EXHIBIT 5

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

Rules of NYSE Arca Equities, Inc.

**Rule 7 EQUITIES TRADING**

**Section 1. General Provisions**

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**Rule 7.11P. Limit Up—Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility**

The provisions of this Rule shall be in effect during a pilot to coincide with the pilot period for the Regulation NMS Plan to Address Extraordinary Market Volatility.

   (a) **Limit Up-Limit Down Mechanism.**

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   (8) **Trading Pause during a Straddle State**. The Exchange may declare a Trading Pause for a NMS Stock listed on the Exchange when (i) the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State; and (ii) trading in that NMS Stock deviates from normal trading characteristics.

   (9) <u>After the Exchange opens or reopens an Exchange-listed security but before receiving Price Bands from the SIP under the Regulation NMS Plan to Address Extraordinary Market Volatility, the Exchange will calculate Price Bands based on the first Reference Price provided to the SIP and if such Price Bands are not in the MPV for the security, such Price Bands will be rounded to the nearest price at the applicable MPV.</u>

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**Section 3. NYSE Arca Marketplace**

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**Rule 7.31P. Orders and Modifiers**

(a) Primary Order Types

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   (2) Limit Order. An order to buy or sell a stated amount of a security at a specified
   price or better. Unless otherwise specified, the working price and the display price
   of a Limit Order equal the limit price of the order, it is eligible to be routed, and it is
   ranked Priority 2 - Display Orders.

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   (B) Limit Order Price Protection. A Limit Order to buy (sell) will be rejected if it is
   priced at or above (below) a specified percentage away from the NBO (NBB).
   The specified percentage is equal to the corresponding "numerical guideline"
   percentage set forth in paragraph (c)(1) of Rule 7.10P (Clearly Erroneous
   Executions) for the Core Trading Session. The Limit Order Price Protection will
   not be applied to an incoming Limit Order to buy (sell) if there is no NBO (NBB).
   Limit Order Price Protection will be applied when an order is eligible to trade. A
   Limit Order entered before the Core Trading Session that is designated for the
   Core Trading Session only will become subject to Limit Order Price Protection
   after the Core Open Auction. Limit Order Price Protection for both buy and sell
   orders that are not in the minimum price variation ("MPV") for the security, as
   defined in Rule 7.6, will be rounded down to the nearest price at the applicable
   MPV.

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**Rule 7.35P. Auctions**

(a) For purposes of this Rule, unless otherwise specified, the term "Market Orders"
includes MOO Orders (for the Core Open Auction and Trading Halt Auction) and MOC
Orders (for the Closing Auction). The following are definitions for purposes of Rule
7.35P:

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   (8) "Indicative Match Price" means the best price at which the maximum volume of
   shares, including the non-displayed quantity of Reserve Orders, is tradable in the
   applicable auction, subject to the Auction Collars.

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(E) If there is no Matched Volume and Market Orders on only one side of the market, the Indicative Match Price for the Auction Imbalance Information will be zero.

(F) Unless the Indicative Match Price is based on the midpoint of an Auction NBBO, if the Indicative Match Price is not in the MPV for the security, it will be rounded to the nearest price at the applicable MPV

**Section 5. Plan to Implement a Tick Size Pilot Program**

**Rule 7.46. Tick Size Pilot Plan**

The provisions of this Rule will be in effect during a pilot to coincide with the pilot period for the Regulation NMS Tick Size Pilot Plan.

(a) Tick Size Pilot Program

   (1) Definitions.

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   (D) "Trade-at Intermarket Sweep Order" means a limit order for a Pilot Security that meets the following requirements:

      (i) When routed to a Trading Center, the limit order is identified as a Trade-at Intermarket Sweep Order; and

      (ii) Simultaneously with the routing of the limit order identified as a Trade-at Intermarket Sweep Order, one or more additional limit orders, as necessary, are routed to execute against the full displayed size of any protected bid, in the case of a limit order to sell, or the full displayed size of any protected offer, in the case of a limit order to buy, for the Pilot Security with a price that is better than or equal to the limit price of the limit order identified as a Trade-at Intermarket Sweep Order. These additional routed orders also must be marked as Trade-at Intermarket Sweep Orders or Intermarket Sweep Orders.

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(e) Pilot Securities in Test Group Three shall be subject to the following requirements:

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   (4) Pilot Securities in Test Group Three will be subject to the following Trade-at Prohibition:

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(C) ETP Holders may execute a sell order for a Pilot Security in Test Group Three at the price of a Protected Bid or execute a buy order for a Pilot Security in Test Group Three at the price of a Protected Offer if any of the following circumstances exist:

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(iii) The order is of Block Size at the time of origin and may not be:

A. an aggregation of non-block orders; or

B. broken into orders smaller than Block Size prior to submitting the order to a Trading Center for execution[; or].

[C. executed on multiple Trading Centers;]

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(x) The order is executed by a Trading Center that simultaneously routed Trade-at Intermarket Sweep Orders or Intermarket Sweep Orders to execute against the full displayed size of the Protected Quotation that was traded at;

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(xv) The order is to correct a bona fide error, which is recorded by the Trading Center in its error account. A bon[d]a fide error is defined as:

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(D) No ETP Holder shall break an order into smaller orders or otherwise effect or execute an order to evade the requirements of the Trade-at Prohibition of this Rule or any other provisions of the Plan.

(f) Exchange handling of orders during the pilot period for the Plan.

(1) Trade-at Intermarket Sweep Orders ("TA ISO")

(A) The Exchange will accept TA ISOs in all securities. TA ISOs must be designated as IOC, may be designated with a "No Midpoint Execution" modifier, may not be designated with an MTS, and do not route.

(B) A TA ISO will be immediately traded with contra-side displayed and non-displayed interest in the NYSE Arca Book up to its full size and limit price and the quantity not so traded will be immediately and automatically cancelled.

(2) For Pilot Securities in Test Groups One, Two and Three:

(A) References in Exchange rules to the MPV, as defined in Rule 7.6, instead mean the quoting MPV specified in paragraphs (c), (d), and (e) of this Rule.  References to truncating to the MPV in Exchange rules instead mean rounding down to the applicable quoting MPV for Pilot Securities.

(B) MPL Orders must be entered with a limit price in a $0.05 pricing increment.

(3) For Pilot Securities in Test Groups One and Two, offsets included with a Market Pegged Order must be in pricing increments of $0.05.

(4) For Pilot Securities in Test Groups Two and Three, Retail Price Improvement Orders must be entered in pricing increments of $0.005.

(5) For Pilot Securities in Test Groups Three:

(A) At each price point, the priority of resting orders will be:

(i) Priority 2 – Display Orders.  Non-marketable Limit Orders with a displayed working price have first priority.

(ii) Protected Quotations of Away Markets.  Protected quotations of Away Markets have second priority.

(iii) Priority 1 – Market Orders.  Unexecuted Market Orders have third priority.

(iv) Priority 3 – Non-Display Orders.  Non-marketable Limit Orders for which the working price is not displayed, including reserve interest of Reserve Orders, have fourth priority.

(B) Orders will not be routed to Away Markets that are not displaying protected quotations.

(C) The display price of Limit Orders to buy (sell) repriced under Rule 7.31P(a)(2)(C) will be the same as provided for in that rule, but the working price of such orders will be the same as the display price.

(D) If a Reserve Order to buy (sell) is displayed at a price that is locked or crossed by a protected offer (bid), the portion of the Reserve Order that is not displayed will be assigned a working price $0.05 below (above) the protected offer (bid), but if routable, will route to a protected offer (bid) based on the limit price of the order.

(E) If the limit price of a resting Limit Non-Displayed Order to buy (sell) is equal to or higher (lower) than the PBO (PBB), it will have a working price $0.05 below (above) the PBO (PBB).

(F) Orders with instructions not to route, as defined in Rule 7.31P(e):

    (i) On arrival, orders with instructions not to route will trade with resting orders in the NYSE Arca Book consistent with the terms of the order and the Trade-At Prohibition.

        (a) On arrival, Day ISOs will be eligible for the exception set forth in paragraph (e)(4)(C)(ix) of this Rule.

        (b) An IOC ISO to buy (sell) will not trade with orders to sell (buy) ranked Priority 1 – Market Orders or Priority 3 – Non-Display Orders that are the same price as a protected offer (bid) unless the limit price of such IOC ISO is higher (lower) than the price of protected offer (bid).

    (ii) When being added to the NYSE Arca Book, an Arca Only Order or ALO Order to buy (sell) with a limit price equal to or above (below) the PBO (PBB) will be assigned a display price and working price one MPV below (above) the PBO (PBB).

    (iii) Once resting on the NYSE Arca Book, an Arca Only Order or ALO Order to buy (sell) will not be eligible to trade with later-arriving orders to sell (buy) ranked Priority 2 – Display Orders priced equal to the PBO (PBB).  A later-arriving order to buy (sell) that is eligible to trade with the PBO (PBB) may trade before such resting order.

(G) The only orders eligible for the exception set forth in paragraph (e)(4)(C)(iii) of this Rule are Limit IOC Cross orders that meet the Block Size definition.  A Limit IOC Cross Order that is at the same price as the PBBO but does not meet the Block Size definition will be rejected.

(H) Market Pegged Orders and Tracking Orders will be rejected.

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