EXHIBIT 5

Additions: <u>Underlined</u>
Deletions: [Bracketed]

Rules of New York Stock Exchange LLC

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Rule 7P EQUITIES TRADING

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Section 1. General Provisions

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Rule 7.11. Limit Up—Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility

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(a) **Limit Up-Limit Down Mechanism.**

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(5) **Repricing and Cancellation of Orders.** Exchange systems will reprice or cancel buy (sell) orders that are priced or could be traded above (below) the Upper (Lower) Price Band.

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(F) [If the midpoint of the PBBO is above (below) the Upper (Lower) Price Band, an MPL Order to buy (sell) will not be repriced or rejected and will not be eligible to trade.] <u>Reserved.</u>

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Rule 7.16. Short Sales

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(f) **Short Sale Price Test Pursuant to Rule 201 of Regulation SHO**. The following provisions will apply to short sales subject to the provisions of Rule 201 of Regulation SHO:

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(5) **Re-pricing of Orders during Short Sale Period**. During the Short Sale Period, short sale orders will be handled by Exchange systems as follows:

(A) ***Re-pricing of Orders*** —Except as provided for in paragraphs (f)(5)(B) - [(I)](J) of this Rule, short sale orders with a working price and/or display price equal to or lower than the NBB will have the working price and/or display price adjusted one minimum price increment above the current NBB ("Permitted Price"). The Permitted Price for securities for which the NBB is $1 or more is $.01 above the NBB; the Permitted Price for securities for which the NBB is below $1 is $.0001 above the NBB. To reflect declines in the NBB, the Exchange will continue to adjust the working price of a short sale order at the lowest Permitted Price down to the order's original limit price.

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(J) Proactive if Locked/Crossed Modifier —Proactive if Locked/Crossed Modifiers will be ignored.

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Section 3. Exchange Trading

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Rule 7.31. Orders and Modifiers

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(d) Orders with a Conditional or Undisplayed Price and/or Size

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(1) Reserve Order. A Limit or Inside Limit Order with a quantity of the size displayed and with a reserve quantity of the size ("reserve interest") that is not displayed. The displayed quantity of a Reserve Order is ranked Priority 2 - Display Orders and the reserve interest is ranked Priority 3 - Non-Display Orders. Both the display quantity and the reserve interest of an arriving marketable Reserve Order are eligible to trade with resting interest in the Exchange Book or route to Away Markets. The working price of the reserve interest of a resting Reserve Order will be adjusted in the same manner as a Non-Displayed Limit Order, as provided for in paragraph (d)(2)(A) of this Rule.

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(C) A Reserve Order must be designated Day and may be combined with the following orders only: D Order, Non-Routable Limit Order or Primary Pegged Order. A Reserve Order may not be designated as an ALO Order.

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(2) Non-Displayed Limit Order. A Limit Order that is not displayed and does not route. A Non-Displayed Limit Order is ranked Priority 3 - Non-Display Orders. A Non- Displayed Limit Order must be designated Day, is valid for any trading

session, and does not participate in any Auctions.

(A) The working price of a Non-Displayed Limit Order will be adjusted both on arrival and when resting on the Exchange Book based on the limit price of the order. If the limit price of a Non-Displayed Limit Order to buy (sell) is at or below (above) the PBO (PBB), it will have a working price equal to the limit price. If the limit price of a Non-Displayed Limit Order to buy (sell) is above (below) the PBO (PBB), it will have a working price equal to the PBO (PBB).

(B) A Non-Displayed Limit Order may be designated with a Non-Display Remove Modifier. If so designated, a Non-Displayed Limit Order to buy (sell) will trade as the liquidity-taking order with an Aggressing ALO Order or MPL-ALO Order to sell (buy) that has a working price equal to the working price of the Non-Displayed Limit Order.

(3) Mid-Point Liquidity Order ("MPL Order"). A Limit Order to buy (sell) that is not displayed and does not route, with a working price at the lower (higher) of the midpoint of the PBBO or its limit price. An MPL Order is ranked Priority 3- Non-Display Orders. MPL Orders are valid for any session and do not participate in any Auctions.

(A) An MPL Order to buy (sell) must be designated with a limit price in the MPV for the security and [is]will be eligible to trade [only if]at the [midpoint of the PBBO is at or below (above) the limit] working price of the order.

(B) If there is no PBB, PBO, or the PBBO is locked or crossed, both an arriving and resting MPL Order will wait for a PBBO that is not locked or crossed before being eligible to trade. If a resting MPL Order(s) to buy (sell) trades with MPL Order(s) to sell (buy) after there is an unlocked or uncrossed PBBO, the MPL Order with the later working time will be the liquidity-removing order.

(C) An Aggressing MPL Order to buy (sell) will trade at the working price of [with] resting orders to sell (buy) when such resting orders have [with] a working price at or below (above) the [midpoint of the PBBO]working price of the MPL Order [at the working price of the resting orders]. Resting MPL Orders to buy (sell) will trade [at the midpoint of the PBBO] against all Aggressing Orders to sell (buy) priced at or below (above) [the midpoint of the PBBO]the working price of the MPL Order.

(D) An MPL Order may be designated IOC ("MPL-IOC Order"). Subject to such IOC instructions, an MPL-IOC Order will follow the same trading and priority rules as an MPL Order, except that an MPL-IOC Order will be rejected if (i) the order entry size is less than one round lot, or (ii) there is no PBBO or the PBBO is locked or crossed. An MPL-IOC Order cannot be designated ALO or with a Non-Display Remove Modifier.

(E) An MPL Order may be designated with an ALO Modifier ("MPL-ALO Order").

(i) An Aggressing MPL-ALO Order to buy (sell) will trade <u>at the working price of</u> [with] resting orders to sell (buy) <u>when such resting orders have</u> [with] a working price below (above) the <u>less aggressive of the</u> midpoint of the PBBO <u>or the limit price of the MPL-ALO Order</u> [at the working price of the resting orders], but will not trade with resting orders to sell (buy) priced [at] <u>equal to the less aggressive of</u> the midpoint of the PBBO <u>or the limit price of the MPL-ALO Order</u>.

(ii) If an MPL-ALO Order to buy (sell) cannot trade with a same-priced resting order to sell (buy), a subsequently arriving order to sell (buy) eligible to trade at the [midpoint]<u>working price of the MPL-ALO Order</u> will trade ahead of a resting order to sell (buy) that is not displayed at that price. If such resting order to sell (buy) is displayed, the MPL-ALO Order to buy (sell) will not be eligible to trade at that price.

(iii) <u>An MPL-ALO Order cannot be designated with a Non-Display Remove Modifier.</u>

(F) <u>MPL Orders designated Day may be designated with a Non-Display Remove Modifier. If so designated, an MPL Order to buy (sell) will trade as the liquidity-taking order with an Aggressing ALO Order or MPL-ALO Order to sell (buy) that has a working price equal to the working price of the MPL Order.</u>

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(e) Orders with Instructions Not to Route

(1) Non-Routable Limit Order. A Limit Order that does not route.

(A) A Non-Routable Limit Order [to buy (sell) that, at the time of entry and after trading with any sell (buy) orders in the Exchange Book priced at or below (above) the PBO (PBB), would create a violation of Rule 610(d) of Regulation NMS by locking or crossing the protected quotation of an Away Market or would cause a violation of Rule 611 of Regulation NMS, will be priced as follows:] <u>will not be displayed at a price that would lock or cross the PBO (PBB) of an Away Market. A Non-Routable Limit Order to buy (sell) will trade with orders to sell (buy) on the Exchange Book priced equal to or below (above) the PBO (PBB) of an Away Market.</u>

(i) [It will have a working price of the PBO (PBB) of an Away Market and a display price one MPV below (above) that PBO (PBB).] <u>A Non-Routable Limit Order can be designated to be cancelled if it would be displayed at a price other than its limit price for any reason.</u>

(ii) <u>If not designated to cancel, any untraded quantity of the Non-Routable Limit Order to buy (sell) will be processed as follows:</u>

(a) If its limit price locks or crosses the PBO (PBB) of an Away Market, it will have a working price equal to the PBO (PBB) of the Away Market and a display price one MPV below (above) the PBO (PBB) of the Away Market.

(b) If the PBO (PBB) of an Away Market re-prices higher (lower), it will be assigned a new working price of the updated PBO (PBB) and a new display price of one MPV below (above) that updated PBO (PBB).

[(iii)] (c) If the PBO (PBB) of an Away Market re-prices to be equal to or lower (higher) than its last display price, its display price will not change, but the working price will be adjusted to be equal to its display price.

[(iv)] (d) If its limit price no longer locks or crosses the PBO (PBB) of an Away Market, it will be assigned a working price and display price equal to its limit price and will not be assigned a new working price or display price based on changes to the PBO (PBB).

(B) A Non-Routable Limit Order with a working price different from the display price is ranked Priority 3-Non-Display Orders and a Non-Routable Limit Order with a working price equal to the display price is ranked Priority 2-Display Orders.

(C) A Non-Routable Limit Order may be designated with a Non-Display Remove Modifier. If so designated, a Non-Routable Limit Order to buy (sell) with a working price, but not display price, equal to the working price of an Aggressing ALO Order or MPL-ALO Order to sell (buy) will trade as the liquidity taker against such order.

(2) ALO Order. A Non-Routable Limit Order that, [except as specified below]unless it receives price improvement, will not remove liquidity from the Exchange Book. [Upon entry, an ALO Order must have a minimum of one displayed round lot.] An ALO Order can be designated to be cancelled if it would be displayed at a price other than its limit price for any reason. An ALO Order can be designated as non-displayed.

(A) [ALO Orders may participate in Auctions, but the ALO designation will be ignored. An ALO Order that has not traded in an Auction will be assigned a working price and display price pursuant to paragraph (e)(2)(B) of this Rule.]An Aggressing ALO Order to buy (sell) will trade if its limit price crosses the working price of any displayed or non-displayed orders to sell (buy) on the Exchange Book priced equal to or below (above) the PBO (PBB) of an Away Market, in which case, it will trade as the liquidity taker with such orders.

(B) [An ALO Order to buy (sell) that, at the time of entry, is marketable against

an order of any size to sell (buy) on the Exchange Book or would lock or cross a protected quotation in violation of Rule 610(d) of Regulation NMS, will be priced or trade, or both as follows:] If not designated to cancel, any untraded quantity of an ALO Order to buy (sell) will be processed as follows:

(i) [If there are no displayed or non-displayed orders to sell (buy) on the Exchange Book priced equal to or below (above) the PBO (PBB), the ALO Order to buy (sell) will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).]

If its limit price locks the display price of any order to sell (buy) ranked Priority 2 - Display Orders on the Exchange Book, it will have a working price and display price (if designated to display) one MPV below (above) the price of the displayed order on the Exchange Book.

(ii) [If the limit price of the ALO Order to buy (sell) crosses the working price of any displayed or non-displayed order on the Exchange Book priced equal to or below (above) the PBO (PBB), it will trade as the liquidity taker with such order(s). Any untraded quantity of the ALO Order will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).] If its limit price locks or crosses the PBO (PBB) of an Away Market, it will have a working price equal to the PBO (PBB) of the Away Market and a display price (if designated to display) one MPV below (above) the PBO (PBB) of the Away Market.

[(iii) If the limit price of the ALO Order to buy (sell) locks the display price of any order ranked Priority 2 - Display Orders on the Exchange Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price and display price one MPV below (above) the price of the displayed order on the Exchange Book.

(iv) If the limit price of the ALO Order to buy (sell) locks the working price of any order ranked Priority 3 - Non-Display Orders on the Exchange Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB), provided that,

(a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 - Non-Display Orders, the ALO Order to buy (sell) will be priced under paragraph (e)(2)(B)(iii) of this Rule; and]

(C) Any untraded quantity of an ALO Order to buy (sell) will have a working price and display price (if designated to display)equal to its limit price if it locks non-displayed orders to sell (buy) on the Exchange Book.

[(v)] (D) An ALO Order to buy (sell) will not be assigned a working price or display price above (below) the limit price of such order.

[(C)] (E) Once resting on the Exchange Book, ALO Orders will be re-priced or trade, or both, as follows:

(i) If the order(s) to sell (buy) ranked Priority 2 - Display Orders or PBO (PBB) of an Away Market re-prices higher (lower), an ALO Order to buy (sell) will trade or be priced, or both, consistent with paragraphs (e)(2)(A), (e)(2)(B)(i) - [(iv)](ii), and (e)(2)(C) of this Rule.

(ii) If the PBO (PBB) of an Away Market re-prices lower (higher) to be equal to or lower (higher) than its last display price or if its limit price no longer locks or crosses the PBO (PBB) of the Away Market, an ALO Order to buy (sell) will be priced pursuant to paragraphs (e)(1)(A)[(iii)](ii)(c) and [(iv)](d) of this Rule. If the PBO (PBB) of an Away Market re-prices lower (higher) than the working price of a non-displayed ALO Order to buy (sell), such order will have a working price equal to the PBO (PBB) of the Away Market.

[(D)] (F) An ALO Order will not trigger a contra-side MPL Order that is resting at the midpoint to trade except as provided in paragraph (d)(3)(F) of this Rule.

(G) The ALO designation will be ignored for ALO Orders that participate in an Auction.

(3) Intermarket Sweep Order ("ISO"). A Limit Order that does not route and meets the requirements of Rule 600(b)(30) of Regulation NMS.

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(D) A Day ISO may be designated with an ALO Modifier ("Day ISO ALO")[and must be entered with a minimum of one displayed round lot]. An arriving Day ISO ALO to buy (sell) may trade through or lock or cross a protected quotation that was displayed at the time of arrival of the Day ISO ALO.[, and will be priced or trade, or both, as follows:] A Day ISO ALO can be designated to be cancelled if it would be displayed at a price other than its limit price for any reason.

(i) If the limit price of the Day ISO ALO to buy (sell) crosses the working price of any displayed or non-displayed order on the Exchange Book, it will trade as the liquidity taker with such order(s).

(ii) If not designated to cancel, [A]any untraded quantity of the Day ISO ALO will, [have a working price and display price equal to its limit price.

(ii) I]if the limit price of the Day ISO ALO to buy (sell) locks the display price of any order ranked Priority 2 - Display Orders on the Exchange Book, [it will] be assigned a working price and display price one MPV below (above) the price of the displayed order on the Exchange Book.

(iii)[If the limit price of the Day ISO ALO Order to buy (sell) locks the working price of any order ranked Priority 3 - Non-Display Orders on the Exchange Book, it will be assigned a working price and display price equal to the limit price of the order, provided that,

    (a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 - Non-Display Orders, the Day ISO ALO to buy (sell) will be priced under paragraph (e)(3)(D)(ii) of this Rule; and]

Any untraded quantity of a Day ISO ALO Order to buy (sell) will have a working price and display price equal to its limit price if it locks non-displayed orders to sell (buy) on the Exchange Book.

(iv) [After being displayed] Once resting on the Exchange Book, a Day ISO ALO will be re-priced and re-displayed or trade, or both, based on changes to orders ranked Priority 2 - Display Orders or the PBO (PBB) of an Away Market consistent with paragraphs (e)(2)[(C)](E)(i) and (ii) of this Rule.

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(i) Additional Order Instructions and Modifiers:

(1) [Reserved] Proactive if Locked/Crossed Modifier. A Limit Order or Inside Limit Order that is displayed and eligible to route and designated with a Proactive if Locked/Crossed Modifier will route to an Away Market, based on the ranking of such order as set forth in Rule 7.36(c), if the Away Market locks or crosses the display price of the order. If any quantity of the routed order is returned unexecuted, the order will be displayed on the Exchange Book.

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Rule 7.37. Order Execution and Routing

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(b) *Allocation*.

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(10) When a resting order that has been designated with a Non-Display Remove Modifier trades as the liquidity taker against an Aggressing ALO Order or MPL-ALO Order, it will trade based on its ranking as set forth in Rule 7.36(c).

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