

Exhibit 5

Additions are underlined

Deletions are [bracketed]

EDGX Exchange, Inc. Fee Schedule – Effective August 1, 2013

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Rebates & Charges for Adding, Removing or Routing Liquidity per [S]share for Tape A, B, & C [S]securities^{1[,a,b,d]}:

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	\$(0.0020) ^{1,[2,14],a,13]}	\$0.0030 ^{1,[2,]4}	\$0.0029
Securities below \$1.00	\$(0.00003)	0.30% of Dollar Value	0.30% of Dollar Value ^[a]
<u>Standard Flags</u>	<u>B, V, Y, 3, 4</u>	<u>N, W, 6, BB, PI, ZR</u>	<u>X</u>

Liquidity Flags: [Liquidity Flags and Associated Fees:]

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A	Routed to NASDAQ, adds liquidity	(0.0020)	FREE
B ^{1[,2,a]}	Adds liquidity to EDGX [®] [book] (Tape B)	(0.0020)	(0.00003)

C^[a]	Routed to BX	(0.0004)	0.10% of Dollar Value
D^[a]	Routed or re-routed to NYSE	0.0025	0.30% of Dollar Value
F	Routed to NYSE, adds liquidity	(0.0015)	FREE
G	Routed to NYSE Arca (Tapes A or C)	0.0030	0.30% of Dollar Value
I	Routed to EDGA[®]	0.0029	0.30% of Dollar Value
J^[a]	Routed to NASDAQ	0.0030	0.30% of Dollar Value
K	Routed to PSX using ROUC or ROUE routing strategy	0.0028	0.30% of Dollar Value
L	Routed to NASDAQ using INET routing strategy (Tapes A or C)	0.0030	0.30% of Dollar Value
M^[a]	Routed to LavaFlow, adds liquidity	(0.0024)	FREE
N^{1,2}	Removes liquidity from EDGX [book] (Tape C)	0.0030	0.30% of Dollar Value
O^{5,[a]}	Routed to <u>listing</u>[primary] exchange's opening cross	0.0005	0.30% of Dollar Value
Q	Routed using ROUC routing strategy	0.0020	0.30% of Dollar Value
R	Re-routed by <u>away</u> exchange	0.0030	0.30% of Dollar Value
S	Directed ISO [order]	0.0032	0.30% of Dollar Value
T	Routed using ROUD/ROUE routing strategy	0.0012	0.30% of Dollar Value
U^[6,a]	Routed to LavaFlow	0.0030[29]	0.30% of Dollar Value
V^{1,2,a]}	Adds liquidity to EDGX [book] (Tape A)	(0.0020)	(0.00003)
W^{1,2]}	Removes liquidity from EDGX [book] (Tape A)	0.0030	0.30% of Dollar Value
X	Routed	0.0029	0.30% of Dollar Value
Y^{1,2,a]}	Adds liquidity to EDGX [book] (Tape C)	(0.0020)	(0.00003)
Z	Routed using ROUZ routing strategy	0.0010	0.30% of Dollar Value
2	Routed to NASDAQ using INET routing strategy (Tape B)	0.0030	0.30% of Dollar Value
3^{1,2,a]}	Adds liquidity – pre & post	(0.0020)	(0.00003)

	market (Tapes A or C)		
4 ^{1[,2,a]}	Adds liquidity – pre & post market (Tape B)	(0.0020)	(0.00003)
5 ^{7[11]}	Internalization – pre & post market, per side	0.0005	0.15% of Dollar Value
6 ^{1[,2]}	Removes liquidity – pre & post market (All Tapes)	0.0030	0.30% of Dollar Value
7 ¹	Routed – pre & post market	0.0030	0.30% of Dollar Value
8	Routed to NYSE MKT LLC, adds liquidity	(0.0015)	FREE
9	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.0021)	FREE
10	Routed to NYSE Arca, adds liquidity (Tape B)	(0.0022)	FREE
AA	MidP[p]oint Match Cross (same MPID)	0.0012	0.15% of Dollar Value
BB ^{1[,2]}	Removes liquidity from EDGX [book] (Tape B)	0.0030	0.30% of Dollar Value
BY	Routed to BATS BYX Exchange using routing strategies ROUC, ROUE or ROBY	FREE	0.10% of Dollar Value
CL ⁹	Routed to listing market closing process, except for NYSE Arca & BATS BZX	0.0010	0.30% of Dollar Value
EA ^{7[11]}	Internalization, adds liquidity	0.0005	0.15% of Dollar Value
ER ^{7[11]}	Internalization, removes liquidity	0.0005	0.15% of Dollar Value
HA	Non-Displayed Orders that add liquidity (not including MidP[p]oint Match orders)	(0.0015)	(0.00003)
MM	Adds liquidity to MidP[p]oint Match (using MidP[p]oint Match order type)	0.0012	(0.00003)
MT	Removes liquidity from MidP[p]oint Match (using MidP[p]oint Match order type)	0.0012	0.30% of Dollar Value
OO	Direct Edge Opening	0.0010	FREE
PI ^{1[,2]}	Removes liquidity from EDGX [book] against MidP[p]oint Match	0.0030	0.30% of Dollar Value
PR	Removes liquidity from EDGX [book] using ROUQ routing	0.0029	0.30% of Dollar Value

	strategy		
RA	Routed to EDGA, adds liquidity	0.0006	FREE
RB	Routed to BX, adds liquidity	0.0020	FREE
RC	Routed to NSX, adds liquidity	(0.0026)	FREE
RP	Non-Displayed Orders, adds liquidity (using Route Peg Order)	(0.0015)	(0.00003)
RQ	Routed using ROUQ routing strategy	0.0029	0.30% of Dollar Value
RR	Routed to EDGA using routing strategies IOCX or IOCT	(0.0004)	0.30% of Dollar Value
RS	Routed to PSX, adds liquidity	(0.0020)	FREE
RT¹	Routed using ROUT routing strategy	0.0030	0.30% of Dollar Value
RW	Routed to CBSX, adds liquidity	0.0050	FREE
RX	Routed using ROUX routing strategy	0.0030	0.30% of Dollar Value
RY	Routed to BATS BYX, adds liquidity	0.0007	FREE
RZ	Routed to BATS BZX, adds liquidity	(0.0025)	FREE
SW⁸	Routed using SWPA/SWPB/SWPC routing strategies (except for removal of liquidity from NYSE)	0.0031	0.30% of Dollar Value
ZA⁴	Retail Order, adds liquidity	(0.0032)	(0.00003)
ZR⁴	Retail Order, removes liquidity	0.0030	0.30% of Dollar Value

Definitions:

- Added Flags are defined as the following flags that are counted towards tiers, where applicable: B, V, Y, 3, 4, HA, MM, RP and ZA.
- Removal Flags are defined as the following flags that are counted towards tiers, where applicable: N, W, 6, BB, MT, PI, PR and ZR.
- The following Routed Flag is counted towards tiers prior to 9:30 AM or after 4:00 PM, where applicable: 7.

- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.
- Total Consolidated Volume (“TCV”) is defined as the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month in which the fees are calculated.

General Notes:

- The Exchange notes that to the extent a Member does not qualify for any of the below tiers, the rates listed in the above section titled “Liquidity Flags” will apply.
- To the extent a Member qualifies for higher rebates and/or lower fees than those provided by a tier for which such Member qualifies, the higher rebates and/or lower fees shall apply.
- Trading activity on days when the market closes early does not count toward volume tiers.
- Upon a Member’s request, EDGX will aggregate share volume calculations for wholly owned affiliates on a prospective basis.
- Variable rates provided by tiers apply only to executions in securities priced at or above \$1.00.

Footnotes:**¹Add Volume Tiers:**

The rebates to add provided by the below add volume tiers are applicable to the following flags: B, V, Y, 3, 4 and ZA.

The reduced fees to remove provided by the below add volume tiers are applicable to the following flags: N, W, 6, BB, PI and ZR.

[¹ Members can qualify for the Mega Tier and be provided a rebate of \$0.0035 per share for all liquidity posted on EDGX if they: (i) add or route at least 4,000,000 shares of average daily volume (“ADV”) prior to 9:30 AM or after 4:00 PM (includes all flags except 6); (ii) add a minimum of 35,000,000 shares of ADV on EDGX in total, including during both market hours and pre and post-trading hours; and (iii) have an “added liquidity” to “added plus removed liquidity” ratio of at least 85% where added flags are defined as B, V, Y, 3, 4, HA, MM, RP, and ZA, and removal flags are defined as N, W, 6, BB, MT, PI, PR, and ZR. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing and/or routing liquidity of \$0.0015 per share for Flags N, W, 6, 7, BB, PI, RT, and ZR. Where a Member does not meet the aforementioned criteria, then a rate of \$0.0030 per share applies.

Alternatively, Members can also qualify for the Mega Tier, but will be provided a rebate of \$0.0032 per share for all liquidity posted on EDGX if they add or route at least 4,000,000 shares of ADV prior to 9:30 AM or after 4:00 PM (includes all flags except 6) and add a minimum of .20% of the Total Consolidated Volume (“TCV”) on a daily basis measured monthly, including during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 per share for Flags N, W, 6, BB, PI, and ZR. Where a Member does not meet the aforementioned criteria, then a removal rate of \$0.0030 per share applies. TCV is defined as volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month prior to the month in which the fees are calculated.

Members can qualify for the Market Depth Tier and receive a rebate of \$0.0033 per share for displayed liquidity added on EDGX if they post greater than or equal to 0.50% of the TCV in ADV on EDGX in total, where at least 1.8 million shares are Non-Displayed Orders that yield Flag HA.

Members can also qualify for the Mega Step Up Tier and be provided a \$0.0032 rebate per share for liquidity added on EDGX if the Member: (i) posts 0.12% of the TCV in ADV more than their February 2011 ADV added to EDGX; and (ii) adds a minimum of 0.35% of the TCV on a daily basis, measured monthly.

Members can also qualify for the Mega Step Up Tier and be provided a \$0.0030 rebate per share for liquidity added on EDGX if the Member posts 0.12% of the TCV in ADV more than their February 2011 ADV added to EDGX.

Members can qualify for the Ultra Tier and be provided a \$0.0031 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly, posts 0.50% of TCV in ADV to EDGX.

Members can qualify for the Super Tier and be provided a \$0.0028 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly, posts 10,000,000 shares or more of ADV to EDGX.

Members that post 0.065% of the TCV in ADV more than their February 2011 ADV added to EDGX will qualify for a \$0.0028 per share rebate (unless they otherwise qualify for a higher rebate).

Members can qualify for the Growth Tier and be provided a \$0.0025 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly, posts 5,000,000 shares or more of ADV to EDGX.]

<u>Tier</u>	<u>Rebate per share to Add</u>	<u>Fee per share to Remove and/or Route</u>	<u>Required Criteria</u>
<u>Mega Tier 1</u>	<u>\$0.0035</u>	<u>\$0.0015 for removing and/or routing yielding Flags 7 and RT</u>	<p><u>(1) Add or route at least 4,000,000 shares of ADV prior to 9:30 AM or after 4:00 PM;</u></p> <p><u>(2) Add a minimum of 35,000,000 shares of ADV on EDGX in total, including during both market hours and pre and post-trading hours; and</u></p> <p><u>(3) Have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.</u></p>
<u>Mega Tier 2</u>	<u>\$0.0032</u>	<u>\$0.0029 for removing</u>	<p><u>(1) Add or route at least 4,000,000 shares of ADV prior to 9:30 AM or after 4:00 PM (includes all flags except 6); and</u></p> <p><u>(2) Add a minimum of 0.20% of the TCV on a daily basis measured monthly, including during both market hours and pre and post-trading hours.</u></p>
<u>Market Depth Tier</u>	<u>\$0.0033</u>		<p><u>(1) Add greater than or equal to 0.50% of the TCV in ADV on EDGX in total; and</u></p> <p><u>(2) Add at least 1.8 million shares as Non-Displayed Orders that yield Flag HA.</u></p>
<u>Mega Step Up Tier 1</u>	<u>\$0.0032</u>		<p><u>(1) Add 0.12% of the TCV in ADV more than the Member’s February 2011 ADV added to EDGX; and</u></p> <p><u>(2) Add a minimum of 0.35% of the TCV on a daily basis, measured monthly.</u></p>
<u>Mega Step Up Tier 2</u>	<u>\$0.0030</u>		<u>Add 0.12% of the TCV in ADV more than the Member’s February 2011 ADV added to EDGX.</u>

<u>Mega Step Up Tier 3</u>	<u>\$0.0028</u>		<u>Add 0.065% of the TCV in ADV more than the Member's February 2011 ADV added to EDGX.</u>
<u>Ultra Tier</u>	<u>\$0.0031</u>		<u>Add 0.50% of TCV in ADV, on a daily basis, measured monthly.</u>
<u>Super Tier</u>	<u>\$0.0028</u>		<u>Add 10,000,000 shares or more of ADV, on a daily basis, measured monthly.</u>
<u>Growth Tier</u>	<u>\$0.0025</u>		<u>Add 5,000,000 shares or more of ADV, on a daily basis, measured monthly.</u>
<u>Investor Tier</u>	<u>\$0.0032</u>		<u>(1) Add a minimum of 0.15% of the TCV on a daily basis, measured monthly; and (2) Have an "added liquidity" to "added plus removed liquidity" ratio of at least 85%.</u>

[Any Member meeting the following criteria: (i) adding 10,000,000 shares or more of ADV of liquidity to EDGX, (ii) where such added liquidity on EDGX is at least 5,000,000 shares of ADV greater than the previous calendar month; and (iii) but for the liquidity added on EDGX, such Member would have qualified for a better rebate with respect to liquidity added on another exchange or ECN that the Member previously qualified for in the three calendar months prior to meeting the above-described criteria in (i) and (ii), shall be reimbursed the difference between the rebate received and the rebate potentially received, so long as source documentation evidencing the above is provided to the Exchange within fifteen (15) calendar days from the end of the relevant month. A Member can only receive reimbursement with respect to two consecutive calendar months. With respect to the second calendar month's reimbursement, the relevant period in determining whether criteria (iii) is satisfied is the period three calendar months prior to the first of the two consecutive calendar months the Member meets the above-described criteria in (i) and (ii).]

² Reserved. [A Member can qualify for the Step-up Take Tier by (i) adding an ADV of at least 2 million shares on a daily basis, measured monthly, more than that Member's September 2012 added ADV; and (ii) removing at least 0.40% TCV on a daily basis, measured monthly more than that Member's September 2012 removed ADV. Members qualifying for the Step-up Take Tier will earn a rebate of \$0.0030 per share for orders that add liquidity and yield Flags B, V, Y, 3 and 4, and will be assessed a fee of \$0.0028 per share for orders that remove liquidity and yield Flags N, W, BB, PI, 6, and ZR.]

[The Exchange notes that to the extent Members qualify for a rebate higher than \$0.0030 per share through other volume tiers, such as the Mega Tier, Market Depth Tier or the Ultra Tier,

they will earn the higher rebate on the add flags instead of the Step-up Take Tier. In addition, such Members will still qualify for the reduced charge of \$0.0028 per share for the removal flags.]

³ [A Member can qualify for the Mid-Point Match (“MPM”) Volume Tier by adding and/or removing an ADV of at least 3,000,000 shares on a daily basis, measured monthly, on EDGX, yielding flags MM and/or MT. Members qualifying for the MPM Volume Tier will not pay a fee for orders yielding Flag MM.]

MidPoint Match Volume Tier:

<u>Fee per share to Add</u>	<u>Required Criteria</u>
FREE for orders yielding Flag MM	Add and/or remove an ADV of at least 3,000,000 shares on a daily basis, measured monthly, on EDGX, yielding flags MM and/or MT.

4 Retail Orders:

Where a Retail Order is defined as (i) an agency order or riskless principal order that meets the criteria of FINRA Rule 5320.03 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 substantially all orders designated by the Member as a “Retail Order” comply with the above requirements.

If the Member represents Retail Orders from another broker-dealer customer, the Member's supervisory procedures must be reasonably designed to assure that the orders it receives from such broker dealer customer that it designates as Retail Orders meet the definition of a Retail Order. The Member must (i) obtain an annual written representation from each broker-dealer customer that sends it orders to be designated as Retail Orders that entry of such orders as Retail Orders will be in compliance with the requirements specified by the Exchange, and (ii) monitor whether its broker-dealer customer's Retail Order flow continues to meet the applicable requirements.

[Members will be provided a rebate of \$0.0034 per share if they: (i) add an ADV of Retail Orders (Flag ZA) that is 0.10% or more of the TCV on a daily basis, measured monthly; and (ii) have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.]

Retail Order Tier:

<u>Rebate per share to Add</u>	<u>Required Criteria</u>
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<p>\$0.0034 for orders yielding Flag ZA</p>	<p><u>(i) Add an ADV of Retail Orders (Flag ZA) that is 0.10% or more of the TCV on a daily basis, measured monthly; and</u></p> <p><u>(ii) Have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.</u></p>
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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 1 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 Mega Tiers, 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.”

⁵ Capped at \$10,000 per month per Member.

⁶ Reserved. [If Member posts an average of 100,000 shares or more per day using strategy ROLF (yielding Flag M), then said Member’s fee when removing liquidity from LavaFlow decreases to \$0.0023 per share (yielding Flag U).]

⁷ If a Member posts 10,000,000 shares or more of ADV to EDGX, then the Member’s rate for internalization (Flags 5, EA or ER) decreases to \$0.0001 per share per side. [Intentionally omitted.]

⁸ Flag D will be yielded [is assigned] if an SWPA, SWPB, or SWPC routing strategy removes liquidity from NYSE.

⁹ [A] Flag [“]O[”] will be yielded [and a fee of \$0.0005 per share will be assessed] if an order is routed to NYSE Arca & BATS BZX’s closing processes.

[¹⁰ Intentionally omitted.

¹¹ If a Member posts 10,000,000 shares or more of ADV to EDGX, then the Member’s rate for internalization (Flags 5, EA or ER) decreases to \$0.0001 per share per side.

¹² Intentionally omitted.

¹³ Members can qualify for the Investor Tier and be provided a rebate of \$0.0032 per share for all liquidity posted on EDGX if they: (i) add a minimum of 0.15% of the TCV on a daily basis

measured monthly; and (ii) have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.

Members can also qualify for an Investor Tier and be provided a rebate of \$0.0030 per share if they: (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, ZA, 3, or 4; (ii) have an “added liquidity” to “added plus removed liquidity” ratio of at least 60% where added flags are defined as B, HA, V, Y, MM, RP, ZA, 3, or 4 and removal flags are defined as BB, MT, N, W, PI, PR, ZR, or 6; and (iii) have a message-to-trade ratio of less than 6:1.

^a Upon a Member’s request, EDGX will aggregate share volume calculations for wholly owned affiliates on a prospective basis.

^b Trading activity on days when the market closes early does not count toward volume tiers.

^c Reserved.

^d **Late Fees:**

A charge of 1% per month on the past due portion of the balance will be assessed on a Member’s account that is past due. This fee will begin to accrue on a daily basis for items not paid within the 30 day payment terms until the item is paid in full. Late fees incurred will be included as line items on subsequent invoices.

Port Fees:

[The following fees are effective July 1, 2013:]

	[Amount] <u>Fee</u>	Billable Unit	[Frequency]
Direct Sessions (FIX, EDGE[Edge] XPRS [®] (HP-API), Data, DROP, EdgeRisk Ports SM) Logical Port Fees*	\$500/month[.00]	Session	[Monthly]

**First two (2) Direct Logical Ports are provided free of charge.*

Ports used to request a re-transmission of market data from the Exchange are provided free of charge.

EdgeRisk GatewaySM Fees:

[Effective upon the operative date of SR-EDGX-2013-21]

Members and non-Members must pay a monthly fee for each EdgeRisk Gateway pair per the table below:

	[Amount] <u>Fee</u>	[Frequency]
EdgeRisk Gateway Pair	\$5,000/month	[Monthly]

Physical Connectivity Fees:

[Effective May 1, 2013

Members and non-members must pay a monthly fee for physical connectivity per the table below:]

Connection Service Type	[Monthly] Fee per Physical Port
1 Gb Copper	\$500/month
1 Gb Fiber	\$1,000/month
10 Gb Fiber	\$2,000/month

Membership Fees:

[The following fees are effective September 1, 2011:]

Membership Fee Type	Tier Details	Fee
Firm Membership	N/A	\$2,000/year ¹
Trading Rights	N/A	\$300/month ²
MPID Fee – Tier 1	0 to 5 MPIDs	\$0
MPID Fee – Tier 2	More than 5 MPIDs	\$250/month ³

¹ If a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.8 prior to the date any Annual Membership Fee for a given year will be assessed (i.e., September 1, 2011, January 1, 2012, etc.) and the Member does not utilize the facilities of EDGX during such time, then the Member will not be obligated to pay the Annual Membership Fee.

² Prior to the September 1, 2011 implementation date for these fee changes, the Exchange will waive monthly Trading Rights fees if a Member is pending a voluntary termination of rights pursuant to Rule 2.8.

³ Prior to the September 1, 2011 implementation date for these fee changes, the Exchange will waive monthly MPID fees if a Member is pending a voluntary termination of rights pursuant to Rule 2.8.

EdgeBook DepthSM Fees:

[The fees for EdgeBook Depth X are as follows:]

Delivery	Fee
Internal Distributor	\$500/month
External Distributor	\$2,500/month

EdgeBook AttributedSM Fees:

[Effective February 1, 2013]

In addition to EdgeBook Depth X fees, as described above, all subscribers to EdgeBook AttributedSM will also incur the following fees:

Delivery	Fee
Internal Distributor	\$2,500/month
External Distributor	\$5,000/month

A “Distributor” of Exchange data is any entity that receives a market data feed directly from the Exchange or indirectly through another entity and then distributes it either internally (within that entity) (“Internal Distributor”) or externally (outside that entity) (“External Distributor”). All Distributors shall execute a Market Data Vendor Agreement with Direct Edge, Inc., acting on behalf of [the]EDGX Exchange, Inc.

Edge Attribution Incentive Program:

[Effective February 1, 2013,] Members who enter Attributable Orders into the Exchange’s System in at least 100 symbols over 10 consecutive trading days over the course of a month are eligible to participate in the Edge Attribution Incentive Program. Each month, the Exchange will set aside 25% of the revenue generated in connection with fees received from EdgeBook Attributed (the “Revenue Allotment”). From the Revenue Allotment, the Exchange will provide a payment to eligible Members who qualified for the Edge Attribution Incentive Program based on the percentage of executed share volume from their Attributable Orders entered into the Exchange’s System.

Edge Routed Liquidity ReportSM Fees[Pricing]:

[The following fees will begin to be assessed after the operative date of filing SR-EDGX-2012-37:]

Service	Data Received	Price
Standard Report	Rolling 30 days	\$500/month
Standard Report	Calendar Month Request	\$500/month requested
Premium Report	Rolling 30 days	\$1,500/month
Premium Report	Calendar Month Request	\$1,500/month requested

EdgeBook Cloud[®] Fees[Pricing]:

Service	Data Received	Price	Delivery Charge	Notes
Replay	Rolling 30 days	\$500/month	None	Firms may request any of the last 30 days.
Replay	Calendar Month Request	\$500/month requested with a cap to \$2,500 if less than or equal to 1TB.	At Cost	Firms may request as many months as they want. If the firm requests more than 1TB, the firm will be charged an additional \$2,500.

FlexDownload	Result as queried	\$750/month (up to and including 200GB)	At Cost	\$5/GB Overage Charge for any overage beyond paid subscription
FlexDownload	Result as queried	\$1,500/month (> 200GB and < or equal to 800GB)	At Cost	
FlexDownload	Result as queried	\$2,500/month (>800GB, but < or equal to 1TB)	At Cost	\$3/GB Overage Charge for any overage beyond paid subscription
Snapshot	Result as queried	\$100/500 Hits/month	None	Hit = symbol*symbol activity level*day
Snapshot	Result as queried	\$250/2,500 Hits/month	None	Automatic subscription upgrade to the next level if months activity outside current subscription
Snapshot	Result as queried	\$500/10,000 Hits/month	None	
Snapshot	Result as queried	\$750/50,000 Hits/month	None	Activity Level is a multiplier that is related to the total quantity of quotes and trades, on the Exchange, of a given security relative to the quantity of quotes and trades of all other securities trading on the exchange. Activity Levels are High (3), Medium (2), or Low (1), and are determined on a monthly basis pursuant to a review of the previous three month's activity for the security.
Snapshot	Result as queried	\$1000/250,000 Hits/month	None	