

EXHIBIT 5

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

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Rule 1.5 Definitions

Unless the context otherwise requires, for all purposes of these Exchange Rules, terms used in Exchange Rules shall have the meaning assigned in Article I of the By-Laws or as set for the below:

A.

Adverse Action

(1) *No Change.*

Authorized Trader

(2) *No Change.*

Automatic Execution Mode

(3) The mode of order interaction on the Exchange as described in Rule 11.13(b)(1).

B.- Z. *No Change.*

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Rule 11.11. Orders and Modifiers

Users may enter into the System the types of orders listed in this Rule 11.11, subject to the limitations set forth in this Rule or elsewhere in these Rules.

(a) – (b) *No Changes.*

(c) *Other Types of Orders and Order Modifiers.*

(1) – (10) *No Changes.*

(11) Auto-Ex Order. A limit or market order that is automatically executed by the System against any marketable contra side order as in the manner described in Rule 11.13(b)(1).

(12) Reserved.

(13) Auto-Ex Only Order. An IOC Limit or Market Order that the System will automatically execute exclusively against other Auto-Ex Orders at a marketable price. An Auto-Ex Only Order will not interact with an Order Delivery Order nor route away to other Trading Centers. The System will cancel shares remaining after executing against all marketable Auto-Ex Orders. An Auto-Ex Only Order may not be used to comply with Commission Rule 611 of Regulation NMS because the Auto-Ex Only Order will not interact with Order Delivery Orders that may be protected quotations.

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