

Exhibit 5

Additions: Underscored

Deleted: [Bracketed]

NYSE Arca, Inc. Rules

Rule 3.3. Board Committees

(a) *Board Committees.*

(1) No change.

[(2) *Regulatory Oversight Committee.*

(A) *Composition.* The Regulatory Oversight Committee ("ROC") shall be made up of at least three (3) Directors. All members of the ROC shall be Public Directors of the Exchange.

(B) *Functions and Authority.* The ROC shall ensure (i) the independence of Exchange regulation; (ii) the Exchange provides adequate resources to properly fulfill its SRO regulatory obligations; and (iii) that Exchange management fully supports the execution of the regulatory process.]

[(3) *Audit Committee.*

(A) *Composition.* The Audit Committee shall be made up of at least three (3) Directors. All members of the Audit Committee shall be Public Directors and at least one member of the Committee shall have accounting or related financial management expertise, as the Board of Directors interprets such qualification in its business judgment.

(B) *Functions and Authority.* The Committee shall have the responsibility to conduct an annual review with the independent auditors, to determine the scope of their examination and the cost thereof. The Committee shall periodically review with the independent auditors and the internal auditor, the Exchange's internal controls and the adequacy of the internal audit program. The Committee shall review the annual reports submitted both internally and externally, and take such action with respect thereto as it may deem appropriate. The Committee shall also recommend to the Board, independent public accountants as auditors of the Exchange and its subsidiaries.]

[(4) *Compensation Committee.*

(A) *Composition.* The Compensation Committee shall be made up of at least three (3) Directors. Only one (1) non-Public Director may serve on the Committee.

(B) *Functions and Authority.* The Compensation Committee shall review and approve corporate goals and objectives relevant to the Chief Executive's Compensation, evaluate the Chief Executive's performance in light of those goals and objectives, and set the Chief Executive's compensation level based on this evaluation. The Committee shall also make recommendations to the Board with respect to the design of incentive compensation and equity-based plans.]

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NYSE Arca, Inc. Bylaws

ARTICLE IV COMMITTEES

Sec. 4.01 Committees of the Board

(a) The Board of Directors shall have a Board Appeals Committee[, an Audit Committee, a Compensation Committee and a Regulatory Oversight Committee]. The Board of Directors may, by resolution passed by a majority of the directors in office, establish one or more additional committees (together with the Board Appeals Committee[, the Audit Committee, the Compensation Committee and the Regulatory Oversight Committee], any such committees being hereinafter referred to as a "Board Committee"), each committee to consist of one or more of the directors. Each Board Committee shall be comprised of at least 50% Public Directors. Except as set forth in the preceding sentence, the purpose and composition of each such committee shall be as set forth in the Rules. The Board may designate one or more directors as alternate members of any Board Committee, who may replace any absent or disqualified member or members at any meeting of that Board Committee. Each Board Committee, to the extent provided in the resolution of the Board, shall have and may exercise all the power and authority of the Board of Directors for direction and supervision of the management of the business and affairs of the Exchange, and may authorize the seal of the Exchange to be affixed to all papers that may require it. No Board Committee, however, shall have power or authority to amend the Certificate of Incorporation or these Bylaws, adopt an agreement of merger or consolidation, recommend to the Holding Member the sale, lease or exchange of all or substantially all of the Exchange's property and assets, recommend to the Holding Member a

dissolution of the Exchange or a revocation of a dissolution, elect a director or elect or remove an officer; and unless the resolution expressly so provides, no Board Committee shall have the power or authority to declare a dividend or to authorize the issuance of membership interests.

(b) No change.

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