

EXHIBIT 5

New text is underlined;
Deleted text is in [brackets]

NYSE MKT Rules

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Section 900NY. Rules Principally Applicable to Trading of Option Contracts

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Rule 900.2NY. Definitions

Whenever and wherever used herein, unless the context requires otherwise, the following terms shall be deemed to have the meanings indicated:

(1) – (19) No Change

(20) The term "Electronic Order Capture System" ("EOC") means the Exchange's electronic audit trail and order tracking system that provides an accurate time-sequenced record of all orders and transactions on the Exchange pursuant to Section IV.B.e.(v) of the Commission's order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions. EOC records the receipt of an order and documents the life of the order through the process of execution, partial execution, or cancellation. This system includes the electronic communications interface between EOC booth terminals and the Floor Broker Hand Held applications. Each ATP Holder or ATP Firm's EOC booth terminal and each Floor Broker Hand Held Terminal contains an electronic order entry screen that displays the terms and conditions of each order received by that ATP Holder or ATP Firm. [ATP Holders and ATP Firms may record the details of the order directly into the EOC system as described herein, or, in the alternative, into the Electronic Tablet described in subsection (b)(40) below.]

(21) Reserved [The term "Electronic Tablet" means the Exchange's electronic method of recording orders that are hand written and transmitted to a Floor Broker's workstation for representation in order to create an accurate time-sequenced record of orders on the Exchange. The Electronic Tablet will automatically timestamp the receipt of an order when such order is transmitted to a Floor Broker's workstation prior to representation in the trading crowd and document the life of the order through the process of execution, partial execution or cancellation. This system includes the ability for a Floor Broker to hand write order information and automatically timestamp the report and provides a method to display report images at an ATP Holder's workstation to manually key the order information for clearing purposes. Such clearing information will become part of the data required pursuant

to Section IV.B.e.(v) of the Commission's Order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions. ATP Holders may record the details of the order directly into the EOC system (as described above in subsection (b)(39)) or, in the alternative, into the Electronic Tablet as described herein.]

(41) – (42) No Change

Rule 900.3NY. Orders Defined

(a) – (e) No Change

(f) *Not Held Order*. A Not Held Order is an order that provides a broker with discretion as to price or time in executing the order. A Not Held Order must be designated as such in the "Optional Data" field of the EOC [or the Electronic Tablet]. For orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 955NY(d)(1), a Not Held Order is marked "not held", "NH", "take time" or marked with some qualifying notation giving discretion as to the price or time at which such order is to be executed. The "not held" designation must appear in the "special instructions" portion of the order ticket. Orders that merely include a "not held" designation as part of the timestamp will not be deemed to be "not held" orders.

(g) – (y) No Change

Commentary: No Change

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Rule 902NY. Admission and Conduct on the Options Trading Floor

(a) – (h) No Change

(i) *Telephones on the Options Floor*.

(1) – (2) No Change

(3) *Requirements and Conditions*. The following requirements and conditions shall apply to use of telephone services in the Trading Crowd:

(A) No Change

(B) Orders transmitted by registered Exchange Market Makers may be entered directly to the Trading Zone. All other orders may be entered directly to the Trading Zone only during outgoing telephone calls that are initiated from the option posts. Pursuant to Rule 955NY(c), all such orders must be immediately recorded into the EOC [or the Electronic Tablet] unless the exception set forth in Rule 955NY(d)(1) applies, in which case the EOC[/Electronic Tablet]

Contingency Reporting Procedures will be in effect in accordance with Rule 955NY(d)(2).

(C) No Change.

(4) *Telephone Use By ATP Holders and Employees of ATP Holders*

(A) – (B) No Change

(C) *EOC [or Electronic Tablet] Procedures Pursuant to Rule 955NY(d)(1)*. A Floor Broker in a trading crowd who receives a telephonic order from an ATP Holder representative located on the Trading Floor may represent that order immediately in the trading crowd, provided all such orders must be immediately recorded into the EOC [or the Electronic Tablet] unless the exception set forth in Rule 955NY (d)(1) applies, in which case the EOC[Electronic Tablet] Contingency Reporting Procedures will be in effect in accordance with Rule 955NY(d)(2).

(5) – (7) No Change

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Rule 929NY. Joint Accounts

(a) – (h) No Change

Commentary:

.01 - .02 No Change

.03 Transactions on the Floor will be presumed to be for the proprietary account of the individual ATP Holder unless the executing ATP Holder enters the joint account symbol into EOC [or the Electronic Tablet]. For orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 955NY transactions on the Floor will be presumed to be for the proprietary account of the individual ATP Holder unless the joint account symbol is given up and used on the trade ticket to represent the joint account as the executing ATP.

.04 Any order of a joint account participant that is executed by a Floor Broker, must be in accordance with the procedures set forth in Rule 925.3NY, except that the joint account trading number with its alpha identification must be entered into EOC [or the Electronic Tablet], or, for order excepted from EOC [or the Electronic Tablet], pursuant to Rule 955NY, the joint account trading number with its alpha identification must appear in the "executing firm" area.

Additionally, a joint account may not bid, offer, purchase, sell, or enter orders in an option series in which a Floor Broker holds an order on behalf of the joint account or for the proprietary account of another participant in the joint account. Orders of joint account participants in a particular option series may not be concurrently represented by one or more Floor Brokers.

.05 - .07 No Change

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Rule 936NY. Discretionary Transaction

(a) – (b) No Change

(c) A Market Maker shall not exercise discretion in an account unless he has a direct interest in such account. Market Makers may not exercise discretion over any account other than: a joint account approved pursuant to Rule 929NY, or an account in which the Market Maker has a direct interest. For purposes of this Rule, the term "direct interest" in an account is limited in its meaning to include only a participation in the profits and losses in such account, or in the case of a partnership or corporation, a representative of such partnership or corporation who has a supervisory responsibility over such account. Only persons registered as Market Makers and subject to the performance obligations set forth in Rule 925NY, may exercise discretion over an account.

(1) A Market Maker wishing to effect such discretionary transactions for accounts other than the Market Maker's personal account or a joint account must enter the order with a Floor Broker and the procedures set forth in Rule 925.3NY. The identification of the order as a discretionary order is required pursuant to Rule 956NY.

(A) The clearing acronym of the Market Maker for whom the transaction is being executed must be entered into EOC [or the Electronic Tablet], for orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 955NY written on the ticket along with the clearing acronym of the Market Maker exercising discretion; and

(B) No Change

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Rule 955NY. Order Format and System Entry Requirements

(a) *Transmitted to the Floor.* Each order transmitted to the Floor must be recorded legibly in a format that has been approved by the Exchange, and the ATP Holder receiving such order must record the time of its receipt on the Floor. Each such order must be in a

legible format when transmitted to the post for attempted execution. Orders sent electronically into the System or orders entered into the Exchange's EOC [or the Electronic Tablet] are approved formats (as described in subsection (b) below) for transmitting orders for purposes of Rule 955NY.

(b) No Change

(c) *EOC [or Electronic Tablet] Entry Requirement.* Every ATP Holder that receives an order for execution on the Exchange must immediately, prior to representation in the trading crowd, record the details of the order (including any modification of the terms of the order or cancellation of the order) into [either] the EOC [or the Electronic Tablet], unless such order has been entered into the Exchange's other electronic order processing facilities.

(1) *EOC.* The details of each order required to be recorded upon receipt must include: [the data elements prescribed in Rule 956NY(1) through (9)] (i) the option symbol, (ii) the expiration date, (iii) the exercise price, (iv) buy or sell with applicable limit or stop price or special instructions, (v) call or put, (vi) the quantity of contracts, (vii) the name of the clearing ATP Holder and (viii) such other information as may be required by the Exchange from time to time. The remaining elements prescribed in Rule 956NY and any additional information with respect to the order shall be recorded as the events occur and/or during trade reporting procedures which may occur after the representation and execution of the order.

[(2) *Electronic Tablet.* The details of each order required to be recorded upon receipt must include the data elements prescribed in Rule 956 (1) through (6), and such other information as may be required by the Exchange from time to time. The remaining elements prescribed in Rule 956NY shall be recorded as the events occur and/or during trade reporting procedures.]

(d)(1) Exceptions to EOC [or Electronic Tablet Entry Requirement]. The EOC [or Electronic Tablet] entry requirement provision of subsection (c) will not apply to any EOC [or Electronic Tablet] system disruption or malfunction as confirmed by a Trading Official.

(2) *EOC[Electronic Tablet] Contingency Reporting Procedures.* If the exception set forth in subsection (d)(1) applies, then the following procedures must be followed:

(A) ATP Holders shall use a backup supply of tickets to record the details of all orders (the data elements of which are prescribed in [Rule 956NY(1) through (9)] subsection (c)(1) above), received through non-electronic means. All order events (i.e., receipt, changes, execution, partial execution, cancellation, or nothing done) must be immediately timestamped (a timestamp synchronized with the National Institute of Standards and Technology Atomic Clock in Boulder Colorado "NIST Clock" will be available at all ATP Holder booths).

- (B) During such circumstances, existing rules on manual processing of order tickets are applicable.
- (C) If there is an EOC [or Electronic Tablet] system disruption/malfunction as set forth in subsection (1), the EOC [or Electronic Tablet] order entry requirements in Rule 955NY will be reinstated once the disruption/malfunction to the EOC [or Electronic Tablet] system has been corrected as determined by a Trading Official. Once the disruption/malfunction to the EOC [or Electronic Tablet] system has been corrected, all ATP Holders affected by the system disruption/malfunction must input all relevant orders into an EOC device via the "as-of" field, noting the times of events of the orders. The required information must be entered into EOC by such prescribed period of time, as determined by the Exchange, following the trade, but no later than the end of the trading day that such trade occurred (or on the day the order was received if no trade was executed). Any ATP Holder who fails to follow such procedures will be subject to disciplinary action pursuant to Rule 10.

Commentary:

.01 FLEX and Cabinet Trades are exempt from the EOC [and Electronic Tablet] Entry Requirements as set forth in Rule 955NY. Such trades shall be processed using manual timestamped order tickets. The Exchange will maintain a separate record (i.e., spreadsheet) of quotes, orders and transactions related to such trades in the same format required pursuant to Section IV.B.e.(v) of the Commission's order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions.

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Rule 956NY. Record of Orders

- (a) No Change
- (b) *Record Retention for Orders Excepted from EOC [or the Electronic Tablet] Pursuant to Rule 955NY.* In addition to the white (control) copy, and /or hard copy, which must be kept for the entire amount of time specified in Securities Exchange Act Rule 17a-4, the commission copy must also be retained for a minimum of 48 hours from the trade date. In the case of those orders executed by independent Floor Brokers, it is their responsibility to retain the commission copy, and the executing ATP Holder must retain the hard copy. Also, all such records must be readily available for use on the trading floor for the resolution of any problems relating to the execution of these orders.

Rule 957NY. Reporting Duties

- (a) – (f) No Change

Commentary:

.01 *EOC [or Electronic Tablet Reporting Procedure]*. The Exchange has established the following procedure for reporting of transactions pursuant to Rule 957NY. For each transaction on the Exchange the responsible ATP Holder (pursuant to subsection (b) above), will immediately record into EOC [or the Electronic Tablet], its assigned broker initial code, the symbol of the underlying security, the type, expiration month and exercise price of the option contract sold, the transaction price, the number of contract units comprising the transaction, the name of the contra clearing member, and the assigned broker initial code of the contra ATP Holder. ATP Holders must report any partial execution of a larger order into EOC [or the Electronic Tablet]. Any agency order must also include the account origin code. Any ATP Holder failing to immediately report a transaction in accordance with Rule 957NY will be subject to disciplinary action pursuant to Rule 9A.

.02 *Origin Codes for Orders Excepted from EOC [or the Electronic Tablet] Pursuant to Rule 955NY*. For purposes of Rule 957NY, trade information includes the proper account origin codes, which are as follows: "C" for non-broker-dealer customer accounts; "F" for firm proprietary accounts; "M" for Market Maker accounts; "PC" for Professional Customers and "B/D" for firm orders of non-ATP Holder or ATP Holder broker-dealer accounts, stock specialist accounts, or customer account trades of the broker-dealer or non-ATP Holder or ATP Holder broker-dealer. In addition, Market Maker clearing firms are directed to instruct their respective trading desks to identify Market Maker orders that are entered from off the floor and not entitled to Market Maker margin treatment by placing a "C" after the Market Maker's number in the "firm" box on the ticket. Floor Brokers, when accepting an order by phone from a Market Maker, are similarly directed to identify that order in the same manner.

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