

EXHIBIT 5

Additions are underlined;
Deletions are [bracketed]

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Rule 80C. Trading Pauses in Individual Securities Due to Extraordinary Market Volatility

The provisions of this Rule shall be in effect during a pilot set to end on the earlier of August 11, 2011 or the date on which a limit up/limit down mechanism to address extraordinary market volatility, if adopted, applies.

(a) Trading Pause. Between 9:45 a.m. and 3:35 p.m., or in the case of an early scheduled close, 25 minutes before the close of trading, if the price of a security listed on the Exchange moves by [10% or more] a percentage specified below within a five-minute period (“Threshold Move”), as calculated pursuant to paragraph (c) below, trading in that security shall immediately pause on the Exchange for a period of five minutes (a “Trading Pause”).

(i) The Threshold Move shall be 10% or more with respect to securities included in the S&P 500® Index and the Russell 1000® Index;

(ii) The Threshold Move shall be 30% or more with respect to all NMS stocks not subject to section (a)(i) of this Rule with a price equal to or greater than \$1; and

(iii) The Threshold Move shall be 50% or more with respect to all NMS stocks not subject to section (a)(i) of this Rule with a price less than \$1.

The determination that the price of a stock is equal to or greater than \$1 under paragraph (a)(ii) above or less than \$1 under paragraph (a)(iii) above shall be based on the closing price on the previous trading day, or, if no closing price exists, the last sale reported to the Consolidated Tape on the previous trading day.

(b) Re-opening of Trading following a Trading Pause. At the end of the Trading Pause, the Exchange shall re-open the security in a manner similar to the procedures set forth in Rule 123D, subject to the following:

(i) Indications may be published to the Consolidated Tape during a Trading Pause. Prior Floor Official approval is not required before publishing an indication. If an indication is published, it does not need to be updated before reopening the security and the security may be reopened outside of any prior indication. Any re-openings following a Trading Pause are not subject to the requirements that (i) a minimum of three minutes must elapse between the first indication and a security’s re-opening, or

(ii) if more than one indication is published, a minimum of one minute must elapse before a security's re-opening;

(ii) After a Trading Pause has commenced, the Exchange will publish Order Imbalance Information, as defined in Rule 15(c), approximately every 15 seconds until the re-opening;

(iii) In the event of a significant imbalance at the end of a Trading Pause, the Exchange may delay the re-opening of a security;

(iv) The Exchange will issue a notification if it cannot resume trading for a reason other than a significant imbalance; and

(v) Floor Official approval is not required under Rule 79A.20 before reopening a security following a Trading Pause.

(c) - (e) No change.

••• *Supplementary Material:* -----

.10 Reserved. [During the pilot, the provisions of this Rule shall be in effect only with respect to securities included in the S&P 500® Index, as well as securities included in the Russell 1000® Index.]

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Rule 104. Dealings and Responsibilities of DMMs

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(a) DMMs registered in one or more securities traded on the Exchange must engage in a course of dealings for their own account to assist in the maintenance of a fair and orderly market insofar as reasonably practicable. The responsibilities and duties of a DMM specifically include, but are not limited to, the following:

(1) Assist the Exchange by providing liquidity as needed to provide a reasonable quotation and by maintaining a continuous two-sided quote with a displayed size of at least one round lot.

(A) No change.

(B) *Pricing Obligations.* For NMS stocks (as defined in Rule 600 under Regulation NMS) a DMM shall adhere to the pricing obligations established by this Rule during the trading day; provided, however, that such pricing obligations (i) shall not commence during any trading day until after the first regular way transaction on the primary listing market in the security, as reported by the responsible single

plan processor, and (ii) shall be suspended during a trading halt, suspension, or pause, and shall not re-commence until after the first regular way transaction on the primary listing market in the security following such halt, suspension, or pause, as reported by the responsible single plan processor.

(i) - (ii) No change.

(iii) For purposes of this Rule, the [term] “Designated Percentage” shall be 8% for securities subject to Rule 80C(a)(i), 28% for securities subject to Rule 80C(a)(ii), and 30% for securities subject to Rule 80C(a)(iii), [mean the Threshold Move as defined under Rule 80C less two (2) percentage points.] except that between 9:30 a.m. and 9:45 a.m. and between 3:35 p.m. and the close of trading, when Rule 80C is not in effect, the Designated Percentage shall be 20% for securities subject to Rule 80C(a)(i), 28% for securities subject to Rule 80C(a)(ii), and 30% for securities subject to Rule 80C(a)(iii). [For times during the trading day when a Trading Pause is not in effect under Rule 80C, the Designated Percentage calculation will assume a trigger percentage of 22%. For NMS stocks that are not subject to such Trading Pauses the Designated Percentage will assume a trigger percentage of 32%.]

(iv) For purposes of this Rule, the [term] “Defined Limit” shall be 9.5% for securities subject to Rule 80C(a)(i), 29.5% for securities subject to Rule 80C(a)(ii), and 31.5% for securities subject to Rule 80C(a)(iii), [mean the Threshold Move as defined under Rule 80C less one-half (1/2) percentage point.] except that between 9:30 a.m. and 9:45 a.m. and between 3:35 p.m. and the close of trading, when Rule 80C is not in effect, the Defined Limit shall be 21.5% for securities subject to Rule 80C(a)(i), 29.5% for securities subject to Rule 80C(a)(ii), and 31.5% for securities subject to Rule 80C(a)(iii). [For times during the trading day when a Trading Pause is not in effect under Rule 80C, the Defined Limit calculation will assume a trigger percentage of 22%. For NMS stocks that are not subject to such Trading Pauses the Defined Limit calculation will assume a trigger percentage of 32%.]

Nothing in this Rule shall preclude a DMM from quoting at price levels that are closer to the National Best Bid and Offer than the levels required by this Rule.

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