EXHIBIT 5

Proposed new language is <u>underlined</u>; proposed deletions are marked by [brackets].

Rules of EDGX Exchange, Inc.

* * * * *

CHAPTER XI. TRADING RULES

* * * * *

11.10. Order Execution

     (a) – (d)   (No change).

     (e)   Cancel/Replace Messages. A User may cancel or replace an existing order entered by the User, subject to the following limitations.

          (1) – (2)   (No change).

          (3)   Other than changing a Limit Order to a Market Order, only the price, Stop Price, the sell long indicator, Short Sale instruction, Max Floor of an order with a Reserve Quantity, <u>and</u> size of the order[, and the minimum quantity of a Minimum Execution Quantity instruction] may be changed by a Replace Message. If a User desires to change any other terms of an existing order the existing order must be cancelled and a new order must be entered.

          (4)   (No change).

* * * * *