

EXHIBIT 5

Proposed new language is underlined; proposed deletions are marked by [brackets].

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Rule 11.15. Order Execution

Orders shall be matched for execution by following this Rule. For any execution to occur during Regular Trading Hours, however, the price must be equal to or better than the Protected NBBO, unless the order is marked ISO or unless the execution falls within another exception set forth in Rule 611(b) of Regulation NMS. The Exchange intends to take advantage of the self-help provisions of Regulation NMS.

(a) *Orders Other than Sweep Orders.*

(i) *Execution against NSX Book.* An incoming order (other than a Sweep Order) shall first attempt to be matched for execution against orders in the NSX Book. An incoming order to buy (other than a Sweep Order) will be automatically executed to the extent that it is priced at an amount that equals or exceeds any order to sell in the NSX Book. Such order to buy shall be executed at the price(s) of the lowest order(s) to sell having priority in the NSX Book. An incoming order to sell (other than a Sweep Order) will be automatically executed to the extent that it is priced at an amount that equals or is less than any other order to buy in the NSX Book. Such order to sell shall be executed at the price(s) of the highest order(s) to buy having priority in the NSX Book.

(ii) *Routing to Away Trading Centers.* Unless the terms of the order direct otherwise, if an order (other than a Sweep Order) has not been executed in its entirety pursuant to paragraph (a)(i) of this Rule, the order shall be eligible for routing away as follows:

(A) The order will be converted into one or more limit orders, as necessary, to be matched for execution against each protected quotation at the Protected NBBO available at away trading centers. Each such converted limit order shall be priced as follows:

(1) if the original order is a market order, the converted limit order shall be priced at the price of the protected quotation that it is to be matched for execution against; or

(2) if the original order is a limit order, the converted limit order shall be priced at

(x) in the case of a buy order, the lower of the limit price of the original order and one increment lower than the lowest offer on the NSX Book; or

(y) in the case of a sell order, the higher of the limit price of the original order and one increment higher than the highest bid on the NSX Book.

(B) Each converted limit order will be routed to the applicable trading center for execution against the applicable protected quotation at the Protected NBBO. No orders routed away pursuant to this subsection (ii) shall be marked ISO.

(iii) Following steps (i) and (ii) above, unless the terms of the order direct otherwise, any unfilled portion of the order originally entered into the System shall be ranked in the NSX Book in accordance with the terms of such order under Rule 11.14 and such order shall be eligible for execution under this Rule 11.15.

(iv) Notwithstanding the foregoing, a Zero Display Reserve Order designated as a Post Only Order that is immediately marketable upon entry, but not executed pursuant to Rule 11.11(c)(5)(B), will be ranked in the NSX Book in accordance with Rule 11.14. Thereafter, it will be matched for execution in accordance with Rule 11.15, except that when matched for execution, if the price of such order is better (i.e. higher for a buy order and lower for a sell order) than the contra-side of the Protected BBO, such order will be deemed to be priced at the price of the contra-side of the Protected BBO.

(b) – (e) *No changes*