

Exhibit 5

Additions are underlined; deleted text is [in brackets]

**RULES OF CHICAGO STOCK EXCHANGE, INC.**

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**ARTICLE 22.**

**Listed Securities**

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**Rule 2. Admittance to Listing**

The Board of Governors may admit securities to the list and to trading once the requirements of this Article are met and upon such terms and conditions and upon payment of such fees as the Board may from time to time prescribe.

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**Rule 4. Removal of Securities**

(a) *Removal of Securities.* Securities may be removed from the list as provided in paragraphs (b) - (e)[,] below. Securities may be removed with notice, by either the issuer or the Exchange, for any reason, including an issuer's failure to meet the listing standards of this Article 22.

(b) – (g).                      Unchanged

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**Rule 19. Corporate Governance**

The following Rule 19 applies to Tier I issuers:

(a) – (c).                      Unchanged

(d) Compensation Committee

[(1) Compensation of the issuer's chief executive officer shall be determined, or recommended to the board for determination, either by (A) a majority of the independent directors or (B) a compensation committee comprised solely of independent directors. The chief executive officer may not be present during voting or deliberations.

(2) Compensation of the issuer's other officers, as that term is defined in Section 16 of the Act, shall be determined, or recommended to the board for determination, either by (A) a majority of the issuer's independent directors or (B) a compensation committee comprised solely of independent directors. The chief executive officer may be present during deliberations regarding compensation of other officers, but may not vote.

(3) Exceptions.

(A) If the compensation committee is comprised of at least three persons, one director who is not independent and is not a current officer or employee (or an immediate family member of a current officer or employee), may be appointed to the compensation committee if the issuer's board, under exceptional and limited circumstances, determines that such individual's membership on the committee is required by the best interests of the company and its shareholders, and the board discloses, in the proxy statement for the next annual meeting subsequent to such determination (or, if the issuer does not file a proxy, in its Form 10-K or 20-F), the nature of the relationship and the reasons for the determination. A member appointed under this exception may not serve longer than two years (unless he or she ultimately satisfies the definition of an independent director)

(B) A controlled company is exempt from the requirements of this paragraph (d).]

(1) Composition. Issuers must have a compensation committee composed entirely of "independent directors" as defined under paragraph (p)(3). Compensation committee members must satisfy the additional independence requirements specific to compensation committee membership set forth in paragraph (p)(3)(B). For the purposes of this paragraph (d), a "compensation committee" means:

(A) a committee of the board of directors that is designated as the compensation committee;

(B) in the absence of a committee of the board of directors that is designated as the compensation committee, a committee of the board of directors performing functions typically performed by a compensation committee, including oversight of the executive compensation, even if it is not designated as the compensation committee or also performs other functions; or

(C) in the absence of a committee as described in subparagraph (1)(A) and (1)(B), the members of the board of directors who oversee executive compensation matters on behalf

of the board of directors, who together must comprise a majority of the board's independent directors.

(2) Charter. Each issuer must adopt a formal written charter or board resolution, as applicable, addressing at minimum:

(A) the scope of the compensation committee's responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements;

(B) the compensation committee's responsibility for determining or recommending to the board for determination, the compensation of the chief executive officer and all other officers of the issuer, as set forth in paragraph (d)(3); and

(C) the specific compensation committee responsibilities and authority set forth in paragraph (d)(4).

(3) Function. The compensation committee shall determine or recommend to the issuer's board of directors for determination the compensation of the issuer's chief executive officer and other officers, as those terms are defined in Section 16 of the Act. The chief executive officer shall not be present during the deliberations regarding compensation of the chief executive officer. However, the chief executive officer may be present during deliberations regarding compensation of other officers, but may not vote.

(4) Compensation consultants, legal counsel and other advisers.

(A) Authority to retain. A compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. This subparagraph (A) shall not apply to issuer's that do not maintain a formal committee of the board of directors for determining executive compensation.

(B) Responsibility. The compensation committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the compensation committee.

(C) Consultant recommendations not binding. Nothing in this paragraph (d)(4) shall be construed to require the compensation committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser nor to affect the ability or obligation of a compensation committee to exercise its own judgment in fulfillment of its duties.

(D) Funding for consultants. Each issuer must provide for appropriate funding, as determined by the compensation committee, for payment of reasonable compensation to a

compensation consultant, independent legal counsel or any other adviser retained by the compensation committee. This subparagraph (D) shall not apply to issuer's that do not maintain a formal committee of the board of directors for determining executive compensation.

(E) *Mandatory independence assessment of consultant.* The compensation committee may select a compensation consultant, legal counsel or other adviser, other than in-house legal counsel, only after taking into consideration the following factors:

(i) The provision of other services to the issuer by the person that employs the compensation consultant, legal counsel or other adviser;

(ii) The amount of fees received from the issuer by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;

(v) Any stock of the issuer owned by the compensation consultant, legal counsel or other adviser; and

(vi) Any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the issuer.

## (5) Exemptions

(A) *Temporary Exemptions.*

(i) *Temporary appointment of a non-independent director.* Under exceptional and limited circumstances, the issuer's board of directors may temporarily appoint to a compensation committee one director who is not independent for a term that shall not exceed two years from the date of appointment (unless the director becomes independent prior to the end of the two year period), if (a) the compensation committee is comprised of at least three persons, including the proposed non-independent director; (b) the non-independent director is not a

current officer or employee nor is an immediately family member of a current officer or employee; and (c) the issuer's board of directors determines that: (1) the membership of the non-independent director on the compensation committee is required by the best interests of the company and its shareholders; and (2) the board discloses, in the proxy statement for the next annual meeting subsequent to such determination (or, if the issuer does not file a proxy, in its Form 10-K or 20-F), the nature of the relationship and the reasons for the determination.

(ii) Cure period for compensation committees. If a member of an issuer's compensation committee to be an independent director for reasons outside the member's reasonable control, that member, with prompt notice by the issuer to the Exchange, may remain a member of the compensation committee until the earlier of the next annual shareholders meeting of the issuer or one year from the occurrence of the event that caused the member to be no longer an independent director.

(B) General Exemptions. The following categories of issuers are generally exempt from the requirements of this paragraph (d):

(i) Limited partnerships and companies in bankruptcies;

(ii) Closed-end and open-end management companies registered under the Investment Company Act of 1940;

(iii) Passive business organizations (such as royalty trusts) or derivatives and special purpose entities that are exempt from the requirements of SEC Rule 10A-3, subject to the additional requirements of paragraph .03 (4) of the Interpretations and Policies of Rule 19;

(iv) "Foreign private issuer," as that term is defined in the section Rule 3b-4 of the Exchange Act, that discloses in its annual report the reasons that the foreign private issuer does not have an independent compensation committee, subject to the additional requirements of paragraph .03(4) of the Interpretations and Policies of Rule 19. To the extent that a foreign issuer fails to qualify for foreign private issuer status pursuant to SEC Rule 240.3b-4, the foreign issuer shall comply with all requirements of paragraph (d) to the extent applicable, within six months of the date on which it failed to qualify as a foreign private issuer;

(v) Issuers listing only preferred or debt securities on the Exchange will not be required to adhere to the requirements set out in sections (a)-(f) because they will be subject to the multiple listing exception described in Interpretation .04, below;

(vi) “Controlled companies,” as defined under paragraph (p)(1) and subject to paragraph .02 of the Interpretations and Policies of Rule 19;

(vii) Clearing agencies that are registered pursuant to section 17A of the Act or that are exempt from the registration requirements of section 17A(b)(7)(A) of the Act that clear and list a security futures product or a standardized option.

(C) Limited exemption for smaller reporting companies. Smaller reporting companies as defined under paragraph (p)(5) are only exempt from the additional independence requirements of paragraph (p)(3)(B) and compensation adviser requirements of paragraph (d)(5). Otherwise, smaller reporting companies must comply with all other requirements of paragraph (d) and paragraph (p)(3). To the extent a smaller reporting company ceases to qualify as such under SEC rules, it is required, if otherwise applicable, to: (i) have a compensation committee of which the members meet the additional independence requirements of paragraph (p)(3)(B) within six months of the date on which the issuer failed to qualify as a smaller reporting company and (ii) comply with paragraph (d)(5) as of the date on which the issuer failed to qualify as a smaller reporting company.

(e) – (o). Unchanged

(p) Definitions. For purposes of this Article 22, unless the context requires otherwise:

(1) – (2). Unchanged

(3) “Independent director” means a person who is a member of the issuer’s board of directors, other than an officer or employee of the issuer or its subsidiaries or any other individual having a relationship, which, in the opinion of the issuer’s board of directors, would interfere with the exercise of independent judgment in carrying out the specific responsibilities of an independent director. The Board has the responsibility to make an affirmative determination that no such relationship exists.

(A) The following persons shall not be considered independent:

([A]i) A director who is, or during the past three years was, employed by the issuer or by any parent or subsidiary of the issuer;

([B]ii) A director who accepted or who has an immediate family member who accepted any payments from the issuer or any parent or subsidiary of the issuer in excess of [~~\$60,000~~] \$120,000 during the current fiscal year or any of the past three fiscal years, other than compensation for board or board committee service, payments arising solely from investments in the issuer’s securities, compensation paid to an immediate family member who is an employee of the issuer or a parent or subsidiary of the issuer (but not if such person is an executive officer of the company or any parent or subsidiary of the company), benefits under a tax-

qualified retirement plan, non-discretionary compensation or loans permitted under Section 13(k) of the Act;

((C)iii) A director who is an immediate family member of an individual who is, or at any time during the past three years was, employed by the issuer or by any parent or subsidiary of the issuer as an executive officer;

((D)iv) A director who is, or has an immediate family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the issuer made, or from which the issuer received, payments for property or services, in the current or any of the past three fiscal years, that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in the issuer's securities or payments under non-discretionary charitable contribution matching programs;

((E)v) A director of the issuer who is, or has an immediate family member who is, employed as an executive officer of another entity where, at any time during the past three years, any of the executive officers of the issuer served on the compensation committee of such other entity; [or]

((F)vi) A director who is, or has an immediate family member who is, a current partner of the issuer's outside auditor, or who [has] was a partner or employee of the issuer's outside auditor who worked on the issuer's audit at any time during the past three years[.]; or

((G)vii) In the case of an investment company, in lieu of paragraphs (i) –(vi), a director who is an “interested person” of the company as defined in section 2(a)(19) of the Investment Company Act of 1940, other than in his or her capacity as a member of the board of directors or any board committee.

(B) Additional independent director requirements specific to compensation committees. Except for smaller reporting issuers as defined under paragraph (p)(5), in affirmatively determining the independence of any director who will serve on the compensation committee of the issuer's board of directors, the board of directors must consider all factors specifically relevant to determining whether a director has a relationship to the issuer which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to, the following factors:

(i) The board must consider the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the issuer

to such director. When considering the sources of a director's compensation, the board should consider whether the director receives compensation from any person or entity that would impair her ability to make independent judgments about the issuer's executive compensation.

(b) The board must consider whether such director is affiliated with the issuer, a subsidiary of the issuer or an affiliate of a subsidiary of the issuer. When considering such affiliate relationships in determining her independence for purposes of compensation committee service, the board should consider whether the affiliate relationship places the director under the direct or indirect control of the issuer or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair her ability to make independent judgments about the issuer's executive compensation.

(4) Unchanged

(5) "Small business issuer" or "smaller reporting company" means any issuer that meets the definition of [that term] "smaller reporting company" set out in SEC Rule 12b-2.

(6) Unchanged

• • • *Interpretations and Policies:*

.01 – .02 Unchanged

.03 **General Exemptions from Governance Rules.** Certain requirements of this rule do not apply to certain entities, as described below:

(1) – (5) Unchanged

(6) Controlled companies, as defined under paragraph (p)(1) above, are not required to comply with section (a), (c) and (d) above, subject to paragraph .02 of the Interpretations and Policies of Rule 19;

(7) Clearing agencies that are registered pursuant to section 17A of the Act or that are exempt from the registration requirements of section 17A(b)(7)(A) of the Act that clear and list a security futures product or a standardized option is not required to comply with section (d) above.

.04 Unchanged.

.05 **Transition Periods and Compliance Dates.** Sections (a)-(f) will become effective pursuant to the following schedule:

(1) – (5) Unchanged

(6) Compensation committee requirements mandated by SEC Rule 10C-1. Amended paragraphs (d), (p)(3), (p)(5) and .03 and .05 of the Interpretations and Policies of Rule 19 will become immediately operative upon approval by the SEC. However, issuers shall have until the earlier of the issuer's first annual shareholders meeting after January 15, 2014 or October 31, 2014 to comply with the following paragraphs: (d)(2), (d)(4) and (p)(3)(B).

.06 Unchanged