

EXHIBIT 5

Additions are underlined; deleted text is [in brackets]

RULES OF THE CHICAGO STOCK EXCHANGE, INC.

ARTICLE 1. Definitions and General Information

Rule 1. Definitions

Whenever and wherever used in these Rules, unless the context requires otherwise, the following terms shall have the respective meanings ascribed to them below:

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(oo) "Routable Order": means:

(1) any [incoming]limit order, as defined under Article 1, Rule 2(a)(1), of any size, not marked by any order modifiers or related terms listed under Article 1, Rule 2 that prohibit the routing of the order to another Trading Center; provided, however, that during a SNAP Cycle, participating SNAP Eligible Orders are always Routable Orders; or

(2) any order marked by a routing option listed under Article 19, Rule 4.

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Rule 2. Order Types, Modifiers, and Related Terms

Unless otherwise specifically defined elsewhere in the CHX Rules, the following terms shall have the respective meanings ascribed to them, for purposes of all CHX Rules. Order modifiers listed under Article 18, Rule 1(b)(2)(D) shall not be active for a security that is subject to a SNAP Cycle, as described under Article 18, Rule 1.

(a) *General Order Types*. The following general order types shall be accepted by the [Matching System]Exchange, subject to the requirements of Article 20, Rule 4.

(1) Unchanged

(2) "Cross order": an order to buy and sell the same security at a specific price. A cross order may only execute within the Matching System if it is priced better than the Working Price, as defined under Article 1, Rule 1(pp), of all

resting orders on the CHX Book. A cross order may represent interest of one or more Participants of the Exchange, but may only be executed in an increment permitted by Article 20, Rule 4(a)(7)(b). A cross order may be subject to special handling, pursuant to paragraph (g) below.

All cross orders submitted to the Matching System for execution shall be deemed to have been received “Immediate Or Cancel,” as defined under paragraph (d)(4), which cannot be overridden by an order sender; provided the following:

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ARTICLE 19. Operation of the CHX Routing Services

Rule 1. CHX Routing Services

(a) *Generally.* Routable Orders that have been submitted to, and accepted by, the Exchange[Matching System] may be routed from the Exchange[Matching System] to other Trading Centers pursuant to this Article 19 and in a manner that is compliant with other Exchange rules and all securities laws and regulations, including, but not limited to, Regulation NMS and Regulation SHO; provided that the Exchange’s routing-related systems and facilities are enabled and operational.

(b) Unchanged

(c) *Firm orders.* Routable Orders submitted to the Exchange[Matching System] are firm orders, pursuant to Article 20, Rule 3, and Participants that submit Routable Orders agree to be bound by all resulting executions, including the execution of routed orders at other Trading Centers. Routed orders received by another Trading Center shall be subject to the rules and procedures of that Trading Center.

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Rule 3. Mandatory Routing Events

(a) A Routable Order, or a portion thereof, that is submitted to the Matching System, shall be routed away from the Matching System pursuant to the CHX Routing Services in compliance with CHX rules and all federal securities laws, rules and regulations, including Regulation NMS and Regulation SHO, if one of the following Routing Events is triggered [to the extent necessary]:

(1) An incoming limit Routable Order shall be routed away t[T]o permit its[the] display and/or execution [of an incoming Routable Order] on the

Exchange in compliance with Rules 610(d) and 611 of Regulation NMS and, for the duration of the Pilot Period to coincide with the Pilot Period for the Regulation NMS Plan to Implement a Tick Size Pilot (“Plan”), the Trade-at Prohibition described under the Plan.;

(2) An incoming limit Routable Order for an Odd Lot shall be routed away t[T]o prevent its[the] execution within the Matching System[of an incoming Routable Order for an Odd Lot] if it would trade-through a Protected Quotation of an external market.;

(3) An incoming limit Routable Order marked Do Not Display or an incoming limit Routable Order for an Odd Lot that could not be displayed (“incoming undisplayed limit Routable Order”) shall be routed away t[T]o execute [an incoming Routable Order marked Do Not Display or a Routable Order of an Odd Lot that could not be displayed (“incoming undisplayed Routable Order”)] against any Protected Quotation(s) of external market(s) priced at or better than the limit price of the incoming undisplayed limit Routable Order if there are no contra-side resting orders on the CHX book against which the incoming undisplayed limit Routable Order could execute.;

(4) Routable Order(s) shall be routed away t[T]o permit orders to be executed within the Matching System at the SNAP Price, as defined under Article 1, Rule 1(rr), in compliance with Regulation NMS. Orders routed away pursuant to this paragraph (a)(4) shall be priced -1- at the SNAP Price or, -2- if the SNAP Price is priced at an increment smaller than the relevant minimum price increment, at the minimum price increment less aggressive than the SNAP Price.;

(5) Routable Order(s) that could not be matched within the Matching System during a SNAP Cycle, as described under Article 18, Rule 1(b), shall be routed away at the SNAP Price t[T]o execute [SNAP Eligible Orders at the SNAP Price] against Protected Quotations of external markets priced at the SNAP Price[that could not be matched within the Matching System, during a SNAP Cycle, as described under Article 18, Rule 1(b)].

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Rule 4. Routing Options

(a) Routing options may be combined with all available order types, modifiers and related terms, except for order types, modifiers, and related terms that are inconsistent with the terms of a routing option. The Exchange may activate or deactivate any routing

option at its discretion and, if practicable, after notice to Participants. The routing options are as follows:

(1) *Route QCT Cross.* Route QCT Cross is a routing option, which may only be utilized by Institutional Brokers, that instructs the Exchange to route a cross order marked QCT directly to a non-affiliated third-party broker-dealer designated by the Institutional Broker (“designated executing broker”) without submitting the order into the Matching System for execution. Each Institutional Broker is permitted to identify only one designated executing broker to which all Route QCT Cross orders submitted by the Institutional Broker shall be routed. Prior to the Exchange accepting any Route QCT Cross orders directed to a specific designated executing broker, the Exchange shall confirm that the designated executing broker has established connectivity to the Exchange’s routing systems. The Institutional Broker shall be responsible for all away execution fees resulting from the execution of Route QCT Cross orders, including any guaranteed payments to its designated executing broker. Route QCT Cross orders shall be routed IOC. A Route QCT Cross order that could not be executed by a designated executing broker, for any reason, shall be cancelled back to the original order sender.

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