

## EXHIBIT 5

Additions are underlined; deleted text is [in brackets]

**RULES OF THE CHICAGO STOCK EXCHANGE, INC.**

\* \* \*

**ARTICLE 20. Operation of the CHX Matching System**

\* \* \*

**Rule 13. Compliance with Regulation NMS Plan to Implement a Tick Size Pilot****(a) Compliance with Quoting and Trading Restrictions****(1) Reserved****(b) Compliance with Data Collection Requirements**

(1) Policies and Procedures Requirement. A CHX Participant that operates a Trading Center shall establish, maintain and enforce written policies and procedures that are reasonably designed to comply with the data collection and transmission requirements of Items I and II of Appendix B of the Plan, and a CHX Participant that is a Market Maker shall establish, maintain and enforce written policies and procedures that are reasonably designed to comply with the data collection and transmission requirements of Item IV of Appendix B of the Plan and Item I of Appendix C of the Plan.

**(2) Trading Centers Data Requirements****(A) Certain CHX Participant Trading Centers**

(i) A CHX Participant that operates a Trading Center subject to the Tick Size Pilot Program, and for which the Exchange is the designated examining authority (“DEA”), shall collect and transmit to the Exchange data described in Items I and II of Appendix B to the Plan with respect to:

(a) Each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through the trading day immediately preceding the Pilot Period; and

(b) Each Pilot Security for the period beginning on the first day of the Pilot Period through six months after the end of the Pilot Period.

(ii) Each CHX Participant that operates a Trading Center subject to the Tick Size Pilot Program, and for which the Exchange is the DEA,

shall comply with their collection and transmission obligations under Items I and II of Appendix B to the Plan and this Rule through their submission of all data elements required pursuant to Article 11, Rule 3, as well as the following additional data elements, when an order in a Pilot Security or Pre-Pilot Data Collection Security is received or originated:

(a) Whether the CHX Participant is a Trading Center in either the Pilot Security or the Pre-Pilot Data Collection Security; and

(b) Whether the order is routable.

(iii) When an order in a Pilot Security or Pre-Pilot Data Collection Security is executed, each CHX Participant subject to this paragraph (b)(2)(A) shall comply with its collection and transmission obligations under Items I and II of Appendix B to the Plan and this Rule by identifying whether CHX Participant is relying upon the Retail Investor Order exception with respect to the execution of the order.

(iv) Each CHX Participant that operates a Trading Center subject to the Tick Size Pilot Program, and for which the Exchange is the DEA, shall submit data required under paragraph (b)(2)(A) by 8:00 a.m. CST the calendar day following the reportable event.

(v) The Exchange shall collect and transmit to the SEC the data described in Items I and II of Appendix B of the Plan and collected pursuant to this paragraph (b)(2)(A). The Exchange shall transmit such data to the SEC in a pipe delimited format, on a disaggregated basis by Trading Center, within 30 calendar days following month end. The Exchange shall make such data publicly available on the CHX website on a monthly basis at no charge and shall not identify the Trading Center that generated the data.

(B) CHX Trading Center

(i) The Exchange shall collect and transmit to the SEC the data described in Items I and II of Appendix B of the Plan relating to trading activity in Pre-Pilot Securities and Pilot Securities on a Trading Center operated by the Exchange. The Exchange shall transmit such data to the SEC in a pipe delimited format, on a disaggregated basis by Trading Center, within 30 calendar days following month end for:

(a) Each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through the trading day immediately preceding the Pilot Period; and

(b) Each Pilot Security for the period beginning on the first day of the Pilot Period through six months after the end of the Pilot

Period.

(ii) The Exchange shall make such data publicly available on the Exchange web site on a monthly basis at no charge and shall not identify the CHX Participant that generated the data.

(3) Daily Market Maker Participation Statistics Requirement

(A) A CHX Participant that is a Market Maker shall collect and transmit to their DEA data relating to Item IV of Appendix B of the Plan, with respect to activity conducted on any Trading Center in Pre-Pilot Securities and Pilot Securities in furtherance of its status as a Market Maker, including a Trading Center that executes trades otherwise than on a national securities exchange, for transactions that have settled or reached settlement date. Market Makers shall transmit such data in a format required by their DEA by 12:00 p.m. EST on T+4:

(i) For transactions in each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through the trading day immediately preceding the Pilot Period; and

(ii) For transactions in each Pilot Security for the period beginning on the first day of the Pilot Period through six months after the end of the Pilot Period.

(B) A CHX Participant that is a Market Maker whose DEA (i) is not a Participant to the Plan ("Plan Participant") or (ii) is the Exchange shall transmit the data collected pursuant to paragraph (3)(A) above to FINRA, in a manner as prescribed by FINRA. Market Makers shall transmit such data in a format required by FINRA by 12:00 p.m. EST on T+4 in accordance with paragraphs (3)(A)(i) and (ii) above.

(C) The Exchange shall transmit the data collected by the DEA or FINRA pursuant to paragraphs (3)(A) and (B) above relating to Market Maker activity on a Trading Center operated by the Exchange to the SEC in a pipe delimited format within 30 calendar days following month end. The Exchange shall also make such data publicly available on the Exchange web site on a monthly basis at no charge and shall not identify the Trading Center that generated the data.

(4) Market Maker Profitability

(A) A CHX Participant that is a Market Maker shall collect and transmit to their DEA the data described in Item I of Appendix C of the Plan with respect to executions on any Trading Center that have settled or reached settlement date. Market Makers shall transmit such data in a format required their DEA by 12:00 p.m. EST on T+4 for executions during and outside of Regular Trading Hours in each:

(i) Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through the trading day immediately preceding the Pilot Period; and

(ii) Pilot Security for the period beginning on the first day of the Pilot Period through six months after the end of the Pilot Period.

(B) A CHX Participant that is a Market Maker whose DEA (i) is not a Plan Participant or (ii) is the Exchange shall transmit the data collected pursuant to paragraph (4)(A) above to FINRA, in a manner as prescribed FINRA. Market Makers shall transmit such data in a format required by FINRA by 12:00 p.m. EST on T+4 for executions during and outside of Regular Trading Hours in accordance with paragraphs (4)(A)(i) and (ii) above.

(5) Market Maker Registration Statistics. The Exchange shall collect and transmit to the SEC the data described in Item III of Appendix B of the Plan relating to daily Market Maker registration statistics in a pipe delimited format within 30 calendar days following month end for:

(A) For transactions in each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through the trading day immediately preceding the Pilot Period; and

(B) For transactions in each Pilot Security for the period beginning on the first day of the Pilot Period through six months after the end of the Pilot Period.

••• Interpretations and Policies:

.01 The terms used in this Article 20, Rule 13 shall have the same meaning as provided in the Plan, unless otherwise specified.

.02 For purposes of the reporting requirement in Appendix B.II.(n), a Trading Center shall report “Y” to their DEA where it is relying upon the Retail Investor Order exception to Test Groups Two and Three, and “N” in all other instances.

.03 For purposes of Appendix B.I, the field “Affected by Limit-Up Limit-Down bands” shall be included. A Trading Center shall report a value of “Y” to their DEA when the ability of an order to execute has been affected by the Limit-Up Limit-Down (LULD) bands in effect at the time of order receipt. A Trading Center shall report a value of “N” to their DEA when the ability of an order to execute has not been affected by the LULD bands in effect at the time of order receipt. For purposes of Appendix B.I, the Plan Participants shall classify all orders in Pilot and Pre-Pilot Securities that may trade in a foreign market as: (1) fully executed domestically or (2) fully or partially executed on a foreign market. For purposes of Appendix B.II, the Plan Participants shall classify all orders in Pilot and Pre-Pilot Securities that may trade in a foreign market as: (1) directed to a domestic venue for execution; (2) may only be directed to a foreign venue for

execution; or (3) fully or partially directed to a foreign venue at the discretion of the CHX Participant.

.04 For purposes of Appendix B.I.a(14), B.I.a(15), B.I.a(21) and B.I.a(22), the time ranges shall be changed as follows:

(a) Appendix B.I.a(14A): The cumulative number of shares of orders executed from 100 microseconds to less than 1 millisecond after the time of order receipt;

(b) Appendix B.I.a(15): The cumulative number of shares of orders executed from 1 millisecond to less than 100 milliseconds after the time of order receipt;

(c) Appendix B.I.a(21A): The cumulative number of shares of orders canceled from 100 microseconds to less than 1 millisecond after the time of order receipt; and

(d) Appendix B.I.a(22): The cumulative number of shares of orders canceled from 1 millisecond to less than 100 milliseconds after the time of order receipt.

.05 For purposes of Appendix B.I.a(31)-(33), the relevant measurement is the time of order receipt.

.06 For purposes of Appendix B, the following order types and numbers shall be included and assigned the following numbers: “not held” orders (18); clean cross orders (19); auction orders (20); and orders that cannot otherwise be classified, including orders received when the NBBO is crossed (21).

.07 A CHX Participant shall not be deemed a Trading Center for purposes of Appendix B of the Plan where that CHX Participant only executes orders otherwise than on a national securities exchange for the purpose of: (i) correcting a bona fide error related to the execution of a customer order; (ii) purchases a security from a customer at a nominal price solely for purposes of liquidating the customer’s position; or (iii) completing the fractional share portion of an order.

.08 A Trading Center shall begin the data collection required pursuant to Appendix B.I.a(1) through B.II.(y) of the Plan and Item I of Appendix C of the Plan on April 4, 2016. The requirement that the Exchange or their DEA provide information to the SEC within 30 days following month end and make certain data publicly available on the Exchange’s or DEA’s web site pursuant to Appendix B and C of the Plan shall commence at the beginning of the Pilot Period.

.09 For purposes of Item I of Appendix C, the Plan Participants shall calculate daily Market Maker realized profitability statistics for each trading day on a daily last in, first out (LIFO) basis using reported trade price and shall include only trades executed on the subject trading day. The daily LIFO calculation shall not include any positions carried over from previous trading days. For purposes of Item I.c of Appendix C, the Plan Participants shall calculate daily Market Maker unrealized profitability statistics for each trading day on an average price basis. Specifically, the Plan Participants must calculate

the volume weighted average price of the excess (deficit) of buy volume over sell volume for the current trading day using reported trade price. The gain (loss) of the excess (deficit) of buy volume over sell volume shall be determined by using the volume weighted average price compared to the closing price of the security as reported by the primary listing exchange. In calculating unrealized trading profits, the Plan Participant also shall report the number of excess (deficit) shares held by the Market Maker, the volume weighted average price of that excess (deficit), and the closing price of the security as reported by the primary listing exchange used in reporting unrealized profit.

.10 “Pre-Pilot Data Collection Securities” are the securities designated by the Plan Participants for purposes of the data collection requirements described in Items I, II and IV of Appendix B and Item I of Appendix C of the Plan for the period beginning six months prior to the Pilot Period and ending on the trading day immediately preceding the Pilot Period. The Plan Participants shall compile the list of Pre-Pilot Data Collection Securities by selecting all NMS stocks with a market capitalization of \$5 billion or less, a Consolidated Average Daily Volume (CADV) of 2 million shares or less and a closing price of \$1 per share or more. The market capitalization and the closing price thresholds shall be applied to the last day of the Pre-Pilot measurement period, and the CADV threshold shall be applied to the duration of the Pre-Pilot measurement period. The Pre-Pilot measurement period shall be the three calendar months ending on the day when the Pre-Pilot Data Collection Securities are selected. The Pre-Pilot Data Collection Securities shall be selected thirty days prior to the commencement of the six-month Pre-Pilot Period.

.11 This Rule shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan).

\* \* \*