

**Exhibit 5**

Additions are underlined

Deletions are [bracketed]

EDGX Exchange, Inc. Fee Schedule – Effective [September 3]October 1, 2013

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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.

**Standard Rates:**

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$(0.0020) <sup>1,4</sup>	\$0.0030 <sup>1,4</sup>	\$0.0029
Securities below \$1.00	\$(0.00003)	0.30% of Dollar Value	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, PI, ZR	X

**Liquidity Flags:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A-RY	(No changes).		
RZ	Routed to BATS BZX, add liquidity	(0.002[5]0)	FREE

SW-ZR	(No changes).		
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**Footnotes:****<sup>1</sup>Add 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.

Tier	Rebate per share to Add	Fee per share to Remove and/or Route	Required Criteria
Mega Tier 1	\$0.0035	\$0.00[15]29 for removing and/or routing yielding Flags 7 and RT	<p>(1) Add or route at least 4,000,000 shares of ADV prior to 9:30 AM or after 4:00 PM;</p> <p>(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</p> <p>(3) Have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.</p>
Mega Tier 2	(No change).		
Mega Tier 3	\$0.0032	<u>\$0.00295 for removing</u>	<p>(1) Add or route at least 1,500,000 shares of ADV prior to 9:30 AM or after 4:00 PM; and</p> <p>(2) Add a minimum of 0.75% of the TCV on a daily basis measured monthly, including during both market hours and pre and post-trading hours.</p>

Market Depth Tier 1	\$0.0033		(1) Add greater than or equal to 0.50% of the TCV in ADV on EDGX in total; and  (2) Add at least 1.8 million shares as Non-Displayed Orders that yield Flag HA.
Market Depth Tier 2	\$0.0029		(1) <u>Add 10,000,000 shares or more of ADV on a daily basis, measured monthly;</u> and  (2) <u>Add at least 1,000,000 shares as Non-Displayed Orders that yield Flag HA.</u>

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<sup>2</sup> **Tape B Step-Up Tier**

Rebate per share to Add	Required Criteria
\$0.002[5]7 for orders yielding Flags B and 4	Add 600,000 shares in ADV in Tape B securities (Flags B and 4) more than the Member's August 2013 ADV added to EDGX in Tape B securities.

<sup>3</sup> **MidPoint Match Volume Tier:**

Fee per share to Add	Required Criteria
FREE for orders yielding Flag MM	Add and/or remove an ADV of at least [3,0]2,500,000 shares on a daily basis, measured monthly, on EDGX, yielding flags MM and/or MT.

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