

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGX Exchange, Inc. Fee Schedule – Effective [November 3]December 1, 2014**

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**Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities<sup>1</sup>:**

\* \* \* \* \*

**General Notes:**

- Unless otherwise indicated, the following added flags are counted towards tiers: B, V, Y, 3, 4, 5,<sup>10</sup> EA, HA, MM, RP and ZA.
- Unless otherwise indicated, the following removal flags are counted towards tiers: N, W, 5,<sup>10</sup> 6, ER, BB, MT, PI, PR and ZR.
- Unless otherwise indicated, the following routed flag is counted towards tiers prior to 9:30 AM or after 4:00 PM: 7.
- 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.
- Variable rates provided by tiers apply only to executions in securities priced at or above \$1.00.

**Footnotes:**

1 - 3 (No change).

<sup>4</sup> **Retail Order Tier:**

Rebate per share to Add	Required Criteria
\$0.0034 for orders yielding Flag ZA	[(i)] Add an ADV of Retail Orders (Flag ZA) that is 0.[10] <u>07</u> % 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%.]
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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 - 9 (No change).

10 A Member’s monthly volume attributed to Flag 5 will be divided evenly between the added flags and removal flags when determining whether that Member satisfied a certain tier.