

EXHIBIT 5

Additions are underlined;
Deletions are [bracketed].

NYSE Rules**Rule 13. [Definition of] Orders and Modifiers**

* * * * *

"Not Held" Order

A "not held" order is a market or limited price order marked "not held", "disregard tape", "take time", "buy or sell on print", or which bears any such qualifying notation.

An order marked "or better" is not a "not held" order.

Pegging Interest

(a) "Pegging interest" means displayable or non-displayable interest to buy or sell at a price set to track the best protected bid ("PBB") or the best protected offer ("PBO") (collectively, the "PBBO") as the PBBO changes and:

(1) can be an e-Quote, d-Quote, or DMM Interest, provided that:

(A) such interest does not include a sell "plus" or buy "minus" instruction;

(B) Exchange systems shall reject a pegging e-Quote or d-Quote that is entered 10 seconds or less before the scheduled close of trading; and

(C) discretionary instructions associated with a pegging d-Quote shall move as the d-Quote pegs to the PBBO, subject to any price range and limit price that may be specified;

(2) shall peg only when auto-quoting is active;

(3) shall peg only to prices based on:

(A) a protected bid or offer, which may be available on the Exchange or an away market, or

(B) interest that establishes a price on the Exchange, which may include Primary or Market Pegging Interest that has established a price as a result of an offset value; and

(4) shall peg only within the specified price range of the pegging interest.

(A) If the PBBO, combined with any offset value, is not within the specified price range, the pegging interest shall instead peg to the next available best-priced interest that is within the specified price range.

(B) Buy (sell) pegging interest that has reached its specified price range shall remain at that price if the PBBO goes beyond such price range. If the PBBO returns to a price within the specified price range, the pegging interest shall resume pegging.

(b) "Offset value" means the amount by which the price of the pegging interest shall differ from the price of the interest to which it pegs and can be specified up to four decimals. For securities priced over \$1.00, if the adjusted price would be a sub-penny price, Exchange systems shall round the buy (sell) pegging interest's price down (up) to the nearest minimum price variation for that security.

(c) "Primary Pegging Interest" means pegging interest to buy (sell) that pegs to the PBB (PBO) and:

(1) shall not peg to a price that is locking or crossing the Exchange best offer (bid), but instead shall peg to the next available best-priced interest that would not lock or cross the Exchange best offer (bid);

(2) shall not establish or sustain a PBB (PBO) as a result of pegging;

(3) may establish a Exchange best bid (offer);

(4) may include an offset value for which the adjusted price for buy (sell) pegging interest shall be the PBB (PBO) minus (plus) the offset value; and

(5) may be designated with a minimum size of same-side volume to which such pegging interest shall peg, which may not be the PBB or PBO.

(d) "Market Pegging Interest" means pegging interest to buy (sell) that pegs to the PBO (PBB) and:

(1) shall not peg to a price that is locking or crossing the Exchange best offer (bid), but instead shall peg to a price one minimum price variation lower (higher) than the Exchange best offer (bid);

(2) may establish or sustain a PBB (PBO) as a result of pegging;

(3) may establish a Exchange best bid (offer); and

(4) must include an offset value for which the adjusted price for buy (sell) pegging interest shall be the PBO (PBB) minus (plus) the offset value.

Reserve Order Types

* * * * *

Rule 70. Execution of Floor Broker Interest

* * * * *

••• Supplementary Material: -----

* * * * *

[.26 Pegging for d-Quotes and e-Quotes.

(i) An e-Quote, other than a tick-sensitive e-Quote, may be set to provide that it will be available for execution at the National best bid ("NBB") (for an e-Quote that represents a buy order) or at the National best offer ("NBO") (for an e-Quote that represents a sell order) as the National best bid or offer ("NBBO") changes, so long as the NBBO is at or within the e-Quote's limit price.

(ii) A d-Quote may also employ pegging.

(iii) Pegging is only active when auto-quoting is active. Exchange systems will reject e-Quotes that employ pegging that are entered 10 seconds or less before the scheduled close of trading.

(iv) Pegging e-Quotes and d-Quotes trade on parity with other interest at the NBBO after interest entitled to priority is executed.

(v) Pegging is reactive. An e-Quote or d-Quote will not establish the NBBO as a result of pegging.

(vi) A pegging e-Quote or d-Quote that sets the Exchange best bid or offer is entitled to priority.

(vii) Pegging e-Quotes and d-Quotes peg only to other non-pegging interest within the pegging range selected by the Floor broker. Such non-pegging interest may be available on the Exchange or may be a protected bid or offer on an away market.

(viii) An e-Quote or d-Quote will not sustain the NBB as a result of pegging if there is no other non-pegged interest at that price and such price is not the e-Quote's or d-Quote's limit price.

(A) If the lowest quotable price established by the Floor broker for a pegging e-Quote or d-Quote to buy is the NBB and all other interest at that price cancels or is executed, the pegging e-Quote or d-Quote will remain displayed at that NBB price.

(B) If the highest quotable price established by the Floor broker for a pegging e-Quote or d-Quote to sell is the NBO and all other interest at that price cancels or is executed, the pegging e-Quote or d-Quote will remain displayed at that NBO price.

(ix) A Floor broker may establish a price range for an e-Quote or d-Quote, beyond which the pegging function will not be available ("quote," "ceiling" and "floor" prices).

(A) The "quote price" is the lowest price to which a buy e-Quote or d-Quote may peg or the highest price to which a sell e-Quote or d-Quote may peg.

(B) The "ceiling price" is the highest price to which a buy-side e-Quote or d-Quote may peg.

(C) The "floor price" is the lowest price to which a sell-side e-Quote or d-Quote may peg.

(D) A quote, ceiling and floor price may be at a price other than the limit price of the order that is being e-Quoted or d-Quoted, but may not be inconsistent with the order's limit.

(x) As long as the NBB is at or within the pegging price range selected by the Floor broker with respect to a buy-side e-Quote or d-Quote, or the NBO is within the price range selected by the Floor broker with respect to a sell-side e-Quote or d-Quote, the pegging e-Quote or d-Quote will join such NBB or NBO as it is autoquoted.

(A) A pegging e-Quote or d-Quote to buy (sell) will not peg to an NBB (NBO) that is locking or crossing the Exchange best offer (bid), but shall instead join the next available best-priced non-pegging interest that would not lock or cross the Exchange best offer (bid).

(B) If the NBB (NBO) is not within the pegging price range selected by the Floor broker, then a pegging e-Quote or d-Quote to buy (sell) shall join the next available best-priced non-pegging interest within the price range selected by the Floor broker.

(xi) If the Floor broker does not designate a pegging range, but has instructed that his or her e-Quote or d-Quote shall peg, the e-Quote or d-Quote will peg to the NBBO as long as such bid (offer) is within the limit of the order that is being e-Quoted or d-Quoted.

(xii) As an e-Quote or d-Quote pegs, its discretionary price range, if any, moves along with it, subject to any floor or ceiling price set by the Floor broker.

(A) If the NBB is higher than the ceiling price of a pegging buy-side e-Quote or d-Quote, the e-Quote or d-Quote will remain at its quote price or the highest price at which there is other interest within its pegging price range, whichever is higher (consistent with the limit price of the order underlying the e-Quote or d-Quote).

(B) If the NBO is lower than the floor price of a pegging sell-side e-Quote or d-Quote, the e-Quote or d-Quote will remain at its quote price or the lowest price at which there is other interest within its pegging price range, whichever is lower (consistent with the limit price of the order underlying the e-Quote or d-Quote).

(C) If the NBBO returns to a price within the pegging price range selected by the Floor broker, the e-Quote or d-Quote will once again peg to the NBBO.

(xiii) A Floor broker may establish a minimum size of same-side volume to which his or her e-Quote or d-Quote will peg.]

* * * * *

Rule 72. Priority of Bids and Offers and Allocation of Executions

The provisions of this rule shall be in effect during a Pilot set to end on January 31, 2013.

(a) Priority of First Bid or Offer

(i) As used in this rule, the term “displayable” shall mean that portion of interest that could be published as, or as part of, the Exchange BBO, including pegging interest. Displayable odd-lot orders will be published as part of the Exchange BBO if, when aggregated with other interest available for execution at that price point, the sum of the odd-lot order and other interest available at that price point would be equal to or greater than a round lot. The term “displayed interest” includes that part of an order that is published as, or as part of, the Exchange BBO, which may include one or more odd-lot orders.

(ii) When a bid or offer, including pegging interest, is established as the only displayable bid or offer made at a particular price and such bid or offer is the only displayable interest when such price is or becomes the Exchange BBO (the “setting interest”), such setting interest shall be entitled to priority for allocation of executions at that price as described in this rule, subject to the provisions below.

- (A) Odd-lot orders, including aggregated odd-lot orders that are displayable, are not eligible to be setting interest.
- (B) If at the time displayable interest of a round lot or greater becomes the Exchange BBO, there is other displayable interest of a round lot or greater, including aggregated odd-lot orders that are equal to or greater than a round lot, at the price that becomes the Exchange BBO, no interest is considered to be a setting interest, and, therefore, there is no priority established.
- (C) If at the time displayable interest of a round lot or greater becomes the Exchange BBO, there is other displayable interest, the sum of which is less than a round lot, at the price that becomes the Exchange BBO, the displayable interest of a round lot or greater will be considered the only displayable bid or offer at that price point and is therefore established as the setting interest entitled to priority for allocation of executions at that price as described in this rule.
- (D) If executions decrement the setting interest to an odd-lot size, a round lot or PRL order that joins such remaining odd-lot size order is not eligible to be the setting interest.
- (E) If as a result of cancellation, interest is or becomes the single displayable interest of a round lot or greater at the Exchange BBO, it becomes the setting interest.
- (F) Only the portion of setting interest that is or has been published in the Exchange BBO shall be entitled to priority allocation of an execution. That portion of setting interest that is designated as reserve interest and therefore not displayed at the Exchange BBO (or not displayable if it becomes the Exchange BBO) is not eligible for priority allocation of an execution irrespective of the price of such reserve interest or the time it is accepted into Exchange systems. However, if, following an execution of part or all of setting interest, such setting interest is replenished from any reserve interest, the replenished volume of such setting interest shall be entitled to priority if the setting interest is still the only interest at the Exchange BBO.
- (G) If non-pegging interest becomes the Exchange BBO, it shall be considered the setting interest even if [an e-Quote] pegging interest is pegging to such non-pegging interest, and it shall retain its priority even if subsequently joined at that price by a pegging [e-Quote] interest. (See Rule 13 [70.26] – Pegging Interest [for e-Quotes and d-Quotes.]

(b) Retention of Priority

* * * * *

(c) Allocation of Executions

* * * * *

(xi) DMM interest added intra day to participate in a verbal transaction with a Floor broker or during a slow quote, will be allocated shares only after all other interest eligible for execution at the price point are executed in full. DMM interest added at the time of the slow quote or when verbally trading with a Floor broker not executed during the transaction will be cancelled.

However, s-Quotes, if any, representing DMM interest present at the price point prior to the verbal transaction with a Floor broker or during a slow quote will receive an allocation on parity pursuant to the provisions of subparagraph (c)(v) of this rule above.

(xii) An order that is modified to reduce the size of the order shall retain the time stamp of original order entry. Any other modification to an order, such as increasing the size or changing the price of the order, shall receive a new time stamp.

* * * * *