

EXHIBIT 5

Additions underlined.
Deletions [bracketed].

Rules of NYSE Arca, Inc.

NYSE Arca Equities Rules

Rule 1

(jj) The term “UTP Listing Market” for a Nasdaq Security shall have the same meaning assigned to it in the Nasdaq Unlisted Trading Privileges Plan, as amended, or for any other security shall mean the primary listing market for the security.

Rule 5.1(a) General Provisions and [Definitions] Unlisted Trading Privileges.

(1) Only such securities as shall have been approved by the Board of Directors for listing or admission to unlisted trading privileges shall be dealt in on the Corporation. For the purposes of the Securities Exchange Act of 1934 (“Exchange Act”), securities traded on the Corporation shall be admitted to unlisted trading privileges or listed on the NYSE Arca Parent, subject to the NYSE Arca Parent’s delegation of the responsibility for the administration and enforcement of the unlisted trading privileges and listing requirements to the Corporation. Unlisted trading privileges may be extended to any security that is an NMS Stock (as defined in Rule 600 of Regulation NMS under the Act) that is listed on another national securities exchange and any such security shall be subject to all the Exchange trading rules applicable to NMS Stocks, unless otherwise noted. Securities may be listed or admitted to unlisted trading privileges on a “when issued” or “when distributed” basis.

(2) UTP Derivative Securities. Any unlisted trading privileges security that is a “new derivative securities product” as defined in Rule 19b-4(e) under the Exchange Act (a “UTP Derivative Security”) and traded pursuant to Rule 19b-4(e) under the Exchange Act shall be subject to the additional following rules:

(i) Form 19b-4(e). The Exchange shall file with the Securities and Exchange Commission a Form 19b-4(e) with respect to each UTP Derivative Security within five business days after commencement of trading.

(ii) Information Circular. The Exchange shall distribute an information circular prior to the commencement of trading in each such UTP Derivative Security that generally includes the same information as is contained in the information circular

provided by the listing exchange, including (a) the special risks of trading the new derivative securities product, (b) the Exchange Rules that will apply to the new derivative securities product, including Rule 9.2(a)(2), (c) information about the dissemination of value of the underlying assets or indices, and (d) the risk of trading during the Opening session (1:00 a.m. – 6:30 a.m. Pacific Time) and the Late Trading Session (1:00 p.m. – 5:00 p.m. Pacific Time) due to the lack of calculation or dissemination of the intra-day indicative value or a similar value.

(iii) Product Description.

(A) Prospectus Delivery Requirements. ETP Holders are subject to the prospectus delivery requirements under the Securities Act of 1933, unless the UTP Derivative Security is the subject of an order by the Securities and Exchange Commission exempting the product from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and the product is not otherwise subject to prospectus delivery requirements under the Securities Act of 1933.

(B) Written Description of Terms and Conditions. The Exchange shall inform ETP Holders of the application of the provisions of this subparagraph to UTP Derivative Securities by means of an information circular. The Exchange requires that ETP Holders provide each purchaser of UTP Derivative Securities a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-ended management company issuing such securities, not later than the time a confirmation of the first transaction in such securities is delivered to such purchaser. In addition, ETP Holders shall include a written description with any sales material relating to UTP Derivative Securities that is provided to customers or the public. Any other written materials provided by an ETP Holder to customers or the public making specific reference to the UTP Derivative Securities as an investment vehicle must include a statement substantially in the following form:

“A circular describing the terms and characteristics of [*the UTP Derivative Securities*] has been prepared by the [*open-ended management investment company name*] and is available from your broker. It is recommended that you obtain and review such circular before purchasing [*the UTP Derivative Securities*].”

An ETP Holder carrying an omnibus account for a non-ETP Holder is required to inform such non-ETP Holder that execution of an order to purchase UTP Derivative Securities for such omnibus account will be deemed to constitute an agreement by the non-ETP Holder to make such written description available to its customers on the same terms as are directly applicable to the ETP Holder under this Rule.

(C) Customer Requests for a Prospectus. Upon request of a customer, a ETP Holder shall also provide a prospectus for the particular UTP Derivative Security.

(iv) Trading Halts. If a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also shall immediately halt trading in that product on the Exchange. If the intraday indicative value (or similar value) or the value of the underlying index or instrument continues not to be calculated or widely available as of the commencement of trading on the Exchange on the next business day, the Exchange shall not commence trading of the product that day. If an interruption in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument continues, the Exchange may resume trading in the product only if calculation and wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument resumes or trading in such series resumes in the listing market. The Exchange also shall halt trading in a UTP Derivative Security listed on the Exchange for which a net asset value (and in the case of managed fund shares or actively managed exchange-traded funds, a "disclosed portfolio") is disseminated if the Exchange becomes aware that the net asset value or, if applicable, the disclosed portfolio is not being disseminated to all market participants at the same time. The Exchange shall maintain the trading halt until such time as the Exchange becomes aware that the net asset value and, if applicable, the disclosed portfolio is available to all market participants. Nothing in this rule shall limit the power of the Exchange under the Rules (including without limitation Rules 7.12, 7.13, 7.18, and 7.34) or procedures of the Exchange with respect to the Exchange's ability to suspend trading in any securities if such suspension is necessary for the protection of investors or in the public interest.

(v) Market Maker Restrictions. The following restrictions shall apply to each ETP Holder registered as a Market Maker in a UTP Derivative Security that derives its value from one or more currencies, commodities, or derivatives based on one or more currencies or commodities, or is based on a basket or index composed of currencies or commodities (collectively, "Reference Assets"):

(A) The ETP Holder acting as a registered Market Maker in a UTP Derivative Security must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the ETP Holder acting as registered Market Maker may have or over which it may exercise investment discretion. No ETP Holder acting as registered Market Maker in the UTP Derivative Security shall trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which an ETP Holder acting as a registered Market Maker, directly or indirectly, controls trading activities, or has a

direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(B) A Market Maker shall, in a manner prescribed by the Exchange, file with the Exchange and keep current a list identifying any accounts (“Related Instrument Trading Accounts”) for which Related Instruments are traded:

(1) in which the Market Maker holds an interest;

(2) over which it has investment discretion; or

(3) in which it shares in the profits and/or losses.

A Market Maker may not have an interest in, exercise investment discretion over, or share in the profits and/or losses of a Related Instrument Trading Account that has not been reported to the Exchange as required by this Rule.

(C) In addition to the existing obligations under Exchange rules regarding the production of books and records, a Market Maker shall, upon request by the Exchange, make available to the Exchange any books, records, or other information pertaining to any Related Instrument Trading Account or to the account of any registered or non-registered employee affiliated with the Market Maker for which Related Instruments are traded.

(D) A Market Maker shall not use any material nonpublic information in connection with trading a Related Instrument.

(vi) Surveillance. The Exchange shall enter into comprehensive surveillance sharing agreements with markets that trade components of the index or portfolio on which the UTP Derivative Security is based to the same extent as the listing exchange’s rules require the listing exchange to enter into comprehensive surveillance sharing agreements with such markets.

Rule 5.2(j)(3). Investment Company Units

Commentary:

.01 Equity. The Corporation may approve a series of Units for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a)(A), (B) or (C) and (b) through (h) below, provided further, that the Corporation may not so approve a series of Units

that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index. [For Units approved by the Corporation for trading pursuant to unlisted trading privileges, only paragraphs (c), (e), (f) and (g) below are required to be satisfied.]

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities (“Treasury Securities”), government-sponsored entity securities (“GSE Securities”), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Corporation may approve a series of Units based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission’s approval order, continue to be satisfied or (ii) satisfy the following criteria, and provided further, that the Corporation may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular Fixed Income Securities index. [For Units based on Fixed Income Securities that are approved by the Corporation for trading pursuant to unlisted trading privileges, only paragraphs (c), (e), (f) and (g) below are required to be satisfied.]

.03 The Corporation may approve a series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission’s approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Commentary .01(a) or .02(a) above, and provided further, that the Corporation may not so approve a series of Units that is issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a

given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof. [For such Units that are approved by the Corporation for trading pursuant to unlisted trading privileges, only paragraphs (c), (e), (f) and (g) of Commentary .01 above are required to be satisfied.]

Rule 7.18. UTP Regulatory Halts

Whenever, in the exercise of its regulatory function, the UTP Listing Market [for a Nasdaq Security] determines that an UTP Regulatory Halt is appropriate, the Corporation shall halt or suspend trading in that security until the notification by the UTP Listing Market that the halt or suspension is no longer in effect. The Corporation will assume that adequate publication or dissemination has occurred upon the expiration of one hour after initial publication in a national news dissemination service of the information that gave rise to an UTP Regulatory Halt and may, at its discretion, reopen trading at that time, notwithstanding notification from the UTP Listing Market that the halt or suspension is no longer in effect.

Rule 8.100. Portfolio Depository Receipts

Commentary:

.01 Equity. The Corporation may approve a series of Portfolio Depository Receipts for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a)(A), (B) or (C) and (b) through (g) below. [For series of Portfolio Depository Receipts approved by the Corporation for trading pursuant to unlisted trading privileges, only the criteria set forth in Rule 8.100(c) and paragraphs (c), (e) and (f) below are required to be satisfied.]

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities (“Treasury Securities”), government-sponsored entity securities (“GSE Securities”), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Corporation may approve a series of Portfolio Depository Receipts based on Fixed Income Securities for listing and pursuant to

Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) the following criteria is satisfied. [For Portfolio Depository Receipts based on Fixed Income Securities that are approved by the Corporation for trading pursuant to unlisted trading privileges, only the criteria set forth in Rule 8.100(c) and paragraphs (c), (e) and (f) below are required to be satisfied.]

.03 The Corporation may approve a series of Portfolio Depository Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Commentary .01(a) or .02(a) above. [For such Portfolio Depository Receipts that are approved by the Corporation for trading pursuant to unlisted trading privileges, only the criteria set forth in Rule 8.100(c) and paragraphs (c), (e) and (f) of Commentary .01 above are required to be satisfied.]

Rule 8.202. Currency Trust Shares

Commentary:

.01-.03 No change.

.04 The Corporation may approve an issue of Currency Trust Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Act. Such issue shall satisfy the criteria set forth in this rule and below[, provided that, for issues approved for trading pursuant to unlisted trading privileges, only paragraphs (b), (c) and (d) below are required to be satisfied].
