

EXHIBIT 5A

Additions underlined

Deletions [bracketed]

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF NYSE ARCA HOLDINGS, INC.**

Text deleted in its entirety

EXHIBIT 5B

Additions underlined

Deletions [bracketed]

AMENDED AND RESTATED NYSE ARCA HOLDINGS, INC. BYLAWS

Text deleted in its entirety

Additions underlined
Deletions [bracketed]

AMENDED AND RESTATED NYSE ARCA, INC. BYLAWS

ARTICLE II MEMBERS

Sec. 2.01 Holding Member

The Exchange is a non-stock Exchange with one authorized membership interest. The sole member of the Exchange is NYSE [Arca Holdings] Group, Inc. (“Holding Member”). Only the Holding Member has any right to take part in the ownership of the Exchange and shall be the sole “Corporate Member” of the Exchange (as that term is defined in Article 5 of the Certificate of Incorporation (the “Certificate”)).

Sec. 2.02 Reserved [Meetings]

(a) Meetings of the Holding Member shall be held at such place, within or without the State of Delaware, as the Board of Directors designates.

(b) The Holding Member shall meet annually on such date and at such time as the Board of Directors designates to elect the members of the Board of Directors and transact such other business as is set forth in the written notice of the meeting.

(c) Special meetings of the Holding Member, for any purpose or purposes, unless otherwise prescribed by the General Corporation Law of Delaware or the Certificate, may be called by the Chief Executive Officer or the Chairman of the Board of Directors and shall be called by the Chief Executive Officer or the Secretary at the request in writing of the Holding Member or of a majority of the Board of Directors of the Exchange. Such a request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be limited to the purpose or purposes set forth in the written notice of the meeting.]

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Sec. 2.04 Reserved [Presiding Officer of Meetings]

The Chairman of the Board of Directors, if any, or in the absence of the Chairman of the Board, the Chief Executive Officer, shall preside at all meetings of the Holding Member. In the absence of the Chairman of the Board and the Chief Executive Officer, the presiding officer shall be elected by vote of the Holding Member.]

Sec. 2.05 Reserved [Secretary of Meetings

The Secretary of the Exchange shall act as secretary of all meetings of the Holding Member. In the absence of the Secretary, the presiding officer of the meeting shall appoint any other person to act as secretary of the meeting.]

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ARTICLE III BOARD OF DIRECTORS

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Sec. 3.02 Number; Election; Qualification; Term; Nomination

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(f) Except as otherwise provided in these Bylaws or the Rules, the [Nominating Committee of NYSE Arca Holdings, Inc.] Holding Member shall nominate directors for election at the annual meeting of the Holding Member. Such nominations shall comply with the Rules and these Bylaws.

Sec. 3.13 Participation in Meetings of Board of Directors

All meetings of the Board of Directors of the Exchange (and any committees thereof) pertaining to the self-regulatory function of the Exchange (including disciplinary matters) or relating to the structure of the market which the Exchange regulates shall be closed to all persons other than members of the Board of Directors and officers, staff, counsel or other advisors whose participation is necessary or appropriate to the proper discharge of such regulatory functions and any representatives of the United States Securities and Exchange Commission and in no event shall members of the Board of Directors of NYSE [Arca Holdings] Group, Inc. who are not also members of the Board of Directors of the Exchange or any officers, staff, counsel or other advisors of NYSE [Arca Holdings] Group, Inc. who are not also officers, staff, counsel or advisors of the Exchange be allowed to participate in any meetings of the Board of Directors of the Exchange (or any committees thereof) pertaining to the self-regulatory function of the Exchange (including disciplinary matters) or relating to the structure of the market which the Exchange regulates.

EXHIBIT 5D

Additions underlined
Deletions [bracketed]

NYSE Arca, Inc. Rules

Rule 1.1. Definitions

[NYSE Arca Holdings]

(ff) [“NYSE Arca Holdings” shall mean NYSE Arca Holdings, Inc., a Delaware corporation and the parent company of the Corporation.] Reserved.

[Related Persons]

(gg) Reserved.

EXHIBIT 5E

All text is new

**RESOLUTIONS OF
NYSE ARCA, INC. BOARD OF DIRECTORS**

WHEREAS, NYSE Arca Holdings, Inc. (“NYSE Arca Holdings”) and NYSE Group, Inc. (“NYSE Group”) have agreed to merge NYSE Arca Holdings into NYSE Group;

WHEREAS, NYSE Arca Holdings is the sole shareholder of NYSE Arca, Inc. (the “Company”);

WHEREAS, the Board of Directors of NYSE Arca, Inc. (“Board”) expects that the merger would create substantial incremental efficiency; and

WHEREAS, Section 13 of the Company’s Certificate of Incorporation (the “Certificate”) contains certain restrictions on amending the NYSE Arca, Inc. Bylaws (“Bylaws”).

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby expressly approves the amendments to the Bylaws, set forth in Annex 1, to replace references to NYSE Arca Holdings with references to NYSE Group and to make other technical and conforming changes.

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and the Exchange, to file, with such modifications as any Authorized Person shall approve, the proposed rule changes with the Securities and Exchange Commission; to execute personally or by attorney-in-fact any such required filings or amendments or supplements to any of the foregoing; and to cause any such required filings and any amendments thereto to become effective or otherwise approved.

RESOLVED, that for purposes of these resolutions, “Authorized Persons” shall mean Janet McGinness and such other persons as she may designate.