EXHIBIT 5

Additions <u>underscored</u>
Deletions [bracketed]

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Rule 13. Definitions of Orders

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Sell "Plus"—Buy "Minus" Order

A market order to sell "plus" is a market order to sell a stated amount of a stock provided that the price to be obtained is not lower than the last sale if the last sale was a "plus" or "zero plus" tick, and is not lower than the last sale plus the minimum fractional change in the stock if the last sale was a "minus" or "zero minus" tick. A limited price order to sell "plus" would have the additional restriction of stating the lowest price at which it could be executed.

Sell "plus" limit orders and sell "plus" orders that are systemically delivered to the Display Book® will be eligible to be automatically executed in accordance with, and to the extent provided by, Exchange Rules 1000- 1004, consistent with the order's instructions.

A market order to buy "minus" is a market order to buy a stated amount of a stock provided that the price to be obtained is not higher than the last sale if the last sale was a "minus" or "zero minus" tick, and is not higher than the last sale minus the minimum fractional change in the stock if the last sale was a "plus" or "zero plus" tick. A limited price order to buy "minus" would have the additional restriction of stating the highest price at which it could be executed.

Buy "minus" limit orders and buy "minus" market orders that are systemically delivered to the Display Book® will be eligible to be automatically executed in accordance with, and to the extent provided by, Exchange Rules 1000- 1004, consistent with the order's instructions.

For purposes of this definition, a transaction that occurs in [NYSE MatchPoint or] the NYBX Facility shall not be considered in the operation of sell plus or buy minus orders on the Exchange (See [Rule 1500 and] Rule 1600).

Odd-lot sized transactions shall not be considered the last sale for purposes of executing sell "plus" or buy "minus" orders.

Stop Order

A stop order to buy becomes a market order when a transaction in the security occurs at or above the stop price after the order is received into the Exchange's automated order routing system or is manually represented by a Floor broker in the Crowd. A stop order to sell becomes a market order when a transaction in the security occurs at or below the stop price after the order is received into the Exchange's automated order routing system or is manually represented by a Floor broker in the Crowd. Elected stop orders become market orders and will be eligible to be automatically executed in accordance with, and to the extent provided by, Exchange Rules 116.40, 123C and 1000- 1004.

Stop orders that would be elected by the price of the opening transaction on the Exchange will be included in the opening transaction as market orders.

Odd-lot size transactions shall not be considered transactions eligible to elect stop orders for execution.

For purposes of this definition, a transaction that occurs in [NYSE MatchPoint or] the NYBX Facility shall not be considered in the operation of stop orders on the Exchange (See [Rule 1500 and] Rule 1600).

* * * * *

Rule 15. Pre-Opening Indications

(a) - (c) No change.

(d) A transaction executed in [NYSE MatchPoint or] the NYBX Facility shall not be considered in the operation of this rule (See [Rule 1500 and] Rule 1600).

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Rule 79A. Miscellaneous Requirements on Stock Market Procedures

• • • *Supplementary Material:* ------------------

.10 No change.

.15 With respect to limit orders received by Exchange systems, the Exchange shall publish immediately (i.e., as soon as practicable, which under normal market conditions means no later than 30 seconds from time of receipt) a bid or offer that reflects:

(i) No change.

(ii) the full size of each limit order that

(A) - **(B)** No change.

(C) represents more than a de minimis change (i.e., more than 10 percent) in relation to the size associated with the Exchange's bid or offer.

> Limit orders received by the Exchange that improve the Exchange then-current bid or offer or change the size of the Exchange bid or offer, other than de minimis increases or decreases, shall be autoquoted in accordance with Exchange Rule 60(d). The opening trade or opening quotation in each security activates the autoquote facility and thereafter, each DMM shall keep active at all times the autoquote facility provided by the Exchange, except that a DMM may cause the deactivation of the autoquote facility by gapping the quote in accordance with the policies and procedures of the Exchange. Autoquoting will also be automatically suspended when a block-size transaction as defined in Rule 127 that involves orders on the Display Book® is being reported manually or a liquidity replenishment point, as defined in Exchange Rule 1000(a)(iv), is reached.

> The requirements with respect to display of customer limit orders shall not apply to any customer limit order that is:

>> **(1)** - **(6)** No change.

>> **(7)** an order that is handled in compliance with Exchange procedures regarding block crosses at significant premiums or discounts from the last sale. For purposes of this provision, the "last sale" shall not include any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

.20 (a) – (b) No change.

(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.

For purposes of Rule 79A.20, a transaction that occurs in [NYSE MatchPoint or] the NYBX Facility shall not be considered the "last sale," the "current sale," or the "last previous sale" (See [Rule 1500 and] Rule 1600).

* * * * *

Rule 104. Dealings and Responsibilities of DMMs

This version of Rule 104 is operative no later than five weeks after the approval by the Securities and Exchange Commission of SR-NYSE-2008-46

The provisions of this rule shall be in effect during a Pilot set to end on August 1, 2011.

(a) - **(j)** No change.

• • • *Supplementary Material:* ------------------

.05 No change.

.10 As used in this rule, the terms "price," "high price," "low price" and "last differently-priced trade" shall not include the price of any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

* * * * *

Rule 116. "Stop" Constitutes Guarantee

An agreement by a member to "stop" securities at a specified price shall constitute a guarantee of the purchase or sale by him of the securities at that price or its equivalent.

If an order is executed at a less favorable price than that agreed upon, the member who agreed to stop the securities shall be liable for an adjustment of the difference between the two prices.

• • • *Supplementary Material:* ------------------

.10 - **.30 No change.**

.40 "Stopping" stock on market-at-the-close orders. Notwithstanding any provisions of this Rule or of any other Exchange Rule to the contrary, a member shall execute market-at-the-close and marketable limit-at-the-close orders in a stock as provided below, where the member is holding simultaneously both buy and sell market-at-the-close and/or marketable limit-at-the-close orders.

(A) - **(B)** No change.

(C) Where the aggregate size of the buy market-at-the-close orders equals the aggregate size of the sell market-at-the-close orders, the buy orders and sell orders shall be paired-off at the price of the last sale of the Exchange just prior to the close of trading in that stock on that day. The transaction shall be reported to the consolidated last sale reporting system as a single transaction. See Rule 123C for discussion of procedures applicable to market-at-the-close and limit-at-the close orders.

For purposes of this section .40, the "price of the last sale" shall not include any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

.50 No change.

* * * * *

Rule 123B. Exchange Automated Order Routing System

(a) No change.

(b) Special Features. The following special features shall be available to orders of such size as the Exchange may specify from time to time:

(1) – **(2)** No change.

(3) Booth Support System.—An entering member organization may determine to route orders of specified sizes eligible for transmission through the System to the specialist's post, or to its booth or to the booth of another member. Parameters for market orders are based on the size of the order. Parameters for limit orders are based on the size of the order and whether the order is marketable based on the limit price on the order in relation to the last sale on the Exchange in the subject security.

For purposes of this section (3), the term "last sale" shall not include any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

(c) - **(e)** No change.

DMM Booth Wire Policy – No change.

• • • *Supplementary Material:* ------------------

.10 No change.

.20 No change.

.30 Sponsored Access to the Exchange

(a) Applicability and Definitions

(i) Applicability. The provisions of this rule do not apply to: [(a) NYSE MatchPoint^{SM} (NYSE Rule 1500) and (b)] NYSE Bonds ^{SM} (NYSE Rule 86).

(ii) No change.

(b) – (d) No change.

* * * * *

Rule 123C. The Closing Procedures

(1) - (9) No change.

• • • *Supplementary Material:* ------------------

.10 For purposes of Rule 123C, the terms "last sale" and "last sales" shall not include any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

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Rule 123D. Openings and Halts in Trading

(1) - (4) No change.

• • • *Supplementary Material:* ------------------

.24 No change.

.25 For purposes of this rule, a transaction that occurs in [NYSE MatchPoint or] the NYBX Facility shall not affect the calculation of the "last sale," "prior close," "previous close," or any similar term. (See [Rule 1500 and] Rule 1600).

* * * * *

Rule 1000. Automatic Executions

The provisions of this rule relating to the Capital Commitment Schedule shall be in effect during a Pilot scheduled to end on August 1, 2011.

Maximum Order Size for Automatic Executions

Market and limit orders of such size as the Exchange may specify from time to time are eligible to initiate or participate in automatic executions. Orders up to 1,000,000 shares are eligible for automatic execution. Upon advance notice to market participants, the Exchange may increase the order size eligible for automatic executions up to 5,000,000 shares on a security-by-security basis. Exchange systems shall accept a maximum order size of up to 25,000,000 shares.

(a) - (g) No change.

• • • *Supplementary Material* ------------------

.10 No change.

.11 The provisions of this rule with respect to "sale," "sale price," "last sale price," "closing price" and similar terms shall not include any transaction that occurs in [NYSE MatchPoint or] the NYBX Facility (See [Rule 1500 and] Rule 1600).

* * * * *

[NYSE MatchPoint ^{SM} (Rule 1500)

Rule 1500. NYSE MatchPoint ^{SM}

(a) "NYSE MatchPoint ^{SM}" ("MatchPoint") shall mean the electronic system for matching and executing orders at Reference Prices at predetermined points in time during one-minute matching sessions throughout regular hours and after hours of the Exchange.

(1) MatchPoint matching sessions shall occur at 9:45 a.m., 10:00 a.m., 11:00 a.m., 12:00 p.m., 1:00 p.m., 2:00 p.m. and 3:00 p.m. Eastern Time ("ET") during regular hours of the Exchange (i.e., 9:30 a.m. until 4:00 p.m.) and at 4:45 p.m. ET during after hours of the Exchange.

(b) Applicability and Definitions

(1) Applicability. The provisions in this Rule shall apply to (i) all transactions effected through MatchPoint; (ii) all orders entered into MatchPoint; and (iii) the handling of orders and the conduct of accounts and other matters relating to the trading of securities through MatchPoint. All other Exchange Rules shall apply unless the context is such that it conflicts with this Rule 1500. If another NYSE rule relating to securities conflicts with the provisions of this rule, the provisions of this Rule 1500 control.

(2) Definitions. As used in this rule and other rules in their application to MatchPoint, the following terms shall have the meanings specified below:

(A) "Authorized Trader" is a person who is authorized to act on behalf of a Member or Member Organization/Sponsoring Member Organization or Sponsored Participant of MatchPoint.

(B) "NYSE MatchPoint Constraint" or "constraint" shall mean an optional, User-directed condition placed on a MatchPoint order that limits the execution of the order consistent with the designated constraint. MatchPoint constraints may include limits on orders specifically designated for internal matching (i.e., "internal match constraint") and on cash and dollar value (i.e., "net cash constraint"). Constraints are only active for a single matching session. A User may resubmit a new constraint when resubmitting an order for a different matching session.

(C) "NYSE MatchPoint Net Cash Constraint" or "net cash constraint" shall mean an optional order constraint that enables the User to designate a net buy dollar amount and a net sell dollar amount to limit the amount of cash to raise or spend on a particular order. A net cash constraint may be designated for a single order and a portfolio and is only active for a single matching session.

(D) "NYSE MatchPoint Internal Match Constraint" or "internal match constraint" shall mean an optional order constraint that limits the execution of portfolios and single orders by directing the portfolio and single orders to first trade with other portfolios or single orders of the same User before trading with other orders in a particular matching session. If, after an internal match occurs and residual orders remain, the residual orders will be available to trade with all other orders. These constraints are only active for a single matching session.

(E) "NYSE MatchPoint eligible securities" shall mean those securities that are listed on the NYSE, as well as securities listed on other exchanges and admitted to unlisted trading privileges ("UTP") on the NYSE.

(F) "NYSE MatchPoint Orders" or "MatchPoint orders" shall mean a market or limit order to buy or sell MatchPoint eligible securities that may be executed only during a MatchPoint matching session. MatchPoint orders shall not be displayed and all unexecuted orders shall be cancelled back to the User immediately upon completion of the matching process in the relevant one-minute matching session.

(G) "NYSE MatchPoint Portfolio" ("portfolio") means a specific group of linked orders with User-directed parameters for each order and a unique portfolio name that is distinct from the other portfolio names of the same User.

(H) "NYSE MatchPoint Portfolio Order" ("portfolio order") means an individual order that is linked with other such orders to form a "NYSE MatchPoint Portfolio" as described above in subparagraph (b)(2)(G) of this Rule. Each portfolio order must contain all of the required User-directed parameters as described below in subparagraph (d)(2)(A) of this Rule.

(I) "NYSE MatchPoint Reference Price" or "Reference Price" shall mean a single price of a security at which MatchPoint orders will execute during MatchPoint matching sessions. Calculations of MatchPoint Reference Prices vary for matching sessions that occur during regular hours and after hours of the Exchange as described in subsections (c)(1)(A) and (c)(2)(A) of this Rule.

(J) "NYSE Match Point Price Collar Threshold" or "Price Collar Threshold" shall mean the after hours market price beyond which an order will not be executed in the after hours matching session, and is calculated based on a certain percentage, not to exceed 5%, of the after hours MatchPoint Reference Price.

(K) "Sponsoring Member Organization" refers to a NYSE Member or Member Organization that enters into a written "sponsorship agreement" with a "Sponsored Participant" to provide the Sponsored Participant with access to MatchPoint.

(L) "Sponsored Participant" is a person who has entered into a sponsorship arrangement with a Sponsoring Member Organization to obtain access to MatchPoint pursuant to this Rule 1500.

(M) "User" means any Member or Member Organization, Sponsored Participant, or Authorized Trader that is authorized to access MatchPoint. A Member or Member Organization that accesses MatchPoint may enter orders on its own behalf or for the account of a customer.

(c) Matching Sessions

(1) Regular Hours of the Exchange. During regular hours of the Exchange the MatchPoint system shall match and execute orders at the calculated Reference Price during predetermined one-minute matching sessions, report the trades without identifying the contra party, and disseminate trade reports immediately after completion of the matching process. Trade reports of NYSE-listed securities shall be disseminated pursuant to the Consolidated Tape Association Plan ("CTA Plan"). Trade reports of unlisted securities will be disseminated pursuant to the Unlisted Trading Privileges Plan ("UTP Plan").

(A) MatchPoint Reference Prices for matching sessions that occur during regular trading hours of the Exchange shall be the midpoint of the national best bid and offer ("NBBO") that are randomly selected within a predetermined one-minute pricing period during the matching session. Such Reference Price may be calculated to three (3) decimals when the NBBO, used to calculate the Reference Price, is an odd penny spread (i.e., one (1) penny, three (3) pennies, five (5) pennies, etc.). The MatchPoint Reference Price during the regular hours may be calculated to three (3) decimals when the NBBO is an odd penny spread.

(B) If the NBBO for a particular security is locked at the time the MatchPoint algorithm randomly selects the Reference Price during the regular trading hours of the Exchange, the system shall execute orders at the locked price. Unexecuted MatchPoint orders in that security shall be immediately cancelled back to the User upon completion of the matching process.

(C) If the NBBO for a particular security is crossed at the time the MatchPoint algorithm randomly selects the Reference Price during the regular trading hours of the Exchange, the matching session in that particular security shall not occur. Unexecuted MatchPoint orders in that security shall be immediately cancelled back to the User upon completion of the matching process of other securities in the MatchPoint system, if any.

(2) After Hours of the Exchange. During after hours of the Exchange the MatchPoint system shall match and execute orders at the calculated Reference Price during one (1) predetermined one-minute matching session, report the trades without identifying the contra party, and disseminate the trade reports immediately after completion of the matching process.

(A) The MatchPoint Reference Price for the matching session that occurs during after hours of the Exchange shall be: 1) the NYSE official closing price for NYSE-listed securities and the official closing price of securities listed on other exchanges and admitted to unlisted trading privileges ("UTP") on the NYSE ; 2) the NYSE Arca Inc. official closing price for NYSE Arca Inc.-listed securities; 3) the NASDAQ official closing price for NASDAQ-listed securities; 4) the American Stock Exchange official closing price for American Stock Exchange-listed securities; and 5) the official closing price for the other exchange-listed securities. If, however, there is no official closing price for a particular security, the Reference Price shall be the last sale price of the primary market for a particular security.

(B) NYSE MatchPoint Price Collar Thresholds. NYSE MatchPoint Price Collar Thresholds will be activated in the MatchPoint after hours matching

session. Price Collar Thresholds are predetermined percentages of the MatchPoint after hours Reference Price. When an order is entered into the MatchPoint system and the MatchPoint after hours Reference Price is beyond the Price Collar Threshold, such order will not be executed and will be immediately cancelled back to the User upon completion of the after hours matching process. If the difference between the Price Collar Threshold and the consolidated last sale price of a particular security is a certain percentage or more, the matching session will be cancelled in that particular security. The Exchange shall designate such Price Collar Thresholds from time to time. The Exchange may adjust the Price Collar Threshold up to and including five percent (5%) of the MatchPoint after hours Reference Price. The Exchange will inform its Users of such an adjustment via the NYSE MatchPoint website at www.NYSE.com/MatchPoint and the Member Firm Notice, and notice of such adjustments will be provided to all Users reasonably in advance of any such adjustments.

(d) Entry and Processing of NYSE MatchPoint Orders

(1) MatchPoint Users may enter, correct or cancel orders beginning at 3:30 a.m. until commencement of the MatchPoint after hours matching session at 4:45 p.m. For matching sessions that occur during the regular hours of the Exchange, a User may enter, correct or cancel an order up to and including the time that the MatchPoint algorithm randomly selects the Reference Price during the one-minute pricing window and commences the matching process. If a MatchPoint order is entered into the MatchPoint system after the commencement of the pre-determined matching session, the order may participate in that particular matching session only if the order is entered prior to the time the MatchPoint algorithm randomly selects the Reference Price and commences the matching process. To be assured participation in a particular matching session during the regular hours of the Exchange, a User must enter a MatchPoint order into the system prior to the commencement of the pre-determined one-minute matching session.

(2) MatchPoint Orders: MatchPoint will accept and execute market or limit orders with a minimum size of one round lot. MatchPoint will accept and execute single orders and portfolios (See subparagraph (b)(2)(H) of this Rule). Orders to buy or sell MatchPoint eligible securities may be traded only during a MatchPoint matching session. Orders may not be entered, corrected or cancelled once the matching process has commenced or when trading in the applicable security is halted. All orders must be available for automatic execution. Orders shall not be available for execution until the next eligible matching session. MatchPoint will not route orders to other market centers. MatchPoint will not execute orders in securities that are priced below one dollar ($1.00). If securities are priced below $1.00, the MatchPoint system will not execute orders in these securities but will cancel such orders back to the User immediately upon completion of the matching

session. MatchPoint Orders will not trade-through a Protected Bid or Protected Offer as defined in Regulation NMS.

(A) MatchPoint Order Parameters: All MatchPoint orders must contain the following User-directed parameters: 1) list name; 2) matching session (if a User fails to designate a specific matching session, the system will provide a default function and direct the order to the next eligible matching session); 3) side of the market (i.e., buy, sell or short side); 4) symbol; and 5) minimum and maximum amount of shares available for execution. A User may also designate an optional constraint (i.e., "net cash" and "internal match" constraints) on a MatchPoint order.

(B) Order Designation: Orders must be designated for only one matching session. If a MatchPoint order does not execute in the designated matching session, it will be cancelled back to the User immediately upon completion of the matching process. If a User fails to designate a particular matching session for a MatchPoint order, the order, by default, shall be available for execution in the next scheduled matching session. If the User fails to designate the order and enters the order after 3:00, which is the last regular hours matching session, the order shall be available for execution in the after hours matching session at 4:45 p.m. If the order does not execute in the after hours matching session it will be cancelled back to the User immediately upon completion of the after hours matching session.

(C) Round Lot and Odd Lot Orders: MatchPoint will only execute orders in round lots. Orders must be entered with a minimum size of one round lot and may designate a minimum acceptable execution quantity. The MatchPoint system will accept odd lot orders but not execute them. Odd lot and partial round lot orders may be entered into MatchPoint in the form of a single order or a portfolio. Odd lot orders and the odd lot portion of a partial round lot order will be reported as unexecuted.

(D) Orders for Portfolio Trading: MatchPoint will accept and execute NYSE MatchPoint Portfolios as defined in subparagraph (b)(2)(G) of this Rule, which consist of separate and distinct linked NYSE MatchPoint Portfolio Orders as defined in subparagraph (b)(2)(H) of this Rule. A User may enter one portfolio of buy and sell/short orders or many portfolios of buy and sell /short orders. An optional NYSE MatchPoint Internal Match Constraint and/or an optional NYSE MatchPoint Net Cash Constraint, as defined above in subparagraphs (b)(2)(D) and (b)(2)(C) respectively, may be placed on portfolio orders and single orders.

(3) Order Allocation: MatchPoint orders will be allocated on a pro rata basis, such that shares will be allocated pro rata in round lots to eligible orders based on the original size of the order. In this process MatchPoint will honor all User-directed constraints. If the allocation to an eligible order is less than the minimum

acceptable execution quantity for that order, the order shall not be eligible for execution in that matching session. If additional shares remain after the initial pro rata allocation, those shares will continue to be allocated pro rata to eligible orders. If additional shares remain thereafter, that are the same size, the remaining shares will be allocated to the oldest eligible orders.

(e) Clearance and Settlement

(1) The details of each trade executed on the MatchPoint system will be automatically compared and matched by the Exchange and will be submitted to a registered clearing agency for clearing and settlement on a locked-in basis. Users need not separately report their transactions to the Exchange for trade comparison purposes. All transactions effected by a Sponsored Participant shall be cleared and settled using the relevant Sponsoring Member Organization's account.

(2) Except as provided herein, transactions executed on MatchPoint will be processed anonymously. The transaction reports will indicate the details of the transaction, but will not reveal contra party identities.

(3) The Exchange will reveal the identity of a User or a User's clearing firm in the following circumstances:

(A) for regulatory purposes or to comply with an order of a court or arbitrator; and

(B) in the event the National Securities Clearing Corporation ("NSCC") ceases to act for a Member or Member Organization, which is the unidentified contra side of any such trade processing, and /or the relevant clearing firm, the NYSE shall have the responsibility to identify to Members or Member Organizations the trades included in reports produced by the NSCC which are with the affected Member or Member Organization.

(4) In order to satisfy the User's record keeping obligations under SEC Rules 17a-3(a)(1) and 17a-4(a), the Exchange shall, with the exception of those circumstances described above, retain for the period specified in Rule 17a-4(a) the identity of each User that executes an anonymous transaction. The information shall be retained in its original form or a form approved under Rule 17a-6.

(f) Halting, Suspending or Closing of Trading on NYSE MatchPoint

(1) Trading on MatchPoint May be Halted, Suspended or Closed When:

(A) In the exercise of its regulatory function, the Exchange determines such action is necessary and appropriate to maintain a fair and orderly market, protect

investors, or otherwise is in the public interest due to extraordinary circumstances or unusual market conditions; or

(B) In the case of a particular security whenever, for regulatory purposes, trading in the security has been halted, suspended or closed on the Exchange or the primary listing exchange, or

(C) In the case of a particular security trading on the Exchange pursuant to unlisted trading privileges, whenever, for regulatory purposes, trading in that security has been halted, suspended or closed on the primary listing exchange, or

(D) In the case of a particular security trading on the Exchange pursuant to unlisted trading privileges, if the authority under which a security trades on the Exchange or its primary market is revoked (e.g. because it is delisted), or

(E) In the after hours matching session, news reports and corporate actions disclosed after the close of the regular hours of the market that have a material impact on a particular security, which may include the following subjects: a) new corporate earnings; b) major market index company deletions or additions; c) corporate takeovers; d) other significant corporate actions; e) court decisions and injunctions, and f) governmental announcements.

No terms or conditions specified in this rule shall be interpreted to be inconsistent with any other rules of the Exchange.

(g) Member Organization and Non-Member Access to NYSE MatchPoint

(1) General. MatchPoint shall be available for entry and execution of orders by Members and Member Organizations and non-member Sponsored Participants with authorized access. To obtain authorized access to MatchPoint a non-member Sponsored Participant must enter into a written agreement with a Sponsoring Member Organization and the Exchange.

(2) All Members, Member Organizations and Sponsored Participants of Sponsoring Member Organizations must obtain connectivity authorization before they can access MatchPoint.

(3) Sponsored Participants. A Sponsored Participant may obtain authorized access to MatchPoint only if such access is authorized in advance by one or more Sponsoring Member Organizations as follows:

(A) Sponsored Participants must enter into and maintain sponsorship agreements with one or more Sponsoring Member Organizations establishing proper relationship(s) and account(s) through which the Sponsored Participant may trade on MatchPoint. Such sponsorship

agreement(s) must incorporate the sponsorship provisions set forth in paragraph (B) below.

(B) Sponsorship Provisions

(i) For a Sponsored Participant to obtain and maintain authorized access to MatchPoint, a Sponsored Participant and its Sponsoring Member Organization must agree in writing to the following sponsorship provisions:

> (I) Sponsored Participant and its Sponsoring Member Organization must have entered into and maintained a written agreement with the Exchange. The Sponsoring Member Organization must designate the Sponsored Participant by name in its written agreement as such.

> (II) Sponsoring Member Organization acknowledges and agrees that:

>> (a) All orders entered by the Sponsored Participant and any person acting on behalf of or in the name of such Sponsored Participant and any executions occurring as a result of such orders are binding in all respects on the Sponsoring Member Organization and

>> (b) Sponsoring Member Organization is responsible for any and all actions taken by such Sponsored Participant and any person acting on behalf of or in the name of such Sponsored Participant.

>> (c) Sponsoring Member Organization shall comply with the rules of the Exchange, the rules and procedures with regard to MatchPoint and Sponsored Participant shall comply with the rules of the Exchange and the rules and procedures with regard to MatchPoint, as if Sponsored Participant were a Sponsoring Member Organization.

>> (d) Sponsored Participant shall maintain, keep current and provide to the Sponsoring Member Organization a list of Authorized Traders who may obtain access to the MatchPoint on behalf of the Sponsored Participant.

>> (e) Sponsored Participant shall familiarize its Authorized Traders with all of the Sponsored Participant's obligations under this Rule and will assure that they receive

appropriate training prior to any use or access to MatchPoint.

(f) Sponsored Participant may not permit anyone other than Authorized Traders to use or obtain access to MatchPoint.

(g) Sponsored Participant shall take reasonable security precautions to prevent unauthorized use or access to MatchPoint, including unauthorized entry of information into MatchPoint, or the information and data made available therein. Sponsored Participant understands and agrees that Sponsored Participant is responsible for any and all orders, trades and other messages and instructions entered, transmitted or received under identifiers, passwords and security codes of Authorized Traders, and for the trading and other consequences thereof.

(h) Sponsored Participant acknowledges its responsibility to establish adequate procedures and controls that permit it to effectively monitor its employees, agents and customers' use and access to MatchPoint for compliance with the terms of this agreement.

(i) Sponsored Participant shall pay when due all amounts, if any, payable to Sponsoring Member Organization, MatchPoint or any other third parties that arise from the Sponsored Participants access to and use of MatchPoint. Such amounts include, but are not limited to applicable exchange and regulatory fees.

(j) Sponsored Participant shall maintain and keep current all records and documents relating to its trading activities on MatchPoint, and shall provide all such records and documents to the Sponsoring Member Organization upon request.

(C) Notice of Consent

(i) The Sponsoring Member Organization must provide the Exchange with a notice of consent acknowledging its responsibility for the orders, executions and actions of its Sponsored Participant at issue prior to providing the Sponsored Participant with authorized access to MatchPoint.

(D) Authorized Traders

(i) Sponsoring Member Organization shall maintain a list of Authorized Traders who may obtain access to MatchPoint on behalf of the Sponsoring Member Organization or the Sponsoring Member Organization's Sponsored Participants. The Sponsoring Member Organization shall update the list of Authorized Traders as necessary. Sponsoring Member Organizations must provide the list of Authorized Traders to the Exchange upon request.

(ii) A Sponsoring Member Organization must have reasonable procedures to ensure that all Authorized Traders comply with the trading rules and procedures related to MatchPoint and all other rules of the Exchange.

(iii) A Sponsoring Member Organization must suspend or withdraw a person's status as an Authorized Traders if the Exchange has determined that the person has caused the Sponsoring Member Organization to fail to comply with the rules of the Exchange and the Exchange has directed the Sponsoring Member Organization to suspend or withdraw the person's status as an Authorized Trader.

(iv) A Sponsoring Member Organization must have reasonable procedures to ensure that the Authorized Trader maintain the physical security of the equipment for accessing the facilities of MatchPoint to prevent the improper use or access to the system, including unauthorized entry of information into the system.

(4) Limitations on the Use of MatchPoint

(A) DMMs on the Floor of the Exchange are not authorized to access MatchPoint. Off-Floor operations of DMM units may obtain authorized access to MatchPoint provided they have policies, procedures and barriers in place that preclude improper information sharing between the DMM unit and the unit's DMM on the Floor of the Exchange.

(B) Members with authorized access to MatchPoint are not permitted to enter orders into the MatchPoint system from the Floor of the Exchange when such orders are for their own accounts, the accounts of associated persons, or accounts over which it or an associated person exercises investment discretion. Members on the Floor may not have such orders entered into MatchPoint by sending them to an off-Floor facility for entry. Members with authorized access to MatchPoint may only enter customer orders into the MatchPoint system from the Floor of the Exchange. Members with authorized access to MatchPoint may enter proprietary and customer orders into the MatchPoint system from off the Floor of the Exchange.

(h) Reports and Recordkeeping

(1) NYSE MatchPoint Trading Reports and Records. Users of MatchPoint must comply with all relevant rules of the Exchange and the Securities and Exchange Commission in relation to reports and records of transactions on MatchPoint including but not limited to Exchange Rules 342 and 440, and Sections 17a-3, 17a-4 and 17a-6 of the Securities Exchange Act of 1934.]

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(a) - (e) No change.

(f) Trade Reporting:

   (1) The NYBX Facility will report the trades without identifying the contra party, and will disseminate trade reports after each execution consistent with all NYSE and CTA Plan trade reporting rules.

   (A) All executions that occur solely within the NYBX Facility will print to the NYSE tape with an order modifier[, which is also used for NYSE MatchPoint® executions] that will identify the executions as an NYBX Facility execution.

(g) - (i) No change.

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