

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 935NY. Order Exposure Requirements

With respect to orders routed to the System, Users may not execute as principal orders they represent as agent unless (i) agency orders are first exposed on the Exchange for at least one (1) second or (ii) the User has been bidding or offering on the Exchange for at least one (1) second prior to receiving an agency order that is executable against such bid or offer or (iii) the User utilizes the Customer Best Execution Auction (“CUBE Auction”) pursuant to Rule 971.1NY.

Commentary:

.01 - .04 No change.

.05 [It will be a violation of Rule 935NY where an ATP Holder enters a Tracking Order for the purpose of executing as principal an order it also represents as agent.]Reserved.

.06 - .07 No change.

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Rule 964NY. Display, Priority and Order Allocation - Trading Systems

(a) No Change.

(b) Priority and Allocation Procedures for Orders and Quotes with Size

(1) No Change.

(2) Multiple bids or offers at the same price are afforded priority based on account type and other principles, as set forth below.

(A) – (E) No change.

[(F) Tracking Orders have last priority and will interact with incoming orders when certain conditions are met, but will never become part of the Display Order Process.]

(3) No change.

(c) Executions. This subsection (c) addresses situations in which orders or Quotes with Size are executed through the System.

(1) No change.

(2) An inbound order will be either fully or partially executed as follows:

(A) - (D) No change.

(E) the balance of the order, if any, will then be either:

(i) executed at the next available price level based on split-price execution, as provided in subsection (c)(3), below or

(ii) if the order locks or crosses the NBBO, it will be [matched against any available Tracking Order, prior to being routed, or

(iii) if the order locks or crosses the NBBO, it will be]routed via routing broker to the away market(s) displaying the National Best Bid or Offer Price. The order will be routed according to a proprietary algorithm. The order will be routed, either in its entirety or as component orders, to another Market Center(s) as a Limit Order equal to the price and up to the size of the quote published by the Market Center(s). The remaining portion of the order, if any, will be ranked and displayed in the Consolidated Book in accordance with the terms of such order and such order shall be eligible for execution pursuant to Rule 964NY.

If [neither of the conditions specified in subsections (i) or (ii) apply, and] the order is no longer marketable, or, if an order has been designated as an order type that is not eligible to be routed away, the order either will be placed in the Consolidated Book or cancelled if such order would lock or cross the NBBO.

Where an order or portion of an order is routed away and is not executed either in whole or in part at the other Market Center, upon its return the order shall be ranked and displayed in the Consolidated Book in accordance with the terms of such order. The order will not have time standing relative to other orders received from Users at the same price while it was outside the System.

(3) Split-Price Executions. An inbound electronic order will receive an execution at multiple prices if there is some, but insufficient, trading interest at a price and the remainder of the order can be filled at one (or more) other prices based on available

trading interest in the Consolidated Book. Orders will not be executed at a price that trades through another market. Executions at prices beyond the initial execution prices will match the inbound order:

(A) - (B) No Change.

[(C) third, if the order now locks the NBBO, against any eligible Tracking Orders.]

The balance of the order, if any, will be represented in the Consolidated Book, provided that if such order locks or crosses the NBBO, then the order will be routed via private routing broker to the away market(s) displaying the National Best Bid or Offer Price. If Exchange Rules or the order instructions do not permit routing the order will be cancelled.

(d) Prohibited Conduct Related to Crossing Orders.

Brokers may not execute as principal orders they represent as agent unless:

- (1) agency orders meet the exposure requirements of Rule 935NY [are first exposed on the Exchange for at least 3 seconds]; or,
- (2) the Broker executes the orders pursuant to Rule 934NY.

(e) No change.

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