

EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGX Exchange Fee Schedule

Effective [August] September 1, 2010

Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B, & C Securities^{1,a}:
Rebates indicated by parentheses ()

Category	Adding Liquidity	Removing Liquidity	Routing Liquidity
Securities at or above \$1.00	<u>\$(0.0029)^{1,a}</u>	\$0.0029	\$0.0029
Securities below \$1.00	<u>\$(0.00003)</u>	0.10% of Dollar Value	0.30% of Dollar Value ^{3,a}

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	Routed to Nasdaq, adds liquidity	(0.0020)
<u>B^{1,a}</u>	<u>Add liquidity to EDGX book (Tape B)</u>	<u>(0.0029)</u>
<u>C^{3,a}</u>	<u>Routed to Nasdaq BX (Tapes A & C), removes liquidity</u>	<u>(0.0001)</u>
<u>D^{3,a}</u>	<u>Routed or re-routed to NYSE, removes liquidity</u>	<u>0.0021</u>
E	Customer internalization	FREE
F	Routed to NYSE, adds liquidity	(0.0013)
G	Routed to ARCA (Tapes A & C), removes liquidity	0.0030

I	Routed to EDGA	0.0029
J^{3,a}	Routed to Nasdaq, removes liquidity	0.0030
K	Routed to BATS using ROBA order type (EDGX + BATS)	0.0025
L^{3, 7,a}	Routed to Nasdaq using INET order type, removes liquidity (Tapes A & C)	0.0030
M^{6,a}	Add liquidity on LavaFlow	(0.0024)
N	Remove liquidity from EDGX book (Tapes B & C)	0.0029
O^{5,a}	NOOP (Nasdaq opening cross)	0.0005
Q	Routed using ROUQ or ROUC order types	0.0020
R	Re-routed by exchange	0.0030
S	Directed ISO order	0.0033
T	Routed using ROUD/ROUE order type	0.0020
U^{6,a}	Remove liquidity from LavaFlow	0.0029
V^{1,a}	Add liquidity to EDGX book (Tape A)	(0.0029)
W	Remove liquidity from EDGX book (Tape A)	0.0029
X	Routed	0.0029
Y^{1,a}	Add liquidity to EDGX book (Tape C)	(0.0029)
Z	Routed using ROUZ order type	0.0010
2^{3,7,a}	Routed to Nasdaq using INET order type, removes liquidity (Tape B)	0.0030
3^{1,a}	Add liquidity – pre & post market (Tapes A & C)	(0.0029)
4^{1,a}	Add liquidity – pre & post market (Tape B)	(0.0029)
5	Customer Internalization – pre & post market	FREE
6	Remove liquidity – pre & post market (All Tapes)	0.0029
7	Routed – pre & post market	0.0030
AA	Midpoint Match Cross (same MPID)	FREE
MM	Add liquidity to Midpoint Match	0.0010
MT	Remove liquidity from Midpoint Match	0.0010
OO	Direct Edge Opening	0.0010

¹ Members can qualify for a rebate of \$0.0032 per share for all liquidity posted on EDGX if they add or route at least 5,000,000^[*] shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of 50,000,000^[*] shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. [* For the

month of July 2010 only, these average daily volume thresholds (5,000,000 and 50,000,000) will be multiplied by a fraction, the numerator of which shall be the sum of the daily consolidated volumes for each Exchange-traded symbol for all days that such symbol is traded on the Exchange during the month of July and the denominator of which shall be the monthly consolidated volume for all Exchange-traded symbols during the month of July.]

Members will be provided a \$0.0031 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly posts 0.75% of the Total Consolidated Volume ("TCV") in average daily volume. 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.

Any Member meeting the following criteria: (i) adding 10,000,000 shares or more of liquidity to EDGX, (ii) where such added liquidity on EDGX is at least 5,000,000 shares 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 Intentionally omitted.

³ Stocks priced below \$1.00 on the NYSE are charged \$0.0021 per share when removing liquidity. Stocks priced below \$1.00 are charged 0.10% of the dollar value of the transaction when routed to Nasdaq BX and removing liquidity in Tapes A & C securities. Stocks priced below \$1.00 are charged 0.20% of the dollar value of the transaction when routed to Nasdaq and removing liquidity in securities on all Tapes.

⁴ Intentionally omitted.

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

⁶ 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 Members routing an average daily volume ("ADV"): (i) less than 5,000,000 shares will be charged \$0.0030 per share, as described in the schedule; (ii) equal to or greater than 5,000,000 shares but less than 20,000,000 shares will be charged Nasdaq's best

removal tier rate per share; (iii) equal to or greater than 20,000,000 shares but less than 30,000,001 shares will be charged Nasdaq's best removal tier rate - \$0.0001 per share; and (iv) equal to or greater than 30,000,001 shares will be charged Nasdaq's best removal tier rate - \$0.0002 per share. The rates, in all cases, are calculated for shares removed from Nasdaq.

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

ISE FIX Session Fees	Amount	Billable Unit	Frequency
ISE FIX Session			
First and second session	\$250.00	Session	Monthly
Third and additional sessions	\$50.00	Session	Monthly
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