

Exhibit 5

## Text of Proposed Rule Change

Underlining indicates additions; [brackets] indicate deletions.

**Rule 723. Price Improvement Mechanism for Crossing Transactions**

(a) The Price Improvement Mechanism is a process by which an Electronic Access Member can provide price improvement opportunities for a transaction wherein the Electronic Access Member seeks to facilitate an order it represents as agent, and/or a transaction wherein the Electronic Access Member solicited interest to execute against an order it represents as agent (a “Crossing Transaction”).

(b) Crossing Transaction Entry. A Crossing Transaction is comprised of the order the Electronic Access Member represents as agent (the “Agency Order”) and a counter-side order for the full size of the Agency Order (the “Counter-Side Order”). The Counter-Side Order may represent interest for the Member’s own account, or interest the Member has solicited from one or more other parties, or a combination of both.

(1) [Except as provided in Supplementary Material .08 below, a]A Crossing Transaction must be entered only at a price that is [better than the ISE Gemini best bid or offer (“ISE Gemini BBO”) and] equal to or better than the national best bid or offer (“NBBO”) and better than the limit order or quote on the ISE Gemini orderbook on the same side of the Agency Order.

(2) The Crossing Transaction may be priced in one-cent increments.

(3) The Crossing Transaction may not be canceled, but the price of the Counter-Side Order may be improved during the exposure period.

(c) Exposure Period. Upon entry of a Crossing Transaction into the Price Improvement Mechanism, a broadcast message that includes the series, price and size of the Agency Order, and whether it is to buy or sell, will be sent to all Members. This broadcast message will not be included in the ISE Gemini disseminated best bid or offer and will not be disseminated through OPRA.

(1) Members will be given 500 milliseconds to indicate the size and price at which they want to participate in the execution of the Agency Order (“Improvement Orders”).

(2) Improvement Orders may be entered by all Members for their own account or for the account of a Public Customer in one-cent increments at the same price as the Crossing Transaction or at an improved price for the Agency Order, and for any size up to the size of the Agency Order.

(3) During the exposure period, Improvement Orders may not be canceled, but may be modified to (1) increase the size at the same price, or (2) improve the price of the Improvement Order for any size up to the size of the Agency Order.

(4) During the exposure period, [the aggregate size of the best prices] responses (including the Counter-Side Order, Improvement Orders, and any changes to either) submitted by Members shall not be visible to other auction participants [will continually be updated and broadcast to all Members].

(5) The exposure period will automatically terminate (i) at the end of the 500 millisecond period, (ii) upon the receipt of a market or marketable limit order on the Exchange in the same series, or (iii) upon the receipt of a non-marketable limit order in the same series on the same side of the market as the Agency Order that would cause the price of the Crossing Transaction to be outside of the best bid or offer on the Exchange.

(d) Execution. At the end of the exposure period the Agency Order will be executed in full at the best prices available, taking into consideration orders and quotes in the Exchange market, Improvement Orders, Customer Participation Orders (see Supplementary Material .06 below) and the Counter-Side Order. The Agency Order will receive executions at multiple price levels if there is insufficient size to execute the entire order at the best price.

(1) At a given price, Priority Customer interest is executed in full before Professional Orders and any other interest of Members (i.e., proprietary interest from Electronic Access Members and Exchange market makers) [Professional Orders and market maker quotes].

[(2) After Priority Customer interest at a given price, non-Member Professional Orders will be executed in full before any proprietary interest of Members (i.e., proprietary interest from Electronic Access Members and Exchange market makers).]

[(3)] (2) After Priority Customer interest [and non-Member Professional Orders] at a given price, Professional Orders and Members' [proprietary] interest will participate in the execution of the Agency Order based upon the percentage of the total number of contracts available at the price that is represented by the size of the Members' interest.

[(4)] (3) In the case where the Counter-Side Order is at the same price as Members' interest in (d)([3]2), the Counter-Side order will be allocated the greater of one (1) contract or forty percent (40%) of the initial size of the Agency Order before other Member interest is executed. Upon entry of Counter-Side orders, Members can elect to automatically match the price and size of orders, quotes and responses received during the exposure period up to a specified limit price or without specifying a limit price. In this case, the Counter-Side order will be allocated its full size at each price point, or at each price point within its limit price [is] if a limit is specified, until a price point is reached where the balance of the order can be fully executed. At such price point, the Counter-Side order shall be allocated the greater of one contract or forty percent (40%) of the original size of the Agency Order, but only after Priority Customer Orders [and non-Member Professional Orders] at such price point are executed in full. Thereafter, all other orders, Responses, and quotes at the price point will participate in the execution of the Agency Order based upon the percentage of the

total number of contracts available at the price that is represented by the size of the order, Response or quote. An election to automatically match better prices cannot be cancelled or altered during the exposure period.

[(5)] (4) When a market order or marketable limit order on the opposite side of the market from the Agency Order ends the exposure period, it will participate in the execution of the Agency Order at the price that is mid-way between the best counter-side interest and the NBBO, so that both the market or marketable limit order and the Agency Order receive price improvement. Transactions will be rounded, when necessary, to the \$.01 increment that favors the Agency Order.

### ***Supplementary Material to Rule 723***

.01 - .04 No Change.

.05 Paragraphs (c)(5) and (d)(4)[(5)] will be effective for a Pilot Period expiring on July 18, 2014. During the Pilot Period, the Exchange will submit certain data relating to the frequency with which the exposure period is terminated by unrelated orders. Any data which is submitted to the Commission will be provided on a confidential basis.

.06 - .07 No Change.

.08 Reserved. [When the ISE Gemini BBO is equal to the NBBO, a Crossing Transaction may be entered where the price of the Crossing Transaction is equal to the ISE Gemini BBO if the Agency Order is on the opposite side of the market from the ISE Gemini BBO. In this case, the Agency Order will be automatically executed against the ISE Gemini BBO. If the Agency Order is not fully executed after the ISE Gemini BBO is fully exhausted and is no longer at a price equal to the Crossing Transaction, the Price Improvement Mechanism will be initiated for the balance of the order as provided in Rule 723. With respect to any portion of an Agency Order that is automatically executed against the ISE Gemini BBO pursuant to this paragraph .08, the exposure requirements contained in Rule 717(d) and (e) will not be satisfied for the fact that the member utilized the Price Improvement Mechanism.]

.09 No Change.

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### **Rule 811. Directed Orders**

(a) – (d) No Change.

(e) Except as provided in this paragraph (e), when a Directed Order is released, the System processes the order in the same manner as any other order received by the Exchange. Directed Orders will not be automatically executed at a price that is inferior to the NBBO and, except as provided in subparagraph (e)(3), will be handled

pursuant to Supplementary Material .02 and .03 to Rule 1901 when the ISE Gemini best bid or offer is inferior to the NBBO.

(1) A marketable Directed Order [that is released, or entered into the PIM pursuant to Supplemental Material .08 to Rule 723,] will be matched against orders and quotes according to Rule 713 except that, at any given price level, the Directed Market Maker will be last in priority.

(i) – (iv) No Change.

(2) – (3) No Change.