

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGA Exchange, Inc. Fee Schedule – Effective [March 5]April 1, 2014**

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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 – N <sup>1</sup>	(No change).		
O <sup>5</sup>	Routed to listing exchange's opening cross	0.00[05] <u>10</u>	0.30% of Dollar Value
P - BB <sup>1</sup>	(No change).		

<b>BY</b>	<b>Routed to BATS BYX Exchange using routing strategies ROUC, ROUE, ROBY, ROBB, or ROCO</b>	<b>(0.00[01]16)</b>	<b>0.10% of Dollar Value</b>
<b>CL<sup>9</sup> - RX<sup>11</sup></b>	<b>(No change).</b>		
<b>RY</b>	<b>Routed to BATS BYX, adds liquidity</b>	<b>0.00[03]18</b>	<b>FREE</b>
<b>RZ - XR<sup>1,7</sup></b>	<b>(No change).</b>		

\* \* \* \* \*

**Footnotes:**<sup>1-4</sup> (No change).<sup>5</sup> Capped at \$[1]20,000 per month per Member.<sup>6-12</sup> (No change).

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