

EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGX Exchange Fee Schedule – Effective September [1]7, 2012

Download in pdf format.

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Liquidity Flags and Associated Fees:

Unless otherwise noted, the following rebates and fees apply to orders in securities priced \$1 and over.

Flag	Description	Fee/(Rebate)
A-RC	(No change)	
<u>RP</u>	<u>Non-Displayed Orders, adds liquidity (using Route Peg Order)</u>	<u>(0.0015)</u>
RQ-SW	(No change)	

¹⁻¹¹ (No change)

¹² A removal rate of \$0.0029 per share applies where an MPID’s add liquidity ratio is equal to or greater than 10%. The add liquidity ratio is defined as “added” flags/(“added” flags + “removal” flags) x 100, where added flags are defined as B, HA, V, Y, MM, RP, 3, or 4 and removal flags are defined as BB, MT, N, W, PI, PR, or 6. The removal rate of \$0.0029 per share applies to single MPIDs only as share volume calculations for wholly owned affiliates cannot be aggregated across multiple MPIDs on a prospective basis. Where a Member does not meet the add liquidity ratio of at least 10%, then a removal rate of \$0.0030 per share applies.

¹³ Members can qualify for an Investor Tier and be provided a rebate of \$0.0030 per share if they meet the following criteria: (i) on a daily basis, measured monthly, posts an ADV of at least 8 million shares on EDGX where added flags are defined as B, HA, V, Y, MM, RP, 3, or 4; (ii) have an “added liquidity” to “removed liquidity” ratio of at least 60% where added flags are defined as B, HA, V, Y, MM, RP, 3, or 4 and removal flags are defined as BB, MT, N, W, PI, PR, or 6; and (iii) have a message-to-trade ratio of less than 6:1.

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