.000 <u>2</u> [3]) <sup>1</sup>	\$0.0029
Securities below \$1.00	FREE	FREE <sup>1</sup>	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, CR, PR, XR	X

**Liquidity Flags:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A	(No change)		
B <sup>4</sup>	Adds liquidity to EDGA <sup>®</sup> (Tape B)	0.000 <u>5</u> [6]	FREE
C-M	(No change)		

<b>N<sup>1</sup></b>	<b>Removes liquidity from EDGA (Tape C)</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>O-U</b>	<b>(No change)</b>		
<b>V<sup>4</sup></b>	<b>Adds liquidity to EDGA (Tape A)</b>	<b>0.0005[6]</b>	<b>FREE</b>
<b>W<sup>1</sup></b>	<b>Removes liquidity from EDGA (Tape A)</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>X</b>	<b>(No change)</b>		
<b>Y<sup>4</sup></b>	<b>Adds liquidity to EDGA (Tape C)</b>	<b>0.0005[6]</b>	<b>FREE</b>
<b>Z-2</b>	<b>(No change)</b>		
<b>3<sup>4</sup></b>	<b>Adds liquidity – pre &amp; post market (Tapes A or C)</b>	<b>0.0005[6]</b>	<b>FREE</b>
<b>4<sup>4</sup></b>	<b>Adds liquidity – pre &amp; post market (Tape B)</b>	<b>0.0005[6]</b>	<b>FREE</b>
<b>5</b>	<b>(No change)</b>		
<b>6<sup>1</sup></b>	<b>Removes liquidity – pre &amp; post market (All Tapes)</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>7-10</b>	<b>(No change)</b>		
<b>BB<sup>1</sup></b>	<b>Removes liquidity from EDGA (Tape B)</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>BY</b>	<b>Routed to BATS BYX Exchange using routing strategies ROUC, ROUE, ROBY, ROBB, or ROCO</b>	<b>(0.0001[5])</b>	<b>0.10% of Dollar Value</b>
<b>CL</b>	<b>(No change)</b>		
<b>CR<sup>1,12</sup></b>	<b>Removes liquidity from EDGA using eligible routing strategies</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>DM-PA</b>	<b>(No change)</b>		
<b>PR<sup>1,6</sup></b>	<b>Removes liquidity from EDGA using eligible routing strategies</b>	<b>(0.0002[3])</b>	<b>FREE</b>
<b>PT-RX</b>	<b>(No change)</b>		
<b>RY</b>	<b>Routed to BATS BYX, adds liquidity</b>	<b>0.0003[7]</b>	<b>FREE</b>
<b>RZ-SW</b>	<b>(No change)</b>		
<b>XR<sup>1,7</sup></b>	<b>Removes liquidity from EDGA using eligible routing strategies</b>	<b>(0.0002[3])</b>	<b>FREE</b>

\* \* \* \*

<sup>4</sup> 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	\$0.0003[4]	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	\$0.0003[4]	(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	\$0.0003[4]	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.

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