

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

\* \* \* \* \*

**C2 Options Exchange, Incorporated  
Rules**

\* \* \* \* \*

**Rule 6.12. Order Execution and Priority**

System orders shall be executed consistent with the following provisions:

(a)-(g) No change.

(h) *No-Bid Series*. Notwithstanding Rule 6.17, if the System receives during the trading day or has resting in the Book after the opening of trading a market order to sell in an option series when the national best bid in such series is zero:

(1) if the Exchange best offer in such series is less than or equal to \$0.~~[3]~~50, then the System will consider, for the remainder of the trading day, the market order as a limit order to sell with a limit price equal to the minimum trading increment applicable to such series and enter the order into the Book behind limit orders to sell at the minimum increment that are already resting in the Book; or

(2) if the Exchange best offer in such series is greater than \$0.~~[3]~~50, then the market order will be cancelled.

\* \* \* \* \*