

EXHIBIT 5

Proposed new language is underlined. Proposed deletions are in [brackets].

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Rule 14.11 Other Securities

(a)-(j) (No changes.)

(k) Managed Portfolio Shares

(1) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Portfolio Shares that meet the criteria of this Rule.

(2) Applicability. This Rule is applicable only to Managed Portfolio Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Managed Portfolio Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of the Exchange.

(A) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Portfolio Shares. For each series of Managed Portfolio Shares, a "Verified Intraday Indicative Value" will be disseminated in one second intervals during Regular Trading Hours. Such Verified Intraday Indicative Value is "verified" in that the Investment Company's pricing verification agent compares no fewer than two calculations of the intraday indicative value for the series of Managed Portfolio Shares.

(B) Transactions in Managed Portfolio Shares will occur only during Regular Trading Hours.

(C) Surveillance Procedures. The Exchange will implement and maintain written surveillance procedures for Managed Portfolio Shares. As part of these surveillance procedures, the Investment Company's investment adviser will make available daily to FINRA and the Exchange the portfolio holdings of each series of Managed Portfolio Shares.

(D) Creation and Redemption. Authorized Participants (as defined in the Investment Company's Form N-1A filed with the SEC) creating or redeeming Managed Portfolio Shares will sign an agreement with an agent ("AP Representative") to establish a confidential account for the benefit of such Authorized Participant that will deliver or receive all consideration to or from the issuer in a creation or redemption. An AP Representative may not disclose the consideration delivered or received in a creation or redemption.

(E) If the investment adviser to the Investment Company issuing Managed Portfolio Shares is registered as a broker-dealer or is affiliated with a broker-dealer, such investment adviser will erect and maintain a "fire wall" between the investment adviser and personnel of the broker-dealer or broker-dealer affiliate, as applicable, with respect to access to information concerning the composition and/or changes to such Investment Company portfolio. Personnel who make decisions on the Investment Company's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio.

(F) If an AP Representative, the custodian, pricing verification agent, reporting authority, distributor, or administrator for an Investment Company issuing Managed Portfolio Shares, or any other entity that has access to information concerning the composition, changes to such Investment Company's portfolio, and/or the consideration associated with creating or redeeming shares of a series of Managed Portfolio Shares, is registered as a broker-dealer or affiliated with a broker-dealer, such AP Representative, custodian, pricing verification agent reporting authority, distributor, or administrator or other entity will erect and maintain a "fire wall" between such AP Representative, custodian, pricing verification agent, reporting authority, distributor, administrator or other entity and personnel of the broker-dealer, broker-dealer affiliate, or the personnel who have knowledge of changes to the portfolio, as applicable, with respect to access to information concerning the composition and/or changes to such Investment Company portfolio. Personnel who have access to information regarding decisions on the Investment Company's portfolio composition and/or changes to the portfolio must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio.

(3) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

(A) Managed Portfolio Share. The term "Managed Portfolio Share" means a security that (a) represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a specified aggregate minimum number of shares equal to a Creation Unit, or multiples thereof, in return for a designated portfolio of securities (and/or an amount of cash) with a value equal to the next determined net asset value which the AP Representative will provide through a confidential account; and (c) when aggregated in the same specified aggregate number of shares equal to a Redemption Unit, or multiples thereof, may be redeemed at the request of an Authorized Participant (as defined in the Investment Company's Form N-1A filed with the SEC), which Authorized

Participant will be paid through a confidential account established for its benefit a portfolio of securities and/or cash with a value equal to the next determined net asset value.

(B) Verified Intraday Indicative Value. The term "Verified Intraday Indicative Value" is the estimated indicative value of a Managed Portfolio Share based on all of the holdings of a series of Managed Portfolio Shares as of the close of business on the prior business day and, for corporate actions, based on the applicable holdings as of the opening of business on the current business day, priced and disseminated in one second intervals during Regular Trading Hours by the Reporting Authority. The Verified Intraday Indicative Value is monitored by an Investment Company's pricing verification agent responsible for processing Consolidated Tape best bid and offer quotation information into at least two "Calculation Engines," each of which then calculates a separate intraday indicative value for comparison by the pricing verification agent based on the mid-point between the current NBB and NBO for the portfolio constituents of a series of Managed Portfolio Shares, one of which will be deemed by the Investment Company's investment adviser as the Primary Intraday Indicative Value and the other the Secondary Intraday Indicative Value. The pricing verification agent will continuously compare the Primary Intraday Indicative Value against the Secondary Intraday Indicative Values to which the pricing verification agent has access. Where the pricing verification agent has verified the Primary Intraday Indicative Value as compared to the Secondary Intraday Indicative Value, the Primary Intraday Indicative Value will be used as the Verified Intraday Indicative Value and will be disseminated publicly during Regular Trading Hours for each series of Managed Portfolio Shares.

(C) Creation Unit. The term "Creation Unit" means a specified minimum number of Managed Portfolio Shares issued by an Investment Company at the request of an Authorized Participant in return for a designated portfolio of securities (and/or an amount of cash) specified each day consistent with the Investment Company's investment objectives and policies.

(D) Redemption Unit. The term "Redemption Unit" means a specified minimum number of Managed Portfolio Shares that may be redeemed to an Investment Company at the request of an Authorized Participant in return for a portfolio of securities and/or cash.

(E) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Portfolio Shares means the Exchange, the exchange that lists a particular series of Managed Portfolio Shares (if the Exchange is trading such series pursuant to unlisted trading privileges), an institution, or a reporting service designated by the issuer of a series of Managed Portfolio Shares as the official source for calculating and reporting information relating to such series, including, the net asset value, the Verified Intraday Indicative Value, or other information relating to the issuance, redemption or

trading of Managed Portfolio Shares. A series of Managed Portfolio Shares may have more than one Reporting Authority, each having different functions.

(F) Normal Market Conditions. The term "Normal Market Conditions" includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operational issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or manmade disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

(4) Initial and Continued Listing. Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following criteria:

(A) Initial Listing. Each series of Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(i) For each series, the Exchange will establish a minimum number of Managed Portfolio Shares required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation from the issuer of each series of Managed Portfolio Shares that the net asset value per share for the series will be calculated daily and that the net asset value will be made available to all market participants at the same time.

(iii) All Managed Portfolio Shares shall have a stated investment objective, which shall be adhered to under Normal Market Conditions.

(B) Continued Listing. Each series of Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(i) Verified Intraday Indicative Value. The Verified Intraday Indicative Value for Managed Portfolio Shares will be widely disseminated by the Reporting Authority and/or by one or more major market data vendors in one-second intervals during Regular Trading Hours, and will be disseminated to all market participants at the same time.

(ii) Suspension of trading or removal. The Exchange will consider the suspension of trading in, and will commence delisting proceedings under Rule 14.12 for, a series of Managed Portfolio Shares under any of the following circumstances:

(a) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Managed Portfolio Shares, there are fewer than 50 beneficial holders of the series of Managed Portfolio Shares;

(b) if the value of the Verified Intraday Indicative Value is no longer calculated or available to all market participants at the same time;

(c) if the holdings of a series of Managed Portfolio Shares are not made available on a quarterly basis as required under the 1940 Act or are not made available to all market participants at the same time;

(d) if the Investment Company issuing the Managed Portfolio Shares has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Investment Company is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Investment Company with respect to the series of Managed Portfolio Shares;

(e) if any of the continued listing requirements set forth in Rule 14.11(k) are not continuously maintained;

(f) if any of the applicable Continued Listing Representations for the issue of Managed Fund Shares are not continuously met; or

(g) if such other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(iii) Trading Halt. Upon notification to the Exchange by the Investment Company or its agent that: (i) the intraday indicative values calculated by more than one Calculation Engines differ by more than 25 basis points for 60 seconds in connection with pricing of the Verified Intraday Indicative Value; (ii) the Verified Intraday Indicative Value of a series of Managed Portfolio Shares is not being calculated or disseminated in one-second intervals, as required; or (iii) 10% or more of a series of Managed Portfolio Shares' portfolio holdings have become subject to a trading halt or otherwise do not have readily available market quotations, the Exchange shall halt trading in the Managed Portfolio Shares as soon as practicable. Such halt in trading shall continue until the Investment Company or its agent notifies the Exchange that the intraday indicative values calculated by the Calculation Engines no longer differ by

more than 25 basis points for 60 seconds, that the Verified Intraday Indicative Value is being calculated and disseminated as required, or that less than 10% of the portfolio holdings are subject to a trading halt or otherwise do not have readily available market quotations. The Investment Company or its agent shall be responsible for monitoring that the Verified Intraday Indicative Value is being priced and disseminated as required and whether the intraday indicative values to be calculated by more than one Calculation Engines differ by more than 25 basis points for 60 seconds. In addition, if the Exchange becomes aware that the net asset value with respect to a series of Managed Portfolio Shares is not disseminated to all market participants at the same time, the holdings of a series of Managed Portfolio Shares are not made available on a quarterly basis as required under the 1940 Act, or such holdings are not made available to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the holdings are available to all market participants.

(iv) Termination. Upon termination of an Investment Company, the Exchange requires that Managed Portfolio Shares issued in connection with such entity be removed from Exchange listing.

(v) Voting. Voting rights shall be as set forth in the applicable Investment Company prospectus.

(5) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Managed Portfolio Shares; the Verified Intraday Indicative Value; the amount of any dividend equivalent payment or cash distribution to holders of Managed Portfolio Shares; net asset value; or other information relating to the purchase, redemption, or trading of Managed Portfolio Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

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