

EXHIBIT 5

Added text underlined;  
Deleted text in [brackets].

**Rule 127. Block Crosses Outside the Prevailing NYSE Quotation**

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**(b)** A member organization that [which] has a block of stock it intends to cross on the Floor at a specific clean-up price outside the current quotation may [should], when ready to effect the cross, proceed in the manner described below.

**(i)** The member organization should inform the DMM of its intention to cross a block at a specific price. There should not be any intervening trades other than transactions required to effect the block cross as required herein by the member organization representing the block order between the time it informs the DMM of its intention and the trade or trades to clean-up the block.

**(ii)** In order to effect a block cross at a clean-up price outside the current quotation pursuant to this paragraph (b), the member organization must: (a) trade with the Exchange best bid (offer), including all reserve interest at that price [and any percentage orders elected by that execution at such bid (offer) price]; (b) trade with all orders in the Display Book<sup>®</sup> system limited to prices better than the block clean-up price, including Floor Brokers' e-Quotes [and any percentage orders elected by that execution,] at a price that is the minimum variation (typically, one cent) better than the block clean-up price, and (c) crossing the block orders at the specified clean-up price. The block shall be entitled to priority at the clean-up price.

**(c) Member Organization Positioning.**

This paragraph shall apply to block transactions in which all or a part of one side of the block is for a member or member organization's own account.

**(1) Establishing or increasing a position.** If all or any portion of the block will establish or increase the member organization's position, the member organization representing the block orders must: (a) trade with the Exchange best bid (offer), including all reserve interest at that price [and any percentage orders elected by that execution at such bid (offer) price] and (b) crossing the block orders at the specified clean-up price. The member organization must fill at the clean-up price orders limited to the clean-up price or better before any amount may be retained for the member organization's account.

**(2)Liquidating position.** A member organization which is covering a short position or liquidating a long position must: (a) trade with the Exchange best bid (offer), including all reserve interest at that price [and any percentage orders elected by that execution at such bid (offer) price]; (b) trade with all orders in the Display Book<sup>®</sup> system limited to prices better than the block clean-up price, including Floor Brokers' e-Quotes [and any percentage orders elected by that execution,] at a price that is the minimum variation (typically, one cent) better than the block clean-up price, and (c) crossing the block orders at the specified clean-up price. The member organization is not required to fill at the clean-up price orders limited to the clean-up price.

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