Exhibit 5

Additions are <u>underlined</u>

Deletions are [bracketed]

EDGX Exchange Fee Schedule – Effective July 1, 2013
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Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B, & C Securities[1,a,b,d]:

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	$(0.0020)[1,2,4,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]

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]	Add 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]	Remove liquidity from EDGX book (Tape C)	0.0030	0.30% of Dollar Value
O[5,a]	Routed to 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 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	0.0029	0.30% of Dollar Value
V[1,2,a]	Add liquidity to EDGX book (Tape A)	(0.0020)	(0.00003)
W[1,2]	Remove 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]	Add 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]	Add liquidity – pre & post market (Tapes A or C)	(0.0020)	(0.00003)
4[1,2,a]	Add liquidity – pre & post market (Tape B)	(0.0020)	(0.00003)
5[11]	Internalization – pre & post market, per side	0.0005	0.15% of Dollar Value
6[1,2]	Remove 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	Midpoint Match Cross (same MPID)	0.0012	0.15% of Dollar Value
BB[1,2]	Remove 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[11]	Internalization, adds liquidity	0.0005	0.15% of Dollar Value
ER[11]	Internalization, removes liquidity	0.0005	0.15% of Dollar Value
HA	Non-Displayed Orders that add liquidity (not including Midpoint Match orders)	(0.0015)	(0.00003)
MM	Add liquidity to Midpoint Match (using Midpoint Match order type)	0.0012	(0.00003)
MT	Remove liquidity from Midpoint Match (using Midpoint Match order type)	0.0012	0.30% of Dollar Value
OO	Direct Edge Opening	0.0010	FREE
PI[1,2]	Remove liquidity from EDGX book against Midpoint Match	0.0030	0.30% of Dollar Value
PR	Remove liquidity from EDGX book using ROUQ routing strategy	0.0029[7]	0.30% of Dollar Value
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[7]	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
RT[1]	Routed using ROUT routing strategy	0.0030	0.30% of Dollar Value
RW	Routed to CBSX, adds liquidity	0.0017	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
SW[8]	Routed using SWPA/SWPB/SWPC routing strategies (except for removal of liquidity from NYSE)	0.0031	0.30% of Dollar Value
ZA[4]	Retail Order, adds liquidity	(0.0032)	(0.00003)
ZR[4]	Retail Order, removes liquidity	0.0030	0.30% of Dollar Value

[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 [2]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[2] 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. [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 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.

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] 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.

[4] 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[average daily volume] 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%.

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."

[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] Intentionally omitted.

[8] Flag D 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 [meet the following criteria]: (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] 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.

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