

EXHIBIT 5

Additions underscored

Deletions [bracketed]

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Rule 72. Priority of Bids and Offers and Allocation of Executions

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

(a) – (c) No change.

(d) Priority of [Agency] Cross Transactions

When a member has an order to buy and an order to sell an equivalent amount of the same security, and both orders are “block” orders [of 25,000 shares or more] and are not for the account[s] of [persons who are not] such member[s] or member organization[s], an account of an associated person, or an account with respect to which the member, member organization or associated person thereof exercises investment discretion, the member may “cross” those orders at a price at or within the Exchange best bid or offer [prevailing quotation]. The member’s bid or offer shall be entitled to priority at such cross price, irrespective of pre-existing displayed bids or offers on the Exchange at that price. The member shall follow the crossing procedures of Rule 76, and another member may trade with either the bid or offer side of the cross transaction only to provide a price which is better than the cross price as to all or part of such bid or offer. A member who is providing a better price to one side of the cross transaction must trade with all other displayed market interest on the Exchange [having priority] at that price before trading with any part of the cross transaction. Following a transaction at the improved price, the member with the agency cross transaction shall follow the crossing procedures of Rule 76 and complete the balance of the cross. No member may break up the proposed cross transaction, in whole or in part, at the cross price. No DMM may effect a proprietary transaction to provide price improvement to one side or the other of a cross transaction effected pursuant to this paragraph. A transaction effected at the cross price in reliance on this paragraph shall be printed as “stopped stock”.

When a member effects a transaction under the provisions of this paragraph, the member shall, as soon as practicable after the trade is completed, complete such documentation of the trade as the Exchange may from time to time require.

Example 1

Assume the Exchange's market in XYZ is quoted 20 to 20.01, 40,000 shares by 30,000 shares. A member intending to effect a 25,000 share "agency cross" transaction at a price of 20 must bid 20 for 25,000 shares and offer 25,000 shares at 20.01. The member's bid at 20 has priority, and the proposed cross could not be broken up at that price. The proposed cross could however, be broken up at 20.01, as this would provide a better price to the seller. However, a member intending to trade with the offer side of the cross would first have to take the entire displayed 30,000 share offer at 20.01 [which was entitled to priority,] before trading with any part of the offer side of the cross.

Example 2

Assume the Exchange's market in XYZ is quoted 20 to 20.35, 20,000 shares by 20,000 shares. A member intending to effect a 25,000 share "agency cross" transaction at a price of 20.05 must follow the crossing procedures of Rule 76 and bid 20.05 for 25,000 shares and offer 25,000 shares at 20.06. The member's bid at 20.05 has priority, and the proposed cross could not be broken up at this price. The proposed cross could, however, be broken up, in whole or in part, at 20.06, as this would provide a better price to the seller.

••• Supplementary Material: -----

.10 Definition of a Block - For purposes of this rule, a "block" shall be at least 10,000 shares or a quantity of stock having a market value of \$200,000 or more, whichever is less.

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