

**EXHIBIT 5**

Proposed new language is underlined; proposed deletions are in [brackets].

**EDGA Exchange Fee Schedule**

Effective [July 6]August 3, 2015

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**Fee Codes and Associated Fees:**

<b>Fee Code</b>	<b>Description</b>	<b>Fee/(Rebate) Securities at or above \$1.00</b>	<b>Fee/(Rebate) Securities below \$1.00</b>
10 - 4 <sup>4</sup>	(No change).		
[5	Internalization, pre and post market, per side	0.00015	FREE]
6 <sup>1</sup> - DT	(No change).		
[EA	Internalization, adds liquidity	0.00015	FREE
ER	Internalization, removes liquidity	0.00015	FREE]
F - Z	(No change).		

\* \* \* \* \*

**Footnotes:**

<sup>1-3</sup> (No change).

**<sup>4</sup> Add Volume Tiers:**

The fee to add provided by the below add volume tiers is applicable to the following fee codes: B, V, Y, 3 and 4.

<b>Tier</b>	<b>Fee per share to Add</b>	<b>Required Criteria</b>
Volume Tier 1 - Step-Up Tier	(No change).	

2		
MidPoint Discretionary Order Add Volume Tier	\$0.0003	(1) Member adds an ADV of at least [0.20] <u>0.15</u> % of the TCV including non-displayed orders that add liquidity; and  (2) Member adds or removes an ADV of at least 500,000 shares yielding fee codes DM or DT

<sup>5-12</sup> (No change).

<sup>[13]</sup> A Member's monthly volume attributed to fee code 5 will be allocated accordingly between the added fee codes and removal fee codes when determining whether that Member satisfied a certain tier.]

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