

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGA Exchange, Inc. Fee Schedule – Effective [May 1]June 2, 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.

\* \* \* \* \*

**Liquidity Flags:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A – RB	(No change).		
[RC	Routed to NSX, adds liquidity	0.0001	FREE]
RP - XR <sup>1,7</sup>	(No change).		

\* \* \* \* \*

**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”) and on the last Friday in June (the “Russell Reconstitution Day”). [Routed shares are not included in ADV calculation.]

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).

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