

**EXHIBIT 5**

Additions underlined

Deletions [bracketed]

**EDGX Exchange Fee Schedule – Effective March 1, 2013**

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**Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B, & C Securities<sup>1,a,b,d</sup>:**

Rebates indicated by parentheses ( )

Footnotes provide further explanatory text or, where annotated to flags, indicate variable rate changes, provided the conditions in the footnote are met

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	<u>\$(0.0021)</u> <sup>1,2,4,a,13</sup>	<u>\$0.0030</u> <sup>1,2,4</sup>	\$0.0029
Securities below \$1.00	<u>\$(0.00003)</u>	0.30% of Dollar Value	0.30% of Dollar Value <sup>a</sup>

**Liquidity Flags and Associated Fees:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A-B	(No changes)		
C <sup>a</sup>	Routed to BX	<u>(0.0004[5])</u>	0.10% of Dollar Value
D – ZR	(No changes)		

<sup>1-3</sup> (No changes)

<sup>4</sup> Where a Retail Order is defined as (i) an agency order that originates from a natural person; (ii) is submitted to EDGX by a Member, provided that no change is made to the terms of the order; and (iii) the order does not originate from a trading algorithm or any other computerized methodology. Members must submit a signed written attestation, in a form prescribed by the Exchange, that they have implemented policies and procedures that are reasonably designed to

ensure that every order designated by the Member as a “Retail Order” complies with the above requirements.

Members will be provided a rebate of \$0.0034 per share if they add an average daily volume of Retail Orders (Flag ZA) that is 0.25% or more of the TCV on a daily basis, measured monthly.

The Exchange notes that to the extent Members qualify for a rebate higher than \$0.0032 per share (for Flag ZA executions that do not qualify for the above tier) or \$0.0034 per share (for Flag ZA executions qualifying for the above tier) through other volume tiers, such as the Mega Tier or Market Depth Tier, they will earn the higher rebate on Flag ZA instead of its assigned rate. In addition, to the extent Members qualify for a removal rate lower than \$0.0030 per share through any other tier, such as the Step-up Take Tier, then they will earn the lower removal rate on the Flag ZR instead of its assigned rate.

The Exchange notes that Members will only be able to designate their orders as Retail Orders on either an order-by-order basis using FIX ports or by designating certain of their FIX ports at the Exchange as “Retail Order Ports.”

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