Exhibit 5

Additions are <u>underlined</u>;
Deletions are [bracketed].

Rules of NYSE Arca Equities, Inc.

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Rule 7 EQUITIES TRADING

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Rule 7.45. Operation of Routing Broker.

(a)-(b) No change.

(c) Inbound Routing Function

    (1) No change

        (A) No change

        (B) The regulatory services agreement described in Rule 7.45(c)(1)(A) shall require the Exchange <u>and</u> [to provide] the non-affiliated SRO <u>to monitor Arca Securities for compliance with the Exchange's trading rules, and collect and maintain all alerts, complaints, investigations and enforcement actions (collectively "Exceptions") in which Arca Securities (in routing orders to the Exchange) is identified as a participant that has potentially violated applicable Exchange or SEC rules. The Exchange and the non-affiliated SRO shall retain these records in an easily accessible manner.</u> [with information, in an easily accessible manner, regarding all exception reports, alerts, complaints, trading errors, cancellations, investigations, and enforcement matters (collectively "Exceptions") in which Arca Securities is identified as a participant that has potentially violated Exchange or SEC Rules and of which the Exchange becomes aware, and] <u>The regulatory services agreement described in 7.45(c)(1)(A)</u> shall require that the non-affiliated SRO provide a report, at least quarterly, to the <u>Chief Regulatory Officer of the</u> Exchange quantifying all Exceptions <u>(of which the Exchange and the non-affiliated SRO become aware)</u> in which Arca Securities is identified as a participant that has potentially violated Exchange or SEC Rules.

        (C) – (D) No change

(2) Provided the above conditions are complied with, and provided further that Arca Securities operates as an outbound router on behalf of NYSE Amex and NYSE on the same terms and conditions as it does for the Exchange, and in accordance with the Rules of NYSE Amex and NYSE, Arca Securities may provide inbound routing services to the Exchange from NYSE Amex and NYSE [for a pilot period ending September 30, 2011].

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