

**EXHIBIT 5**

Additions underlined

Deletions [bracketed]

Rules of NYSE MKT LLC

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**Rule 79A - Equities. Miscellaneous Requirements on Stock Market Procedures**

••• *Supplementary Material:* -----

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[.20 (a) Except as relates to DMM dealer trades in such inactively traded securities as the Exchange shall from time to time identify, all transactions in stocks by the DMM as dealer (when the market is slow) or transactions in which DMM as dealer is reaching across the market (when the market is fast) which are made (i) at \$1.00 or more away from the last sale when such last sale is under \$20 per share or (ii) at \$2.00 or more away from the last sale when such last sale is at \$20 per share or over, require the prior approval of a Floor Official. For purposes of the rule, the Exchange will be considered to be a `slow' market when displaying a bid or offer (or both) that is not entitled to protection under Rule 611 of Regulation NMS. DMM dealer transactions in slow markets shall include but are not limited to (i) the opening and reopening of trading in a stock or (ii) when the DMM is arranging the closing transaction in a stock.

(b) In unusual market conditions, however, except with respect to inactively traded securities, a Floor Governor, Senior Floor Official, or Executive Floor Official may determine that a different price parameter other than that required in paragraph (a) of this rule is appropriate for a particular security when the last sale is at \$100 per share or over. In such case, any such determination by a Floor Governor, Senior Floor Official, or Executive Floor Official shall be for that trading session only, unless he or she, or in his or her absence, another Floor Governor, Senior Floor Official, or Executive Floor Official re-confirms that determination, on a day-to-day basis, for subsequent trading sessions. Any such determination by a Floor Governor, Senior Floor Official, or Executive Floor Official shall be reported to the Market Surveillance Division on such form as the Exchange may from time to time prescribe. When a different price parameter is determined by a Floor Governor, Senior Floor Official or Executive Floor Official, such price parameter shall be referenced for purposes of applying paragraph (a) instead of the price parameters stated therein.

(c) The term `\$1.00 or more' or the term `\$2.00 or more' as used herein is the net difference between the price of the current sale and the price of the last previous sale after taking into consideration a dividend or other distribution when the stock sells `ex-dividend' or `ex-distribution.' For instance, if the opening sale in such stock is at \$48.00

`ex-dividend' \$.50 and the last sale was at \$50.00, the net difference would be regarded as \$1.50 and approval for publication would not be required. If the opening transaction is at \$20.50 `ex-dividend' \$.25 and the last sale was at \$19.75, the net difference would be regarded as \$1.00 and in this case approval for publication would be required.]

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**Rule 48 - Equities. Exemptive Relief — Extreme Market Volatility Condition**

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(b) In the event that an extreme market volatility condition is declared with respect to trading on or through the facilities of the Exchange, a qualified Exchange officer shall be empowered to temporarily suspend at the opening of trading or reopening of trading following a market-wide trading halt: (i) the need for prior Floor Official or prior NYSE Floor operations approval to open or reopen a security at the Exchange (Rules 123D(1) - Equities [and 79A.30 – Equities]); and/or (ii) applicable requirements to make pre-opening indications in a security. (Rules 15 and 123D(1) - Equities).

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**Rule 80C - Equities. Limit Up-Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility**

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(b) Trading Pause. During Phase 1 of the Plan, a Trading Pause in Tier 1 NMS Stocks subject to the requirements of the Plan, shall be subject to Plan requirements and paragraph (b)(2) of this Rule; a Trading Pause in Tier 1 NMS Stocks not yet subject to the requirements of the Plan shall be subject to the requirements in paragraphs (b)(1) - (5) of this Rule; and a Trading Pause in Tier 2 NMS Stocks shall be subject to the requirements set forth in paragraphs (b)(1)(B) - (5) of this Rule. Once the Plan has been fully implemented and all NMS Stocks are subject to the Plan, a Trading Pause under the Plan shall be subject to paragraph (b)(2) of this Rule only.

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(2) Re-opening of Trading following a Trading Pause. At the end of the Trading Pause, the Exchange shall re-open the security in a manner similar to the procedures set forth in Rule 123D, subject to the following:

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(E) [Floor Official approval is not required under Rule 79A.20 before reopening a security following a Trading Pause.

[(F) ]Any interest repriced pursuant to paragraph (a) of this Rule shall return to its original order instructions for purposes of the re-opening transaction following a Trading Pause.

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**Rule 476A. Imposition of Fines for Minor Violation(s) of Rules**

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Supplementary Material:

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[• Rule 79A.20 - Equities requirement to obtain Floor Official approval for trades at wide variations from last sale]

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