EXHIBIT 5

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

NYSE MKT Rules

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Rule 462 Minimum Margins

(a)– (c) No Change

(d) The terms "currency warrant", "currency index group", "stock index group" and "stock index warrant" when used in reference to a currency, currency index or stock index shall have the meanings that Rule 1100 assigns to them.

The term "reporting authority" in respect of a stock index warrant means the institution or reporting service specified in the prospectus as the official source for calculating and reporting the levels of such stock index.

The term "numerical index value" in respect of a stock index warrant means the level of a particular stock index as reported by the reporting authority for the index.

The term "index group value" in respect of a stock index warrant means the numerical index value of a particular stock index multiplied by U.S.$1.00. with the product thereof divided by the applicable divisor stated in the prospectus (if any).

The term "strike price" or "exercise price" in respect of a stock index warrant means the index group value specified in the prospectus.

The term "reporting authority" in respect of a currency index warrant means the institution or reporting service specified in the prospectus as the official source for calculating and reporting the levels of such currency index.

The term "numerical index value" in respect of a currency index warrant means the level of a particular currency index as reported by the reporting authority for the index.

The term "index group value" in respect of a currency index warrant means the numerical index value of a particular currency index multiplied by U.S.$1.00 with the product thereof divided by the applicable divisor stated in the prospectus (if any).

The term "unit of underlying currency" in respect of a currency warrant means a single unit of the currency covered by a warrant (e.g., one British pound, one German mark, etc.).

The term "spot price" in respect of a currency means the noon buying rate per U.S. $1.00 in New York City for cable transfers of the particular underlying currency as certified for customs purposes by the Federal Reserve Bank of New York.

The term "strike price" or "exercise price" in respect of a currency warrant means the price per unit of underlying currency specified in the prospectus. The term "strike price" or "exercise price" in respect of a currency index warrant means the index group value specified in the prospectus.

The term "currency call warrant" means a warrant structured as a call on the underlying foreign currency. The term "currency index call warrant" means a warrant structured as a call on the underlying currency index group. The term "currency put warrant" means a warrant structured as a put on the underlying foreign currency. The term "currency index put warrant" means a warrant structured as a put on the underlying currency index group.

The term "stock index call warrant" means a warrant structured as a call on the underlying stock index group. The term "stock index put warrant" means a warrant structured as a put on the underlying stock index group.

The terms "stock index group", "stock index option", "current index group value", "exercise price", "aggregate exercise price," and "index multiplier", when used with reference to a stock index option, shall have the meanings set forth in Rule 900C.

The terms "current market value" and "current market price," when used with reference to an option contract, currency warrant, currency index warrant or stock index warrant, shall have the same meaning as the term "current market value" as defined in Section 220.2 of Regulation T of the Board of Governors of the Federal Reserve System. If there is no closing price or if trading was halted before and through the normal end of the trading day or if the closing price was outside the last bid and offer that was established after the closing price, then a member organization may use a reasonable estimate of the market value of the security based upon the then current bids and offers from publicly available vendors or services.

The term "escrow agreement", when used in connection with non-cash settled call or put options carried short, means any agreement issued in a form acceptable to the Exchange under which a bank holding the underlying security (in the case of a call option) or required cash, cash equivalents, or a combination thereof (in the case of a put option), is obligated to deliver to the creditor (in the case of a call option) or accept from the creditor (in the case of a put option) the underlying security against payment of the exercise price in the event the call or put is assigned an exercise notice.

The term "escrow agreement", when used in connection with cash settled call or put options, stock index warrants, currency index warrants or currency warrants carried short, means any agreement issued in a form acceptable to the Exchange under which a bank holding cash, cash equivalents, one or more qualified equity securities or a combination thereof in the case of a call option or warrant; or cash, cash equivalents or a combination thereof in the case of a put option or warrant; is obligated to pay to the creditor (in the case of an option) the exercise settlement amount in the event an option is assigned an exercise notice or (in the case of a warrant) the funds sufficient to purchase a warrant sold short in the event of a buy-in.

The term "underlying stock basket" means a group of securities which includes each of the component securities of the applicable index and which meets the following conditions (i) the quantity of each stock in the basket is proportional to its representation in the index, (ii) the total market value of the basket is equal to the underlying index value of the index options or warrants to be covered, (iii) the securities in the basket can not be used to cover more than the number of index options or warrants represented by that value and (iv) the securities in the basket shall be unavailable to support any other option or warrant transaction in the account.

The term "cash equivalent" is as defined in Section 220.2 of Regulation T of the Board of Governors of the Federal Reserve System.

The term "butterfly spread" means an aggregation of positions in three series of either put or call options all having the same underlying component or index and time of expiration, and based on the same aggregate current underlying value, where the interval between the exercise price of each series is equal, which positions are structured as either A) a "long butterfly spread" in which two short options in the same series are offset by one long options with a higher exercise price and one long option with a lower exercise price or B) a "short butterfly spread" in which two long options in the same series offset one short option with a higher exercise price and one short options with a lower exercise price.

The term "box spread" means an aggregation of positions in a long call option and short put option with the same exercise price ("buy side") coupled with a long put option and short call option with the same exercise price ("sell side") all of which have the same underlying component or index and time of expiration, and are based on the same aggregate current underlying value, and are structured as either: A) a "long box spread" in which the sell side exercise price exceeds the buy side exercise price or B) a "short box spread" in which the buy side exercise price exceeds the sell side exercise price.

The term "listed" means a security traded on a registered national securities exchange or automated facility of a registered national securities association.

The term "OTC Margin Bond" for purposes of this Rule means (1) any debt securities not traded on a national securities exchange that meet all of the following requirements (a) at the time of the original issue, a principal amount of not less than $25,000,000 of the issue was outstanding; (b) the issue was registered under Section 5 of the Securities Act of 1933 and the issuer either files periodic reports pursuant to the Act or is an insurance company under Section 12(g)(2)(G) of the Act; or (c) at the time of the extension of credit the creditor has a reasonable basis for believing that the issuer is not in default on interest or principal payments; or (2) any private pass-through securities (not guaranteed by a U.S. government agency) that meet all of the following requirements: (a) an aggregate principal amount of not less than $25,000,000 was issued pursuant to a registration statement filed with the Commission; and (b) current reports relating to the issue have been filed with the Commission; and (c) at the time of the credit extension, the creditor has a reasonable basis for believing that mortgage interest, principal payments and other distributions are being passed through as required and that the servicing agent is meeting its material obligations under the terms of the offering.

1.– 9. No Change

10.[Fixed Return Options SM] <u>Binary Return DerivativesSM ("ByRDs")</u> (["Fixed Return Option" and "FRO"] <u>"Binary Return Derivatives" and "ByRDs"</u> are service marks of the Exchange.)

(A) Margin Account. Except as provided below, no [Fixed Return Option] <u>ByRDs option</u> carried long in a customer's account is or a customer shall be considered of any value for the purpose of computing the margin required in the account of such customer.

(i) The initial and maintenance margin on any [Fixed Return Option] <u>ByRDs option</u> carried long in a customer's account is 100% of the purchase price of such Fixed Return Option.

(ii) The initial and maintenance margin required on any [Fixed Return Option] <u>ByRDs option</u> carried short in a customer's account is the exercise settlement am[m]ount.

(iii) Spreads. No margin is required on a Finish High [Fixed Return Option] <u>ByRDs option</u> (Finish Low) carried short in a customer's account that is offset by a long Finish High [Fixed Return Option] <u>ByRDs option</u> (Finish Low) for the same underlying security or instrument that expires at the same time and has an exercise price that is less than (greater than) the exercise price of the short Finish High (Finish Low). The long Finish High (Finish Low) must be paid for in full.

(iv) Straddle/Combination. When a Finish High [Fixed Return Option] <u>ByRDs option</u> is carried short in a customer's account and there is also carried a short Finish Low [Fixed Return Option] <u>ByRDs option</u> for the same underlying security or instrument that expires at the same time and has an exercise price that is less than or equal to the exercise price of the short Finish High, the initial and maintenance margin required is the exercise settlement amount applicable to one contract.

(B) Cash Account. A [Fixed Return Option] <u>ByRDs option</u> carried short in a customer's account is deemed a covered position, and eligible for the cash account, provided any one of the following either is held in the account at the time the option is written or is received into the account promptly thereafter:

(i) No Change

(C) Adjustment. If it is determined that a Catastrophic Error has occurred where none of the parties is a Customer, unless both (all) parties agree to adjust the transaction to a different price or agree to bust the trade within 10 minutes of being notified of the Catastrophic Error by the Exchange, the execution price(s) of the transaction(s) will be adjusted to the Theoretical Price, (i) plus the adjustment value provided below for erroneous buy transactions, and (ii) minus the adjustment value provided for erroneous sell transactions. Catastrophic Errors involving Customers are handled as described in (d)(3)(B) of this rule.

Theoretical Price	**Adjustment Amount**
Below $2	$1
$2 to $5	$2
Above $5 to $10	$3
Above $10 to $20	$5
Above $20 to $50	$7
Above $50 to $100	$10
Above $100	$15

(ii) A long [Fixed Return Option] ByRDs option of the same type (Finish High or Finish Low) for the same underlying security or instrument that is paid for in full and expires at the same time, and has an exercise price that is less than the exercise price of the short in the case of a Finish High or greater than the exercise price of the short in the case of a Finish Low; or

(iii) No Change

11.-13. No Change

***Commentary ------- No Change

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Section 17. [Fixed Return Options]Binary Return Derivatives^{sm}

Rule 900[FRO]ByRDs. Applicability; Definitions

(a) Applicability. The Rules in this Section are applicable only to [Fixed Return Options] Binary Return Derivatives (“ByRDs”). Except to the extent that specific rules in this Section govern, or unless the context otherwise requires, Rule 900NY series of [the] rules and the policies of the Board of Directors shall be applicable to the trading of [Fixed Return Options]Binary Return Derivatives^{SM} or [FROs]ByRDs.^{SM} [Fixed Return Options] Binary Return Derivatives are included within the definition of "security" or "securities" as such terms are used in the [Constitution and] Rules of the Exchange.

(b) Definitions. The following terms as used in the Rules, shall unless the context otherwise indicates, have the meanings herein specified.

(1) [Fixed] Binary Return Derivatives [Option] - The term "[Fixed] Binary Return Derivatives [Option]" means an option contract having a fixed return in cash based on a set strike price. [Fixed] Binary Return Derivatives [Option] contracts may only be exercised at expiration pursuant to the Rules of the Options Clearing Corporation. This "style" of option is known as a "European style" option.

(2) – (4) No Change

(5) Settlement Price - The term "settlement price" means the "all-day" VWAP of the composite prices of the security underlying the [FRO] Binary Return Derivatives during regular trading hours on the business day of their expiration, or, in the case of an option contract expiring on a day that is not a business day, on the last trading day prior to expiration.

(6) Settlement Amount - The term "settlement amount" as used with reference to [a Fixed] Binary Return Derivatives [Option] means the amount in cash that a holder will receive upon automatic exercise of the contract.

Rule 901[FRO]ByRDs. [Fixed Return Options] Binary Return Derivative Contracts to be Traded

The Exchange may from time to time approve for listing and trading on the Exchange [Fixed] Binary Return Derivatives [Options] contracts in respect of underlying securities which have been selected in accordance with Rule 915. Only [Fixed] Binary Return Derivatives [Options] contracts approved by the Exchange and currently open for trading on the Exchange may be purchased or sold on the Exchange. All such [Fixed] Binary Return Derivative [Option] contracts shall be designated as to expiration date [month, expiration year], strike price, exercise settlement amount and underlying security.

Rule 902[FRO]ByRDs. Rights and Obligations of Holders and Sellers

(a) Subject to the provisions of Rules 907 and 909, the rights and obligations of holders and sellers of [Fixed] Binary Return Derivatives [Options] dealt in on the Exchange shall be as set forth in the By-Laws and Rules of The Options Clearing Corporation.

(b) The Exchange shall have no liability for damages, claims, losses or expenses caused by any errors, omissions or delays in calculating or disseminating any settlement price and/or index value resulting from any negligent act or omission by the Exchange or any act, condition or cause beyond the reasonable control of the Exchange, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; any error, omission or delay in the reports of transactions in one or more underlying securities.

Rule 903[FRO]<u>ByRDs</u>. Series of [FROs]<u>ByRDs</u> Open for Trading

[Rule 903 shall be applicable to Fixed Return Options.]

<u>(a) After a particular class of Binary Return Derivatives (Finish High contracts or Finish Low contracts relating to a specific underlying security) has been approved for listing and trading on the Exchange, the Exchange shall from time to time open for trading series of options therein. Prior to the opening of trading in any series of options, the Exchange shall fix the expiration date, and strike price of option contracts included in each such series. Except for Consecutive Week Expiration Series, at the commencement of trading on the Exchange of a particular class of Binary Return Derivatives, the Exchange shall open a minimum of one expiration month for each class of Binary Return Derivatives open for trading on the Exchange.</u>

<u>(b) Consecutive Week Expiration Series: The Exchange will list Binary Return Derivatives having five (5) consecutive weekly expiration series available at one time. Each expiration series will expire at the end of the week, normally a Friday, with consecutive week expirations covering the next five (5) calendar weeks. New expiration week series will be added for trading on Thursday each week, unless Friday is an Exchange holiday in which case new expiration series would be added for trading on Wednesday.</u>

<u>(c) The interval between strike prices for Binary Return Derivatives contracts will be $1 for strike prices between $3 and $200. The interval between strike prices for Binary Return Derivatives contracts will be $5 for strike prices over $200.</u>

> <u>(1) Initial and Additional Series. The Exchange will initially list series that are no more than 30% away from the price of the underlying security. The Exchange may list additional series if the furthest out of the money strike is less than 10% out of the money. At such time, the Exchange will list additional series that are not more than 30% away from the price of the underlying security.</u>
>
> <u>(2) Delisting. At the time the Exchange is adding additional series, it may proactively delist any existing series without open interest.</u>

Rule 904[FRO]<u>ByRDs</u>. Position Limits

(a) Unless otherwise provided in this Rule, position limits relating to [FROs]<u>Binary Return Derivatives</u> should be governed by the provisions of Rules 904 and 904C. [FROs] <u>Binary Return Derivatives</u> on each underlying <u>security</u> [stock and Exchange-Traded Fund Share] shall have a position limit of 25,000 contracts on the same side of the market.

(b) In determining compliance with the position limits set forth in paragraph (a), [FROs] <u>Binary Return Derivatives</u> shall not be aggregated with options contracts on the same or similar underlying <u>security</u> [stock or Exchange-Traded Fund Share].

. . . *Commentary* ------------------

.01 For purposes of the position limits established under this Rule, long positions in "Finish Low" and short positions in "Finish High" [FROs] Binary Return Derivatives shall be considered to be on the same side of the market; and short positions in "Finish Low" and long positions in "Finish High" [FROs] Binary Return Derivatives shall be considered to be on the same side of the market.

Rule 906[FRO]ByRDs. Reporting of Positions

200 Contract Reporting Requirement. Positions in [Fixed] Binary Return Derivatives [Options] shall be reported pursuant to Rule 906 except that the minimum position in an account which must be reported shall be 200 or more [FROs] Binary Return Derivatives. In computing reportable [FRO] Binary Return Derivatives positions under Rule 906, [Fixed]Binary Return Derivatives [Options] on underlying securities [individual stocks and Exchange-Traded Fund Shares] shall not be aggregated with non-[FRO]Binary Return Derivatives option contracts.

Rule 909[FRO]ByRDs. Other Restrictions on Fixed Return Option Transactions

Rule 909 shall be applicable to [Fixed]Binary Return Derivatives[Options].

Rule 910[FRO]ByRDs. Determination of the Settlement Price

(a) [Fixed]Binary Return Derivatives [Options] that are "in-the-money" are a function of the settlement price of the underlying security. [For FROs based on individual stocks and Exchange-Traded Fund Shares, t]The Exchange will use the "composite price" VWAP during regular trading hours for the entire business day of their expiration, or, in the case of an option contract expiring on a day that is not a business day, the entire business day immediately preceding the expiration date as reported by industry price vendors.

Commentary ------------------

.01 No Change

.02 The Settlement Price will be calculated such that it will always round up $.01 in those instances where the Settlement Price matches an existing strike price. For example; if there are expiring Finish High and Finish Low Binary Return Derivatives with a strike price of $20.00, should the Settlement Price calculation result in a value of $20.00, it will be rounded to $20.01 so that the Finish High options will pay off to avert a situation where neither the Finish High nor the Finish Low Binary Return Derivatives contract pays off at expiration.

Rule 915[FRO]ByRDs. Criteria for Underlying Securities

The criteria for underlying securities set forth in Rule 915 and related Commentaries shall be applicable to Fixed Return Options.

. . . *Commentary* ------------------

.01 To be eligible for an initial listing in connection with [Fixed]Binary Return Derivatives [Options], individual stocks must also meet the following criteria: (i) a minimum market capitalization of at least $40 billion, (ii) a minimum trading volume (in all markets in which the underlying security is traded) of at least 1 billion shares in the preceding twelve (12) months, (iii) a minimum average daily trading volume of 4 million shares, (iv) a minimum average daily trading value of at least $200 million during the prior six (6) months and (v) an underlying market price per share of at least $10 over the previous five (5) consecutive business days preceding the date on which the Exchange submits a certificate to the Options Clearing Corporation for listing and trading, as measured by the closing price reported in the primary listed market in which the underlying security is traded.

.02 To be eligible for an initial listing in connection with [Fixed]Binary Return Derivatives [Options], Exchange-Traded Fund Shares and Section 107 Securities must also meet the criteria for individual stocks set forth in Commentary .01 above except for the minimum market capitalization requirement in Commentary .01(i).

Rule 916[FRO]ByRDs. Withdrawal of Approval of Underlying Securities

The requirements for the continuance of approval of underlying securities for option contracts set forth in Rule 916 and related Commentaries shall be applicable to [Fixed]Binary Return Derivatives[Options].

. . . *Commentary* ------------------

.01 To be eligible for the listing and trading of additional series of [Fixed] Binary Return Derivatives [Options], individual stocks must continue to meet the following criteria: (i) a minimum market capitalization of at least $30 billion, (ii) a minimum trading volume (in all markets in which the underlying security is traded) of at least 1 billion shares in the preceding twelve (12) months, (iii) a minimum average daily trading volume of 4 million shares, (iv) a minimum average daily trading value of at least $125 million during the last six (6) months and (v) an underlying market price per share of at least $5 at the time such additional series are authorized for trading.

.02 No Change

.03 To be eligible for the listing and trading of additional series of [Fixed] Binary Return Derivatives, [Options,] Exchange-Traded Fund Shares and Section 107 Securities must also meet the continued criteria for individual stocks set forth in Commentary .01 above except for the minimum market capitalization requirement in Commentary .01(i).

[Rule 918FRO. Trading Rotations, Halts and Suspensions

Rule 918 shall be applicable to Fixed Return Options.]

Rule 951[FRO]ByRDs. Premium Bids and Offers

[All bids or offers made on the Floor for Fixed Return Option contracts shall be governed by Rule 951—ANTE.]

The minimum quoting and trading increment for Binary Return Derivatives contracts traded on the Exchange will be one cent ($0.01) for all series.

Rule 958[FRO]ByRDs. Maximum Bid-Ask Differentials

[Similar to Rule 958—ANTE(c), a specialist or registered trader]A Market Maker is expected to bid and offer so as to create differences of no more than $0.25 between the bid and the offer for each [FRO] Binary Return Derivatives contract except during the business day of their expiration, or, in the case of an option contract expiring on a day that is not a business day, during the business day prior to expiration where the maximum permissible price differential for [FROs] Binary Return Derivatives may be $0.50. [In the event the bid/ask differential in the underlying security is greater than the bid/ask differential set forth above, the permissible price differential for any in-the-money FRO series may be identical to those in the underlying security market.]

.Commentary ------------------

.01 The Exchange may establish permissible price differences other than those noted above for one or more series or classes of [FROs] Binary Return Derivatives as warranted by market conditions.

Rule 980[FRO]ByRDs. Automatic Exercise of Fixed Return Option Contracts

[Fixed]Binary Return Derivatives [Options] will be automatically exercised at expiration if the [s]Settlement [p]Price of the underlying security is greater than the strike price of a Finish High or less than the strike price in the case of a Finish Low.

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Rule 904BIN. Position Limits

(a)-(c) No Change

(d) In determining compliance with the position limits set forth in this Rule 904BIN, binary options shall not be aggregated with non-binary option contracts on the same or similar underlying security or broad-based index. In addition, binary options on broad-based indexes shall not be aggregated with non-binary option contracts and/or [Fixed Return OptionsSM] Binary Return Derivatives contracts on an underlying stock or stocks included within such broad-based index, and binary options on one broad-based index shall not be aggregated with binary options on any other broad-based index.

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Rule 975NY. Obvious Errors and Catastrophic Errors

Unless otherwise stated, the provisions contained within this Rule are applicable to electronic transactions only.

(a) Trades Subject to Review. An ATP Holder or person associated with an ATP Holder may have a trade adjusted or nullified if, in addition to satisfying the procedural requirements of paragraph (b) below, the conditions in paragraph (a)(3), (a)(4), (a)(5), (a)(6), or (a)(7) are satisfied.

(1) Definition of Obvious Error. For purposes of this rule only, an Obvious Error will be deemed to have occurred when the execution price of a transaction is higher or lower than the Theoretical Price for the series by an amount equal to at least the amount shown below; except for transactions in Binary Return Derivatives which are addressed in paragraph (a)(8):

Theoretical Price	Minimum Amount
Below $2	.25
$2 to $5	.40
Above $5 to $10	.50
Above $10 to $20	.80
Above $20	1.00

(2) – (7) No Change

(8) Binary Return Derivatives: Not withstanding subsection (a)(1) of this rule, any transaction in a Binary Return Derivatives contract that is higher or lower than the Theoretical Price by $.25 or more shall be deemed an Obvious Error, subject to the adjustment procedures of paragraph (a)(3), unless such adjustment would result in a price higher than $1.02, in which case the adjustment price shall be $1.02.

(b) – (c) No Change

(d) Catastrophic Error Price Adjustment Procedures

The Exchange shall adjust the execution price of a transaction that results from a Catastrophic Error as provided in this rule.

(1) *Catastrophic Error*. For purposes of Rule 975NY(d), a Catastrophic Error will be deemed to have occurred when the execution price of a transaction is higher or

lower than the Theoretical Price for the series by an amount equal to at least the minimum amount shown below; except for Binary Return Derivatives where any transaction occurring at a price greater than $1.02 shall qualify as a Catastrophic Error:

Theoretical Price	Minimum Amount
Below $2	$1
$2 to $5	$2
Above $5 to $10	$3
Above $10 to $20	$5
Above $20 to $50	$7
Above $50 to $100	$10
Above $100	$15

(2) No Change

(3) *Catastrophic Error Procedure*. The Exchange shall administer the application of Rule 975NY(d) as follows:

(A) – (B) No Change

(C) Adjustment. If it is determined that a Catastrophic Error has occurred where none of the parties is a Customer, unless both (all) parties agree to adjust the transaction to a different price or agree to bust the trade within 10 minutes of being notified of the Catastrophic Error by the Exchange, the execution price(s) of the transaction(s) will be adjusted to the Theoretical Price, (i) plus the adjustment value provided below for erroneous buy transactions, and (ii) minus the adjustment value provided for erroneous sell transactions[.]; except for Binary Return Derivatives, which shall be adjusted in accordance with (d)(3)(C)(i). Except for Binary Return Derivatives, Catastrophic Errors involving Customers are handled as described in (d)(3)(B) of this rule.

Theoretical Price	Adjustment Amount
Below $2	$1
$2 to $5	$2
Above $5 to $10	$3
Above $10 to $20	$5
Above $20 to $50	$7
Above $50 to $100	$10
Above $100	$15

(i) Binary Return Derivatives Adjustments. Upon proper notification as described in section (d)(3)(A) of this Rule, any transaction qualifying as a Catastrophic Error will automatically be adjusted by the Exchange to $1.02 per contract unless both parties mutually agree to nullify the transaction or both parties mutually agree to a different adjustment price.

(D) – (F) No change.

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