

EXHIBIT 5

Additions underlined
 Deletions [bracketed]

NYSE Arca, Inc.

Rules of the NYSE Arca, Inc.

Rule 3.1. Overview

(a) In accordance with the Bylaws of the Exchange, the Board of Directors may establish one or more committees that may consist[ing] partly or entirely of [one or more] directors of the Exchange (each, a "Board Committee"). In addition, the Board of Directors may establish one or more committees, consisting of people other than directors of the Exchange, which committees shall be established in accordance with the Bylaws of the Exchange (each, an "Options Committee"). Each Board Committee and Options Committee shall comply with the Bylaws of the Exchange and with these Rules.

Rule 3.3. Board Committees

(a) *Board Committees.*

(1) No Change.

(2) Regulatory Oversight Committee.

(A) The Board shall, on an annual basis, appoint the Regulatory Oversight Committee ("ROC").

(B) Composition. The ROC shall consist of at least three members, each of whom shall be a Public Director of the Exchange or a director of NYSE Regulation, Inc. that satisfies the Public Director requirements set forth in Section 3.02(a) of the Bylaws of the Exchange. The Board, on affirmative vote of a majority of directors, may, at any time remove a member of the ROC for cause. A failure of the member to qualify as a Public Director shall constitute a basis to remove a member of the ROC for cause. If the term of office of a ROC committee member terminates under this section, and the remaining term of office of such committee member at the time of termination is not more than three months, during the period of vacancy the relevant committee shall not be deemed to be in violation of the compositional requirements of such ROC by virtue of such vacancy.

(C) Functions and Authority. The ROC shall oversee the Exchange's regulatory and self-regulatory organization responsibilities and evaluate the adequacy and effectiveness of the Exchange's regulatory and self-regulatory organization responsibilities; assess the Exchange's regulatory performance; and advise and make recommendations to the Board or other committees of the Board about the Exchange's regulatory compliance, effectiveness and plans. In furtherance of its functions, the ROC shall (i) review the regulatory budget of the Exchange and specifically inquire into the adequacy of resources available in the budget for regulatory activities; (ii) meet regularly with the Chief Regulatory Officer in executive session; (iii) in consultation with the Chief Executive Officer of the Exchange, establish the goals, assess the performance, and recommend the compensation of the Chief Regulatory Officer; and (iv) keep the Board informed with respect to the foregoing.

BYLAWS OF NYSE ARCA, INC.

ARTICLE IV COMMITTEES

Sec. 4.01 Committees of the Board

(a) The Board of Directors shall have a Board Appeals Committee and a Regulatory Oversight Committee. The Board of Directors may, by resolution passed by a majority of the directors in office, establish one or more additional committees (together with the Board Appeals Committee and Regulatory Oversight Committee, any such committees being hereinafter referred to as a "Board Committee"), each committee to consist of one or more of the directors. Except as otherwise provided in the Rules, [E]each Board Committee shall be comprised of at least 50% Public Directors. [Except as set forth in the preceding sentence, t]The purpose and composition of each such committee shall be as set forth in the Rules. The Board may designate one or more directors as alternate members of any Board Committee, who may replace any absent or disqualified member or members at any meeting of that Board Committee. Vacancies in the membership of any committee shall be filled by the Board. Each Board Committee, to the extent provided in the resolution of the Board, shall have and may exercise all the power and authority of the Board of Directors for direction and supervision of the management of the business and affairs of the Exchange, and may authorize the seal of the Exchange to be affixed to all papers that may require it. No Board Committee, however, shall have power or authority to amend the Certificate of Incorporation or these Bylaws, adopt an agreement of merger or consolidation, recommend to the Holding Member the sale, lease or exchange of all or substantially all of the Exchange's property and assets, recommend to the Holding Member a dissolution of the Exchange or a revocation of a dissolution,

elect a director or elect or remove an officer; and unless the resolution expressly so provides, no Board Committee shall have the power or authority to declare a dividend or to authorize the issuance of membership interests.

(b) No Change.
