

Exhibit 5

Additions: Underscored

Deletions: [Bracketed]

Rule 123C. The Closing Procedures

(4) Calculation of MOC and LOC Imbalances

(a) Calculation of Imbalances. MOC and LOC imbalances are calculated as follows:

- (i) For purposes of calculating the Mandatory MOC/LOC Imbalance Publication, the term “last sale price” in paragraph (4)(a)(iii) and (iv) below means the last sale in the subject security, as reported to the Consolidated Tape, prior to 3:45 p.m.
- (ii) For purposes of calculating Informational Imbalances and Order Imbalances, the term “last sale price” in paragraph (4)(a)(iii) and (iv) below means the last sale in the subject security, as reported to the Consolidated Tape prior to the calculation of the Informational Imbalance or the Order Imbalance.
- (iii) Buy side closing volume is determined by aggregating all Buy MOC orders and Buy LOC orders priced above the last sale price. Buy LOC orders that are equal to the last sale price are not included in the calculation.
- (iv) Sell side closing volume is determined by aggregating all Sell and Sell Short MOC orders and Sell and Sell Short LOC orders priced below the last sale price. Sell and Sell Short LOC orders that are equal to the last sale price are not included in the calculation.
- (v) The difference between the Buy side closing volume as determined in paragraph 4(a)(iii) above and the Sell side closing volume as determined in paragraph 4(a)(iv) above is the Buy or Sell Imbalance.
- (vi) Buy or Sell Imbalance as determined pursuant to paragraph (4)(a)(v) above will be reduced by the volume of tick sensitive MOC orders and LOC orders and LOC orders priced equal to the last sale to bring the imbalance quantity as close to zero as possible. The volume of tick sensitive MOC and LOC orders eligible to reduce the imbalance shall not cause the imbalance to change to the other side.

(A) In the event of a Buy Imbalance, only Sell Plus MOC orders, [and] Sell Plus LOC orders priced equal to or below the last sale price, and Sell and Sell Short LOC orders priced equal to the last sale will be included to offset the imbalance. Sell Plus MOC and Sell Plus LOC orders will be included to offset the imbalance only if such orders could be executed consistent with the terms of their tick restrictions.

(B) In the event of a Sell Imbalance, only Buy Minus MOC orders, [and] Buy Minus LOC orders priced equal to or above the last sale price, and Buy LOC orders priced equal to the last sale will be included to offset the imbalance. Buy Minus MOC and Buy Minus LOC orders will be included to offset the imbalance only if such orders could be executed consistent with the terms of their tick restrictions.

Supplementary Material

.10 No change.

.20 No change.

.30 During a Short Sale Period (as provided for in Rule 440B(d)), Sell Short MOC and LOC orders will not be included in the Sell side closing volume, as currently provided for in Rule 123C(4)(a)(iv). During a Short Sale Period, in addition to the interest specified in Rule 123C(4)(a)(vi)(A), all Sell Short MOC and LOC interest priced equal to or below the last sale price will be included to offset the Buy Imbalance.