Exhibit 5

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

Rules of NYSE Arca Equities, Inc.

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Rule 7 Equities Trading

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Section 3. NYSE Arca Marketplace

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Rule 7.44. Retail Liquidity Program

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(b) RMO Qualifications and Application.

(1) To qualify as an RMO, an ETP Holder must conduct a retail business or [handle] <u>route</u> retail orders on behalf of another broker-dealer. <u>For purposes of this Rule, conducting a retail business includes carrying retail customer accounts on a fully disclosed basis</u>

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(6) An RMO must have written policies and procedures reasonably designed to assure that it will only designate orders as Retail Orders if all requirements of a Retail Order are met. Such written policies and procedures must require the ETP Holder to (i) exercise due diligence before entering a Retail Order to assure that entry as a Retail Order is in compliance with the requirements of this Rule, and (ii) monitor whether orders entered as Retail Orders meet the applicable requirements. If an RMO [represents] <u>does not itself conduct a retail business but routes</u> Retail Orders [from] <u>on behalf of</u> another broker-dealer [customer], the RMO's supervisory procedures must be reasonably designed to assure that the orders it receives from such <u>other</u> broker-dealer [customer] that [it] <u>are</u> designated[s] as Retail Orders meet the definition of a Retail Order. The RMO must (i) obtain an annual written representation, in a form acceptable to the Exchange, from each <u>other</u> broker-dealer [customer] that sends [it] <u>the RMO</u> orders to be designated as Retail Orders that entry of such orders as Retail Orders will be in compliance with the requirements of

this Rule; and (ii) monitor whether [its broker-dealer customer's] Retail Order flow <u>routed on behalf of such other broker-dealer</u> meets the applicable requirements.

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Rule 7.44P. Retail Liquidity Program

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(b) RMO Qualifications and Application.

  (1) To qualify as an RMO, an ETP Holder must conduct a retail business or [handle] <u>route</u> retail orders on behalf of another broker-dealer. <u>For purposes of this Rule, conducting a retail business includes carrying retail customer accounts on a fully disclosed basis</u>

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