

**EXHIBIT 5**

Additions underlined  
Deletions [bracketed]

## Rules of NYSE MKT LLC

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**Rule 123C - Equities. The Closing Procedures**

(1) – (9) No Change

••• *Supplementary Material:* -----

**.10** Closings may be effectuated manually or electronically (see Rule 104(b) - Equities). Exchange systems will not permit a DMM to close a security electronically if a DMM has manually-entered Floor interest.

If a DMM cannot facilitate the close of trading for one or more securities for which the DMM is registered as required by Exchange rules, the Exchange will close those securities electronically. Manually-entered Floor interest will not participate in any closing effectuated electronically by the Exchange and if previously entered, will be ignored. If the Exchange closes a security, the closing price will be within a specified percentage (“Closing Numerical Guideline”), as set forth below, greater than or less than the last sale price on the Exchange (“Reference Price”):

<u>Reference Price</u>	<u>Closing Numerical Guideline (Closing Price % Difference from the Reference Price)</u>
<u>Greater than \$0.00 up to and including \$25.00</u>	<u>10%</u>
<u>Greater than \$25.00 up to and including \$50.00</u>	<u>5%</u>
<u>Greater than \$50.00</u>	<u>3%</u>

If the Exchange closes a security,

- (a) It will consider all interest to be eligible to trade in the close consistent with Rule 123C(7) - Equities and 123C(8)(a) - Equities, except that interest specified in

Rule 123C(7)(a) - Equities will not participate in the closing trade if such interest would cause a closing price to be outside the Closing Numerical Guidelines; and

(b) The provisions of Rules 123C(9)(a)(1) - Equities and 123C(9)(b) - Equities will be suspended and only the Exchange may request a temporary suspension under Rule 123C(9)(a)(2) - Equities.

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