

EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGA Exchange Fee Schedule – Effective [February 13] March 1, 2012

Download in pdf format.

[The schedule can be downloaded in both excel and pdf formats.]

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

Category	Adding Liquidity	Removing Liquidity	Routing Liquidity
Securities at or above \$1.00	\$(0.0004) ⁴	\$0.0007 ^{1,a}	\$0.0029
Securities below \$1.00	FREE	FREE ^{1,a}	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] <u>NASDAQ</u> , adds liquidity	(0.0020)
B ⁴	Add liquidity to EDGA book (Tape B)	(0.0004)

C^{3,a}	Routed to [Nasdaq] BX, removes liquidity	(0.0005)
D^{3,a}	Routed or re-routed to NYSE, removes liquidity	0.0023
E	Customer internalization, per side	0.00015
F	Routed to NYSE, adds liquidity	(0.0015)
G	Routed to <u>NYSE Arca</u> [ARCA] (Tapes A & C), removes liquidity	0.0030
[H^{a,2,4}]	[Non-Displayed orders]	[0.0010]
I	Routed to EDGX	0.0029
J^{3,a}	Routed to [Nasdaq] <u>NASDAQ</u>, removes liquidity	0.0030
K	Routed to BATS BZX Exchange using ROBA routing strategy (EDGA + BATS) OR Routed to [Nasdaq] PSX using ROUC routing strategy	0.0025
L³	Routed to [Nasdaq] <u>NASDAQ</u> using INET routing strategy, removes liquidity (Tapes A & C)	0.0030
M^{6,a}	Add liquidity on LavaFlow	(0.0024)
N^{1,a}	Remove liquidity from EDGA book (Tapes B <u>or</u>[&] C)	0.0007
O^{5,a}	Routed to primary exchange's opening cross	0.0005
P	Adds liquidity on EDGX, including pre & post market	(0.0027)
Q	Routed using ROUQ or ROUC routing strategy	0.0020
R	Re-routed by exchange	0.0030
S	Directed ISO order	0.0032
T	Routed using ROUD/ROUE routing strategy	0.0012
U^{6,a}	Remove liquidity from LavaFlow	0.0029
V⁴	Add liquidity to EDGA book (Tape A)	(0.0004)
W^{1,a}	Remove liquidity from EDGA book (Tape A)	0.0007
X	Routed	0.0029

Y⁴	Add liquidity to EDGA book (Tape C)	(0.0004)
Z	Routed using ROUZ routing strategy	0.0010
2³	Routed to [Nasdaq] <u>NASDAQ</u> using INET routing strategy, removes liquidity (Tape B)	0.0030
3⁴	Add liquidity – pre & post market (Tapes A <u>or</u>[&] C)	(0.0004)
4⁴	Add liquidity – pre & post market (Tape B)	(0.0004)
5	Customer Internalization – pre & post market, per side	0.00015
6^{1,a}	Remove liquidity – pre & post market (All Tapes)	0.0007
7	Routed – pre & post market	0.0027
8	Routed to NYSE Amex [using the ROOC routing strategy], adds liquidity	(0.0015)
9	Routed to NYSE Arca [using the ROOC routing strategy], adds liquidity (Tapes A or C)	(0.0021)
10	<u>Routed to NYSE Arca, adds liquidity (Tape B)</u>	<u>(0.0022)</u>
BY¹²	Routed to BATS BYX Exchange, removes liquidity (using routing strategies ROUC, ROBY, ROBB, or ROCO)	(0.0002)
CL⁹	Routed to listing market closing process [using ROOC order type], except NYSE Arca & BATS BZX	0.0010
<u>HA^{a,2,4}</u>	<u>Non-Displayed Orders, adds liquidity</u>	<u>0.0010</u>
<u>HR^{a,2}</u>	<u>Non-Displayed Orders, removes liquidity</u>	<u>0.0010</u>
MT	Routed to EDGX MPM using IOCM or ROCO routing strategy	0.0012
OO	Direct Edge Opening	FREE
<u>PA</u>	<u>Mid Point Routing Strategy (RMPT), adds liquidity</u>	<u>0.0010</u>
<u>PT</u>	<u>Mid Point Routing Strategy (RMPT), removes liquidity</u>	<u>0.0010</u>
<u>PX</u>	<u>Mid Point Routing Strategy (RMPT), routed out</u>	<u>0.0020</u>

<u>RB</u>	<u>Routed to BX, adds liquidity</u>	<u>0.0018</u>
<u>RC</u>	<u>Routed to NSX, adds liquidity</u>	<u>(0.0026)</u>
<u>RM</u>	<u>Routed to CHX, adds liquidity</u>	<u>FREE</u>
<u>RR</u>	<u>Routed to EDGX using routing strategies IOCX or IOCT, removes liquidity</u>	<u>0.0029</u>
<u>RS</u>	<u>Routed to PSX, adds liquidity</u>	<u>(0.0024)</u>
<u>RT</u>¹⁰	<u>Routed using the ROUT or ROOC routing strategy</u>	<u>0.0025</u>
<u>RW</u>	<u>Routed to CBSX, adds liquidity</u>	<u>0.0017</u>
<u>RX</u>¹¹	<u>Routed using the ROUX routing strategy</u>	<u>0.0027</u>
<u>RY</u>	<u>Routed to BATS BYX, adds liquidity</u>	<u>0.0003</u>
<u>RZ</u>	<u>Routed to BATS BZX, adds liquidity</u>	<u>(0.0025)</u>
<u>SW</u>⁸	<u>Routed using SWPA/SWPB/SWPC routing strategies (except for removal of liquidity from NYSE)</u>	<u>0.0031</u>

¹ The removal rate on EDGA is contingent on the attributed MPID adding (including hidden) and/or routing a minimum average daily share volume, measured monthly, of 50,000 shares on EDGA. Any attributed MPID not meeting the aforementioned minimum will be charged \$0.0030 per share for removing liquidity from EDGA for securities priced \$1.00 and over and 0.20% of dollar value for securities priced less than \$1.00.

² Rate contingent upon Member adding or removing greater than 1,000,000 shares hidden on a daily basis [(yielding Flag H)], measured monthly or Member posting greater than 8,000,000 shares on a daily basis, measured monthly [(yielding Flags B,V, Y, 3 or 4)]. Members not meeting either minimum will be charged \$0.0030 per share.

³ Stocks priced below \$1.00 on the NYSE are charged \$0.0023 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, B, & C securities. Stocks priced below \$1.00 are charged 0.30% of the dollar value of the transaction when routed to [Nasdaq] NASDAQ and removing liquidity in securities on all Tapes.

⁴ If a Member, on a daily basis, measured monthly, posts more than 1% of the Total Consolidated Volume (“TCV”) in average daily volume on EDGA, including [all] non-displayed orders that add liquidity [(H Flag)], then the Member will receive a rebate of \$0.0005 per share. 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.

If a Member, on a daily basis, measured monthly, posts more than .25% of the TCV on EDGA, including [all] non-displayed orders that add liquidity [(H Flag)], and removes more than .25% of TCV in average daily volume, then the Member will receive a rebate of \$0.0005 per share.

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 and a fee of \$0.0023 per share is assessed 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 process.

¹⁰ A Flag “RX” will be yielded and a fee of \$0.0027 per share will be assessed when an order is routed to EDGX Exchange using the ROUT routing strategy.

¹¹ A Flag “I” will be yielded and a fee of \$0.0030 per share will be assessed when an order is routed to EDGX Exchange.

¹² Stocks priced below \$1.00 are charged \$0.0010 per share.

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

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

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