

Exhibit 5

Additions are underlined; deleted text is [in brackets]

RULES OF CHICAGO STOCK EXCHANGE, INC.

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ARTICLE 1. Definitions and General Information

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Rule 1. Definitions

(a) - (oo) Unchanged

(pp) “Working Price”: means the most aggressive price at which a resting limit order, as defined under Article 1, Rule 2(a)(1), can execute within the Matching System, in compliance with CHX Rules and relevant securities laws and regulations, including Rule 611 of Regulation NMS and Rule 201 Regulation SHO.

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Rule 2. Order Types, Modifiers, and Related Terms

Unless otherwise specifically defined elsewhere in the CHX Rules, the following terms shall have the respective meanings ascribed to them, for purposes of all CHX Rules.

(a) *General Order Types.* The following general order types shall be accepted by the Matching System, subject to the requirements of Article 20, Rule 4.

(1) "Limit order" (also known as "limited price order"): an order to buy or sell a specific amount of a security at a specified price or better if obtainable once the order has been submitted to the market.

All limit orders, except for limit orders marked “Price-Penetrating ISO,” as defined under paragraph (b)(1)(E), shall be deemed to have been received “Day,” as defined under paragraph (d)(1), if an order duration modifier is not specified, pursuant to paragraph (d).

All limit orders are fully displayable, unless marked Do Not Display, as defined under paragraph (c)(2), or Reserve Size, as defined under paragraph (c)(3).

(2) "Cross order": an order to buy and sell the same security at a specific price better than the Working Price, as defined under Article 1, Rule 1(pp), of all resting orders on the CHX Book[best bid and offer displayed in the Matching System] and which would not constitute a trade-through under Reg NMS (including all applicable exceptions and exemptions). A cross order may represent interest of one or more Participants of the Exchange, but may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b). A cross order may be subject to special handling, pursuant to paragraph (g) below.

All cross orders shall be deemed to have been received "Immediate Or Cancel," as defined under paragraph (d)(4), which cannot be overridden by an order sender.

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(b) *Order Execution Modifiers*. One or more order execution modifiers may be applied to a general order type, subject to the requirements of Article 20, Rule 4, so long as the modifier is compatible with the general order type and other applicable order modifiers/terms.

(1) *Limit Orders Only*. The following order execution modifiers may be attributed to limit orders only.

(A) "BBO Intermarket Sweep" or "BBO ISO": a limit order modifier that marks an order as required by SEC Rule 600(b)(30)[that is to be executed against any orders at the Exchange's Best Bid and Offer ("BBO") (including any Reserve Size or undisplaced orders at or better than that price) as soon as the order is received by the Matching System, with any unexecuted balance of the order to be immediately cancelled (if the order is marked Immediate Or Cancel) or placed in the Matching System.]

An incoming BBO ISO shall execute against the CHX Book at prices not to exceed the more restrictive of its limit price or the contra-side displayed best bid or offer. Any unexecuted balance of the BBO ISO shall be immediately cancelled if -1- marked Immediate Or Cancel, as defined under paragraph (d)(4) below, or -2- the incoming BBO ISO sell (buy) order could execute against any resting order(s) priced below (above) the displayed best bid (offer), regardless of the attached order duration modifier(s). If the unexecuted balance of the BBO ISO would not be cancelled as described above, it shall be ranked on the CHX Book, pursuant to Article 20, Rule 8(b), and displayed at its limit price, subject to Article 20, Rule 8(b)(6). A limit order marked BBO ISO may not be marked "Do Not Display," as defined under paragraph (c)(2) below.

The Matching System, in executing the ISO as soon as the order is received by the Matching System, shall not take any of the actions described in Article 20, Rule 5 to prevent an improper trade-through or any of the actions described in Article 20, Rule 6 to prevent a locked or crossed market; provided, however, that, in executing any initially unexecuted balance of the ISO that is placed in the Matching System, the requirements of Article 20, Rule 5 will be followed. These orders shall be executed on the assumption that the Participant routing the order to the Matching System has already satisfied the quotations of other markets as required by Rule 600(b)(30) and shall be displayed because the Participant routing the order to the Matching System has already satisfied the quotations of other markets as required by Article 20, Rule 6(c)(3).

A limit order marked BBO ISO shall be deemed to have been received "Do Not Route," as defined under paragraph (b)(3)(A), which cannot be overridden by the order sender.

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(2) *Cross Orders Only*. The following order execution modifiers may be attributed to cross orders only:

(A) Unchanged

(B) Reserved["Cross With Satisfy": a cross order modifier that contains:

(i) an instruction to execute a cross transaction at a specific price; and

(ii) an instruction (a) to execute orders already displayed in the Matching System at their limit prices (up to a specified number of shares) against a specified party to the extent necessary to allow the cross transaction to occur and/or (b) to route outbound orders (including an Intermarket Sweep Order) to other market centers to the extent necessary to prevent an improper trade-through.

A cross order marked Cross With Satisfy may represent interest of one or more Participants of the Exchange but, to the extent that it represents interest of the Participant sending the order to the Matching System, the Participant shall not be eligible to satisfy existing bids or offers in the Matching System at a price that is better than the cross price (when a Participant's customer is on the same side of the order as the Participant) and could only satisfy bid or offers in other markets at a price that is better

than the cross price if the cross is for at least 10,000 shares or has a value of at least \$200,000 (a "block size order") or is for the account of an institutional customer (as that term is defined in Article 8, Rule 11, Interpretation and Policy .03) and Participant's customer has specifically agreed to that outcome.

Cross With Satisfy provides a Participant with an efficient mechanism to clear out orders in the Matching System that would otherwise have time or price priority (and/or displayed bids or offers in other market centers that would otherwise have price priority) and then to effect a cross transaction at a particular price. If a Cross With Satisfy is sent with a share size that is too small to satisfy orders in the Matching System or bids or offers in other markets, as applicable, the order will be automatically cancelled. Once the satisfying execution has occurred (or, for orders sent to other market centers, those orders have been sent), the cross will be executed at a price that is better than the best bid or offer to be displayed in the Matching System and equal to or better than the NBBO. A Cross With Satisfy order may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b).]

(C) Reserved["Cross With Yield": a cross order modifier that contains:

- (i) an instruction to execute a cross transaction at a specific price; and
- (ii) an instruction to yield interest on the buy, sell or either side of the order, as specified in the order, to any order already displayed in the Matching System at the same or better price (or, if requested by the Participant, any undisplayed portions of Reserve Size orders and any undisplayed orders), to the extent necessary to allow the cross transaction to occur.

A cross order marked Cross With Yield may represent interest of one or more Participants of the Exchange.

Cross With Yield provides a Participant with an efficient mechanism to execute a cross transaction at a particular price, yielding interest in the order to orders displayed in the Matching System that would otherwise have time or price priority, or, if requested by the Participant, also yielding undisplayed portions of Reserve Size orders and any undisplayed orders in the Matching System. The cross will be executed at a price that is better than the best bid or offer to be displayed in the Matching System and equal to or better than the NBBO. If requested by the Participant, the cross will be executed at a price that also takes into account any undisplayed

portions of Reserve Size orders and any undisplayed orders. A Cross With Yield order may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b).]

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(c) *Order Display Modifiers.* One or more order display modifiers may be applied to limit orders[a general order type], subject to the requirements of Article 20, Rule 4, so long as the modifier is compatible with [the general order type and]other applicable order modifiers/terms.

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(d) *Order Duration (“Time-In-Force”) Modifier.* One order duration modifier may be applied to a general order type, subject to the requirements of Article 20, Rule 4, so long as the modifier is compatible with the general order type and other applicable order modifiers/terms.

(1) "Day": a modifier that requires an order to be in effect only for the day on which it is submitted to the Exchange. An order sender may identify a limit order marked Day to be effective during specified trading sessions only, as described under Article 20, Rule 1, provided that -1- the identified trading session(s) are consecutive and valid and -2- the order is received by the Matching System during one of the trading sessions for which it is identified as being effective. A limit order marked Day without a specified trading session identifier will be considered effective upon receipt and every subsequent valid trading session for the remainder of the trading day.

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(g) *Special Order Handling.* An order may be subject to special handling under the following circumstances:

(1) "Cross With Size": a cross order (except [a Cross With Yield,]any cross order subject to Non-Regular Way Settlement[or a cross order marked ISO]) to buy and sell at least 5,000 shares of the same security with a total value of at least \$100,000 will execute, notwithstanding resting orders in the CHX Book at the same price, where:

(A) the order is at a price equal to or better than the Working Price, as defined under Article 1, Rule 1(pp), of all resting orders on the CHX Book[best bid or offer displayed in the Matching System]and would not constitute a trade-through under Regulation NMS (including all applicable exceptions and exemptions); and

(B) Unchanged

The Matching System will execute any cross order or modified cross order (except [a Cross With Yield,]any cross order subject to Non-Regular Way Settlement[or a cross order marked ISO]) as a Cross With Size if the order meets the requirements for a Cross With Size. A Cross With Size may represent interest of one or more Participants of the Exchange. A Cross With Size order may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b).

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ARTICLE 20. Operation of the CHX Matching System

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Rule 2A. Limit Up-Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility

(a) Unchanged

(b) *LULD Price Sliding*

(1) *Eligible Orders.* All incoming and resting limit orders shall be eligible for LULD Price Sliding and an order sender may not opt-out of LULD Price Sliding if eligible. All eligible orders will retain their original limit price and sequence number, notwithstanding price sliding.

(A) *Incoming orders.* An eligible incoming buy (sell) order with a limit price[that would be displayed at a price]above (below) the Upper (Lower) Price Band shall be price slid to the Upper (Lower) Price Band; subject to paragraph (b)(2) below.

A cross order priced above the Upper Price Band or below the Lower Price Band shall be cancelled.

[An ineligible incoming buy (sell) order that would post at a price above (below) the Upper (Lower) Price Band shall be cancelled.]

(B) *Resting orders.* An eligible resting buy (sell) order that, at the time of entry, was [displayed at a]priced at or below (above) the Upper (Lower) Price Band, but, due to movements in the Price Band, would now be [displayed at a]priced above (below) the Upper (Lower) Price Band, shall

be price slid to the Upper (Lower) Price Band, subject to paragraph (b)(2) below.

[An ineligible resting buy (sell) order that, at the time of entry, was posted at a price at or below (above) the Upper (Lower) Price Band, but, due to movements in the Price Band, would now be posted at a price above (below) the Upper (Lower) Price Band, shall be cancelled.]

(C) *Resting price slid orders.* An eligible price slid buy (sell) order shall be continuously price slid to follow bi-directional movements to the Upper (Lower) Price Band, so that the buy (sell) order is always priced[displayed] at the Upper (Lower) Price Band, subject to paragraph (b)(2). However, a price slid order that could be price slid to[displayed at] a more aggressive price will never be price slid through its original limit price.

(2) *LULD Price Sliding and the CHX Only Price Sliding Processes.* Any order eligible for the CHX Only Price Sliding Processes, comprised of NMS Price Sliding and Short Sale Price Sliding, pursuant to Article 1, Rule 2(b)(1)(C), shall also be eligible for LULD Price Sliding. An order eligible for LULD Price Sliding shall only be eligible for the CHX Only Price Sliding Processes if it is marked “CHX Only.”

(A) *Orders dually eligible for LULD Price Sliding and the CHX Only Price Sliding Processes.*

(i) [If a]A dually eligible order that triggers LULD and/or CHX Only Price Sliding[would be displayed at a price in violation of Rule 610(d) of Regulation NMS, Rule 201 of Regulation SHO and/or the Plan, the order]shall be price slid to, and displayed at, if applicable, the most aggressive permissible prices, in compliance with CHX Rules, Regulation NMS, Regulation SHO and the Plan.

(ii) If a dually eligible price slid resting order could be executable and/or displayed at a more aggressive price, the order shall be price slid to, and displayed at, the most aggressive permissible prices, in compliance with CHX Rules, Regulation NMS, Regulation SHO and the Plan.

(B) Unchanged

(3) *Original Time Priority Retained.* Eligible orders subject to LULD Price Sliding will retain their time priority versus other orders based upon the time those orders were initially received by the Matching System.[If an eligible order

is price slid pursuant to LULD Price Sliding, it shall receive order execution priority pursuant to Article 20, Rule 8(a)(7).]

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Rule 4. Eligible Orders

(a) *Basic requirements.* Except as provided in subparagraph (7), below, all orders sent to the Matching System must meet the following requirements and shall be automatically rejected if they do not meet these requirements:

(1) – (6) Unchanged

(7) Exceptions.

(A) – (C) Unchanged

[(D) Orders in securities that customarily trade at a per share price of \$100,000 or greater must be submitted in minimum increments of \$.10.]

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Rule 8. Operation of the Matching System

(a) Unchanged

(b) *Ranking and display of orders.* All orders accepted by the Matching System that will post to the CHX book shall be ranked at each price point up or down to its limit by display status then sequence number. Resting limit orders shall be ranked as follows:

(1) *Fully-displayable orders and displayed portions of Reserve Size orders.* At each price point up or down to their limit prices, fully-displayable limit orders of any size and the displayed portion of Reserve Size orders, as defined under Article 1, Rule 2(c)(3), shall be ranked based on their sequence numbers by the Exchange's Matching System and shall be ranked ahead of undisplayed portions of Reserve Size orders and orders marked Do Not Display. Orders sent to an Institutional Broker for handling shall not have any priority within the Matching System unless and until they are received by the Matching System.

(2) *Undisplayed portion of Reserve Size orders.* At each price point up or down to their limit prices, the undisplayed portions of Reserve Size orders shall be ranked based on their sequence numbers by the Exchange's Matching System, but shall be ranked after any orders as described in paragraph (b)(1) above.

(3) *Orders marked Do Not Display.* At each price point up or down to their limit prices, limit orders marked Do Not Display, as defined under Article 1, Rule 2(c)(2), shall be ranked based on their sequence numbers by the Exchange's Matching System, but shall be ranked after all orders as described under paragraphs (b)(1) and (2) above.

(c) – (d) Unchanged

(e) *Execution of certain orders and order types.* The following orders shall be executed within the Matching System as set out below:

(1) Unchanged

(2) Reserved[*Cross with yield orders.* When the customer order that is part of a cross with yield order is eligible for an immediate execution because it is at a price better than the currently displayed best bid or offer in the Matching System, the cross with yield order shall be automatically executed by matching the Participant as principal against the customer order; provided, however, that if there is any order already displayed in the Matching System at the same price as (or better than) the Participant's interest, that order or those orders shall be matched against the customer order in place of the Participant's interest as necessary to exhaust the customer order interest. If the customer order that is part of a cross with yield order is not eligible for an immediate execution because it is not better than the currently displayed bid or offer in the Matching System, the cross with yield order shall be immediately and automatically cancelled.

If requested by the Participant, the cross with yield order will yield to undisplayed interest in the Matching System as well as to displayed bids or offers, executing against orders based on the ranking described in Rule 8(b).]

(3) Unchanged

[(4) *Cross with satisfy orders.* In executing this order type, the Matching System first shall determine whether the order contains a share size that is sufficient to satisfy orders in the Matching System or bids or offers in other markets, as applicable. If this requirement is not met, the cross with satisfy will be automatically cancelled.

If the order meets this requirement, the Matching System then shall satisfy existing orders in the Matching System or send orders to other market centers to satisfy bids or offers, as necessary to prevent a trade-through and, before updating the Exchange's quotes, will execute the cross at a price that is better than the best bid or offer to be displayed in the Matching System and equal to or better than the

NBBO. In doing so, the Matching System shall determine whether the Participant that sent the order to the Matching System is attempting to satisfy existing bids or offers in the Matching System at a price that is better than the cross price and, if so, will not allow those executions to occur, but will instead allocate the better prices to the customer, not to the Participant sending the order to the Matching System.]

(f) Unchanged

• • • *Interpretations and Policies:*

.01 Unchanged

[.02 The benefit of the satisfaction portion of a Cross With Satisfy order, when the Participant is satisfying the bids and offers of other markets, must be given by the Participant that entered the order in the Matching System to its customer, unless the order meets the requirements set out in Article 1, Rule 2(b)(2)(B) and that customer specifically declines the better price. A Participant must make and keep a record of every instance in which its customer has declined such better prices.]

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