EXHIBIT 5

New text is <u>underlined</u>;
Deleted text is in [brackets]

NYSE American Rules

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Rule 971.2NYP. Complex Electronic Cross Transactions

(a) *Complex CUBE Order*. A Complex CUBE Order is a Complex Order, as defined in Rule 900.3NYP(f), submitted electronically by an ATP Holder ("Initiating Participant") into the Complex Customer Best Execution Auction ("Complex CUBE Auction" or "Auction") that the Initiating Participant represents as agent on behalf of a public customer, broker dealer, or any other entity.

(1) The Initiating Participant guarantees the execution of the Complex CUBE Order by submitting a contra-side order ("Complex Contra Order") representing principal interest or non-Customer interest it has solicited to trade solely with the Complex CUBE Order at a specified "stop price" or an "auto-match limit price" as described in paragraphs (b)(1)(A) and (b)(1)(B) of this Rule. The stop price and auto-match limit price are not displayed.

(A) *Definitions*. The following are definitions for purposes of this Rule.

(i) The "Complex BBO" means the best-priced complex order(s) in the same complex strategy to buy (sell). The Complex BB cannot exceed the DBO and the Complex BO cannot exceed the DBB.

(ii) <u>The "Complex NBBO" has the meaning set forth in Rule 980NYP(a)(2).</u>

(iii)<u></u>[(ii)] The "CUBE BBO" means the CUBE BB and the CUBE BO.

(a) The CUBE BB for a Complex CUBE Order to buy is comprised of the higher of: the Complex BB or the Complex BB plus one cent ($0.01) if there is a Customer Complex Order on the Complex BB; or the DBB or the DBB plus one cent ($0.01) if there is displayed Customer interest on the Exchange BBO and the DBB is calculated using the price of that displayed Customer interest.

(b) The CUBE BO for a Complex CUBE Order to sell is comprised of the lower of: the Complex BO or the Complex BO minus one cent ($0.01) if there is a Customer Complex Order on the Complex BO; or the DBO or the DBO minus one cent ($0.01) if there is displayed Customer interest on the Exchange BBO and the DBO is calculated using the price of that displayed Customer interest.

(iv)[(iii)] The "DBBO" has the meaning set forth in Rule 980NYP(a)(5).

(v)[(iv)] The "initiating price" for a Complex CUBE Order to buy (sell) is the lower (higher) of the Complex CUBE Order's net price or the price that locks the DBO (DBB) or, if the DBO (DBB) includes displayed Customer interest on the Exchange, the DBO (DBB) minus (plus) one cent ($0.01).

(vi)[(v)] The "range of permissible executions" of a Complex CUBE Order to buy (sell) includes prices equal to or between the initiating price as the upper (lower) bound and the CUBE BB (BO) as the lower (upper) bound. The range of permissible executions will be adjusted based on updates to the CUBE BB (BO) during an Auction. If the CUBE BB (BO) updates to be higher (lower) than the initiating price the Auction will end early pursuant to paragraph (c)(3) of this Rule.

(vii) A "nonconforming Complex CUBE Order" may have a leg ratio that is greater than three-to-one (3.00) or less than one-to three (.333).

> (a) The "CUBE BB (BO)" for a nonconforming Complex CUBE Order to buy (sell) is the Complex NBB (NBO), provided that for each component leg of the Complex NBB (NBO) that represents displayed Customer interest on the Exchange, the CUBE BB (BO) will improve the price of such displayed Customer interest by at least one cent ($0.01).

> (b) The "initiating price" for a nonconforming Complex CUBE Order to buy (sell) is the lower (higher) of the Complex CUBE Order's net price or the price that locks the CUBE BO (BB) as defined in paragraph (vii)(a) immediately above.

(2) Initiation of Auction. To initiate a Complex CUBE Auction, the net price of a Complex CUBE Order to buy (sell) must be equal to or higher (lower) than the CUBE BB (BO). A Complex CUBE Order that does not meet this requirement will be rejected along with the Complex Contra Order. The time at which the Auction is initiated will also be considered the time of execution for the Complex CUBE Order.

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(c) *Auction Process*. One or more Complex CUBE Auctions in the same complex strategy may occur at the same time. If multiple Complex CUBE Auctions in a complex strategy are running concurrently, the Auctions will conclude sequentially, based on the time each Complex CUBE Auction is initiated, unless an Auction concludes early, per paragraph (c)(3) of this Rule. At the time each Auction concludes, the Complex CUBE Order will be allocated against all eligible RFR Responses available at the time of conclusion. In the event there are multiple Auctions underway that are each terminated early, the Auctions will be processed sequentially based on the time each Complex CUBE Auction is initiated. Once commenced, the Complex CUBE Order

(as well as the Complex Contra Order) may not be cancelled or modified, and will proceed as follows:

> (1) Complex CUBE Auction Request for Responses ("RFR") and Response Time Interval.

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> (C) Any ATP Holder may respond to the RFR, provided such response is properly marked specifying the price, size and side of the market ("RFR Response"). Any RFR Response to a Complex CUBE Order to buy (sell) priced below (above) the CUBE BB (BO) will be repriced to the CUBE BB (BO) and will be eligible to trade in the Auction at such price. The Auction will accept RFR Responses as follows:

>> (i) Complex GTX Order - A Complex GTX Order is an Electronic Complex Order, as defined in Rule 980NYP, with a time-in-force contingency for the Response Time Interval, which must specify price, size and side of the market. A Complex GTX Order must be on the opposite side of a Complex CUBE Order being auctioned and may include an AuctionID to respond to a specific Complex CUBE Auction. A Complex GTX Order submitted without an AuctionID will respond to the Auction that began closest in time to the submission of the Complex GTX Order.

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>> (e) Complex GTX Orders are eligible for processing regardless of ratio, including against nonconforming Complex CUBE Orders.

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(3) Early Conclusion of Auction. When the Auction concludes early, the Complex CUBE Order will execute pursuant to paragraph (c)(4) of this Rule. An Auction for a Complex CUBE Order to buy (sell) will conclude early if, during the Response Time Interval, the Exchange receives updates to the CUBE BBO as follows.

> (A) Any same-side interest that adjusts the CUBE BB (BO) to be higher (lower) than the initiating price.

> (B) Any opposite-side interest in the leg markets that adjusts the CUBE BO (BB) to be lower (higher) than the initiating price[, but only when the CUBE BO (BB) is based on the DBO (DBB) (i.e., leg market interest on the Exchange)].

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