

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGA Exchange, Inc. Fee Schedule – Effective [December 1, 2014]January 2, 2015**

\* \* \* \* \*

**Definitions:**

- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on, or routed by, the Exchange for the month in which the fees are calculated. ADV is calculated on a monthly basis, excluding shares on any day that the Exchange’s system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours (“Exchange System Disruption”), on any day with a scheduled early market close, [and] on the last Friday in June (the “Russell Reconstitution Day”), and each day from January 12, 2015 up to and including January 16, 2015.

With prior notice to the Exchange, a Member may aggregate ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member’s Form BD).

- 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 volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close, [or] the Russell Reconstitution Day, and each day from January 12, 2015 up to and including January 16, 2015.

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**Membership Fees:**

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

<sup>1</sup> 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.

[<sup>2</sup> 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.

<sup>3</sup> 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 Cloud<sup>®</sup> Pricing:]**

**EDGA Historical Depth Data**

Delivery (Internal Use Only)	Fee
Per Month of Access Data	\$500
Per 1 TB Drive of Data	\$2,500

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[Effective upon the operative date of SR-EDGA-2013-24]

**Licensing and Continuing Education**

Proprietary Trader	Fee
Series 56 Exam	\$195
S501 Continuing Education	\$60 per session

\*Fees for the Series 56 exam and S501 continuing education sessions are to be paid directly to FINRA

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