

**EXHIBIT 5**

New text is underlined;  
Deleted text is in [brackets]

**NYSE Rules**

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**Rule 2. “Member,” “Membership,” “Member Firm,” etc.**

(a) The term “member,” when used to denote a natural person approved by the Exchange, means a natural person associated with a member organization who has been approved by the Exchange and designated by such member organization to effect transactions on the floor of the Exchange or any facility thereof. Solely for the purposes of Section 1(L) of Article 5 of the certificate of incorporation of NYSE Euronext, a Delaware corporation and the indirect parent company of the Exchange ( “NYSE Euronext”), as it may be in effect from time to time, so long as NYSE Euronext continues to control, directly or indirectly, NYSE [Amex] MKT LLC (formerly known as NYSE Amex LLC, American Stock Exchange LLC and NYSE Alternext US LLC) or its successor, the term “member” shall also include any “member” (as defined in Section 3(a)(3)(A)(i) of the Securities Exchange Act of 1934, as amended) of NYSE [Amex] MKT LLC or its successor.

(b)

(i)-(iii) No change.

(iv) Solely for the purposes of Section 1(L) of Article 5 of the certificate of incorporation of NYSE Euronext, as it may be in effect from time to time, so long as NYSE Euronext continues to control, directly or indirectly, NYSE [Amex] MKT LLC or its successor, the term “member organization” shall also include any “member” (as defined in Section 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and 3(a)(3)(A)(iv) of the Securities Exchange Act of 1934, as amended) of NYSE [Amex] MKT LLC or its successor.

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••• Supplementary Material -----

.10 A registered broker dealer that is approved or deemed approved as a member organization of NYSE [Amex] MKT LLC (“NYSE [Amex] MKT”) pursuant to NYSE [Amex] MKT [Equities] Rule 2(b) - Equities shall be approved as an Exchange member organization pursuant to Rule 2(b) and is exempt from Exchange new member organization application fees set forth in the NYSE Price List.

.20 A natural person who has been approved or deemed approved as a member by NYSE [Amex] MKT pursuant to NYSE [Amex] MKT [Equities] Rule 2(a) - Equities and has been designated by an NYSE [Amex] MKT member organization to effect transactions on the Floor of NYSE [Amex] MKT shall be approved as an Exchange member pursuant to Rule 2(a).

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**Rule 17. Use of Exchange Facilities and Vendor Services**

(a)-(b) No change.

(c) Operation of Routing Broker.

1. No change.

2. Inbound Routing Function

(A) For so long as the Exchange is affiliated with NYSE Arca, Inc. (“NYSE Arca”) and NYSE [Amex] MKT LLC (“NYSE [Amex] MKT”), and Archipelago Securities LLC (“Arca Securities”) in its capacity as a facility of NYSE Arca and NYSE [Amex] MKT is utilized for the routing of any approved types of orders from those exchanges to the Exchange (such function of Arca Securities is referred to as the “Inbound Router”), each of the Exchange and Arca Securities shall undertake as follows:

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(B) Provided the above conditions are complied with, and provided further that Arca Securities operates as an outbound router on behalf of NYSE Arca and NYSE [Amex] MKT on the same terms and conditions as it does for the Exchange, and in accordance with the Rules of NYSE Arca and NYSE [Amex] MKT, Arca Securities may provide inbound routing services to the Exchange from NYSE Arca and NYSE [Amex] MKT.

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**Rule 18. Compensation in Relation to Exchange System Failure**

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••• Supplementary Material: -----

.10 (a) NYSE [Amex] MKT LLC ( “NYSE [Amex] MKT”) shall be permitted to file claims pursuant to Rule 18. Claims by NYSE [Amex] MKT pursuant to this rule must satisfy all of the conditions set forth in Rule 18(a) that are applicable to member

organizations, except that NYSE [Amex] MKT shall not be required to provide verbal notice of its claims to the Exchange’s Division of Floor Operations.

(b) NYSE [Amex] MKT shall be entitled to submit claims for payment from the Exchange in order to provide compensation to NYSE [Amex] MKT members for valid claims made by such members pursuant to NYSE [Amex] MKT’s rules on account of losses incurred as a result of an Exchange system failure. NYSE [Amex] MKT members shall not be entitled to submit claims to the Exchange pursuant to this rule.

(c) NYSE [Amex] MKT will submit a separate claim to the Exchange for each claim made to NYSE [Amex] MKT by its members. If payment on all claims submitted pursuant to this rule, including claims by NYSE [Amex] MKT, is made pursuant to Rule 18(c)(iii) of this rule, each claim by NYSE [Amex] MKT shall be considered a separate claim, and the Compensation Review Panel shall not aggregate the NYSE [Amex] MKT claims into a single claim.

(d) The Compensation Review Panel shall decide the validity of NYSE [Amex] MKT claims in accordance with the process set out in NYSE Rule 18.

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**Rule 36. Communications Between Exchange and Members’ Offices**

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••• Supplementary Material: -----

.70 Use and Possession of Wireless Hand-Held Devices.

(a)(i)-(ii) No change.

(iii) These prohibitions apply to any and all hand-held devices, including hand-held devices issued by the Exchange or NYSE [Amex] MKT, and hand-held devices that are proprietary to a member, member organization or other entity.

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**Rule 70. Execution of Floor Broker Interest**

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••• Supplementary Material: -----

.25-.30 No change.

.40 Operation of an NYSE Approved Booth Premise

(1)-(2) No change.

(3) A member organization approved to operate booth premises pursuant to this rule is prohibited from effecting any transaction from its approved booth premises for its own account, the account of an associated person or an account with respect to which it or an associated person thereof exercises investment discretion on the Exchange, except that such member organization may effect such transactions in the common, preferred, and debt securities of an operating company that is quoted on the OTC Bulletin Board or OTC Markets ( "OTC Security") if such security is not related to a security listed or traded on the Exchange or NYSE [Amex] MKT LLC ( "NYSE [Amex] MKT"). For purposes of Rule 70.40, an OTC Security is related to a security listed or traded on the Exchange or NYSE [Amex] MKT if:

(a) the OTC Security is issued by an issuer of a security that is listed or traded on the Exchange or NYSE [Amex] MKT or that underlies an NYSE Amex option, or an affiliate of such issuer;

(b) the OTC Security is subject to a corporate action that relates to the issuer of a security that is listed or traded on the Exchange or NYSE [Amex] MKT or that underlies an NYSE Amex option, or an affiliate of such issuer;

(c) the OTC Security is issued by an issuer of a security that is a component of a narrow-based security index (as defined in Section 3(a)(55) of the Securities Exchange Act of 1934) that is linked to a security that listed or traded on the Exchange or NYSE [Amex] MKT or that underlies an NYSE Amex option; or

(d) the OTC Security is issued by a foreign issuer or is a depositary receipt (or the equivalent thereof) for such a security, and a security issued by such foreign issuer or a depositary receipt (or the equivalent thereof) for such a security is listed or traded on the Exchange or NYSE [Amex] MKT or underlies an NYSE Amex option.

For purposes of Rule 70.40, a corporate action is any action by an issuer of an OTC Security or a security listed or traded on the Exchange or NYSE [Amex] MKT that causes a relationship between the price of the OTC Security and the price of the security that is listed or traded on the Exchange or NYSE [Amex] MKT or that underlies an NYSE Amex option, such as the announcement of a merger, acquisition, joint venture, spinoff, dissolution, bankruptcy filing or other similar type of event involving the issuers. With respect to trading in an OTC Security, such written procedures must require the member organization to exercise due diligence before commencing trading from the booth premises pursuant to this Rule to ensure that such trading is in compliance with the requirements of this Rule and that the member organization has procedures to monitor its trading activity in order to remain in compliance. A member organization must have supervisory systems in place that produce records sufficient to reconstruct, in a time-sequenced manner, all orders with respect to which the member organization is trading from the booth premises under this Rule. The member organization must be able to

demonstrate which OTC Security transactions were effected from the booth premises (as compared to off-Floor trading, if applicable). If the member organization cannot demonstrate which trading is from the booth premises, the Exchange shall presume that all such trading was effected from the booth premises.

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**Rule 103B. Security Allocation and Reallocation**

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**IX. PROVISIONS FOR ALLOCATION OF LISTING COMPANIES TRANSFERRING FROM NYSE [AMEX] MKT LLC ( “NYSE [AMEX] MKT”) TO THE NYSE**

(A) If a listing company transferring from NYSE [Amex] MKT to the NYSE was assigned a NYSE [Amex] MKT DMM unit, which is also a registered DMM unit on the NYSE, then the listing company may waive the allocation process as described above and select as its registered DMM unit the same unit that was previously assigned as the NYSE [Amex] MKT DMM unit. Alternatively, the listing company may choose to follow the regular allocation process and refer the matter for allocation through the allocation process pursuant to NYSE Rule 103B, Section III.

(B) If the listing company chooses to have its DMM unit selected by the Exchange pursuant to NYSE Rule 103B, Section III(B), and requests not to be allocated to the DMM unit that was its NYSE [Amex] MKT DMM unit, such request will be honored.

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