EXHIBIT 5

Additions are underlined; deleted text is [in brackets]

RULES OF THE CHICAGO STOCK EXCHANGE, INC.

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ARTICLE 1. Definitions and General Information

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Rule 2. Order Types, Modifiers, and Related Terms

Unless otherwise specifically defined elsewhere in the CHX Rules, the following terms shall have the respective meanings ascribed to them, for purposes of all CHX Rules. Order modifiers listed under Article 18, Rule 1(b)(2)(D) shall not be active for a security that is subject to a SNAP Cycle, as described under Article 18, Rule 1.

(a)   *General Order Types*. The following general order types shall be accepted by the Matching System, subject to the requirements of Article 20, Rule 4.

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(2)   "Cross order": an order to buy and sell the same security at a specific price. A cross order may only execute within the Matching System if it is priced better than the Working Price, as defined under Article 1, Rule 1(pp), of all resting orders on the CHX Book[and which would not constitute a trade-through under Reg NMS (including all applicable exceptions and exemptions)]. A cross order may represent interest of one or more Participants of the Exchange, but may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b). A cross order may be subject to special handling, pursuant to paragraph (g) below.

All cross orders shall be deemed to have been received "Immediate Or Cancel," as defined under paragraph (d)(4), which cannot be overridden by an order sender, provided the following:

*   *   *

(b)   *Order Execution Modifiers*. One or more order execution modifiers may be applied to a general order type, subject to the requirements of Article 20, Rule 4, so long as the modifier is compatible with the general order type and other applicable order modifiers/terms.

(1)   Unchanged

(2)   *Cross Orders Only*. The following order execution modifiers may be attributed to cross orders only:

(A) – (D)   Unchanged

(E)   "Qualified Contingent Trade" or "QCT": a cross order modifier, which may only be utilized by an Institutional Broker, for a cross order that is part of a transaction consisting of two or more component orders, executed as agent or principal, where:

*   *   *

(g)   *Special Order Handling.* An order may be subject to special handling under the following circumstances:

(1)   "Cross With Size": a cross order (except any cross order subject to Non-Regular Way Settlement) to buy and sell at least 5,000 shares of the same security with a total value of at least $100,000 will execute, notwithstanding resting orders in the CHX Book at the same price, where:

(A)   there are no resting orders on the CHX Book with a[the order is at a price equal to or better than the] Working Price, as defined under Article 1, Rule 1(pp), better than the cross order[of all resting orders on the CHX book and would not constitute a trade-through under Regulation NMS (including all applicable exceptions and exemptions)]; and

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ARTICLE 11. Participant Books and Records

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Rule 3. Records of Orders and Executions by Certain Participants

(a)   The provisions of this Rule shall only apply to certain Participants described under paragraph (e) below. Each such[Every] Participant shall preserve for at least three years (or any longer period of time required by Exchange Act Rule 17a-4) a record, meeting the criteria set out in paragraph (b) below, of:

(1) – (3)   Unchanged

(4)   Every component order and trade, whether handled by the Participant or not, related to a cross order marked Qualified Contingent Trade that is submitted by the Participant and executed within the Matching System.

(b)   Subject to the exceptions set out in Interpretations .01, .03, .04 and .06 below, each Participant must accurately record, in such electronic system(s) as the Exchange shall designate, the following details about each order and execution identified in (a)(1) through ([3]4) above:

(1) – (25)   Unchanged

(26) System-generated time(s) of recording required information; [and]

(27) With respect to any cross orders marked Qualified Contingent Trade that is submitted by the Participant and executed within the Matching System, (A) the date and time of receipt by the Participant of the corresponding order from its customer and (B) all information specified by the Exchange regarding any related component orders and trades executed at the Exchange or away, which shall be entered into the Broker Back Office System (as applicable), in a manner prescribed by the Exchange; and

(28) Such other information as the Exchange may from time to time require.

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(e)   These rule provisions shall apply to all Participants acting as Institutional Brokers and Market Makers and registered with the Exchange pursuant to Article 17 or 16, respectively, and any other Participant for which the Exchange is the Designated Examining Authority. Other Participants shall be required to maintain the information set out above, to the extent that this information is required by the Exchange Act and the rules thereunder, as well as, the rules of the other self-regulatory organizations of which they are members.

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• • • *Interpretations and Policies*:

.01   For purposes of this rule, an order shall be any written, oral or electronic instruction to effect a transaction. [A decision by a Participant to buy or sell securities for his or her own account on the Exchange shall not constitute an order for which a record must be made under this rule.]

.02   Unchanged

.03   [These rules shall not apply to orders sent or received]<u>A Participant that sends or receives orders, cancellations and executions, as applicable,</u> through the Exchange's matching system or through any other electronic systems that the Exchange expressly recognizes as providing the required information in a format acceptable to the Exchange <u>is not required to maintain a separate record of such orders, cancellations and executions</u>. The Exchange will not <u>expressly</u> recognize a non-Exchange system as providing information in an acceptable format unless <u>such</u>[that] system has synchronized its business clocks for recording data with reference to a time source designated by the Exchange and maintains <u>such</u>[that] synchronization in conformity with procedures prescribed by the Exchange.

.04 - **.05**   Unchanged

.06   A Participant who receives orders to buy and sell the same security and executes those orders immediately upon receipt shall record only the information set out in (b)(1), (2), (4), (5), (9) and (21) through ([27]<u>28</u>) above.

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ARTICLE 17. Institutional Brokers

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Rule 3. Responsibilities

The responsibilities and duties of an Institutional Broker specifically include, but are not limited to, the following activities by or through an affiliated IBR:

(a)   *Entry of orders <u>and related information</u> into an automated system.* Each Institutional Broker must enter all orders it receives for execution <u>and any other information as required under Article 11</u> into an automated system <u>approved by the Exchange</u>[as required by the provisions of Article 11].

(b)   Unchanged

(c)   *Maintenance of specific <u>recordkeeping</u> accounts*. Each Institutional Broker must <u>establish and</u> maintain separate <u>CHX</u> recordkeeping accounts <u>at the Exchange</u> for <u>the sole purpose of recording the following activity:</u>[handling] (1) <u>an agency recordkeeping account for</u> agency transactions; (2) <u>a principal recordkeeping account for</u> principal <u>and</u>

riskless principal transactions; and (3) an error recordkeeping account for transactions involving only Bona Fide E[e]rrors.[, and must] An Institutional Broker must record each above-mentioned[enter] transaction[s] into the appropriate CHX recordkeeping account[s].

<p style="text-align:center">*   *   *</p>

Rule 7. Broker Back Office System

(a)   *Description of System*. The Broker Back Office System ("BBOS") is a trade management system developed and maintained by the Exchange that permits Institutional Brokers to input certain information and to generate reports therefrom. BBOS is also an automated system approved by the Exchange for the purposes of Rule 3(a) above.

(b)   *Record Retention*. Users of the BBOS are responsible for entering all transactional, order and other information into the system as required by CHX Rules, in an accurate, timely and complete matter. As the operator of BBOS, the Exchange retains information entered into BBOS on behalf of the user in conformity with applicable rules and regulations. The Exchange provides such information to Institutional Brokers in a format designated by the Exchange to assist Institutional Brokers: in conducting research regarding their own trading activities; in responding to requests for information from customers, regulatory authorities or by process of law; and for other legitimate business purposes. The Exchange charges the Institutional Brokers the fees specified in its published Schedule of Fees and Assessments for the collection and retrieval of such information.

(c)   *Mandatory Data Fields*. For all orders and trades described under Article 11, Rule 3(b)(27), Institutional Brokers must record the following information into the BBOS, as applicable:

       (1)   QCT Type;

       (2)   Related Exchange;

       (3)   Print Time;

       (4)   Expiration Year;

       (5)   Expiration Month;

       (6)   Price;

(7)   Contracts;

(8)   Strike Price;

(9)   Call/Put;

(10)   Volume; and

(11)   Short Sale Indicator.

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ARTICLE 20. Operation of the CHX Matching System

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Rule 8.   Operation of the Matching System

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 (e)   *Execution of certain orders and order types*. The following orders shall be executed within the Matching System as set out below:

(1)   *Cross [and Cross With Size]orders*. Cross [and Cross With Size]orders shall be <u>handled pursuant to </u>[automatically executed if they meet the requirements set out in]Article 1, Rule 2(a)(2) and Rule 2(g)(1) above. [If an order designated as a cross or Cross With Size does not meet the requirements for its designation at the time it is received by the Matching System, it shall be immediately and automatically cancelled].

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