

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGA Exchange, Inc. Fee Schedule – Effective December [2]9, 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	\$0.0005 <sup>4</sup>	\$(0.0002) <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 – XR	(No change).		

**Definitions:**

- 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, excluding odd lots through January 31, 2014.

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