

EXHIBIT 5

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 Deleted text is in [brackets]

RULES OF THE NYSE ARCA, INC.

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RULE 6 OPTIONS TRADING**Rules Principally Applicable to Trading of Option Contracts****Rule 6.1. Applicability, Definitions and References**

(a) No Change

(b) **Definitions.** The following terms as used in Rule 6 shall, unless the context otherwise indicates, have the meanings herein specified:

(1) - (38) No Change

(39) The term "Electronic Order Capture System" ("EOC") means the Exchange's electronic audit trail and order tracking system that provides an accurate time-sequenced record of all orders and transactions on the Exchange pursuant to Section IV.B.e.(v) of the Commission's order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions. EOC records the receipt of an order and documents the life of the order through the process of execution, partial execution, or cancellation. This system includes the electronic communications interface between EOC booth terminals and the Floor Broker Hand Held applications. Each OTP Holder or OTP Firm's EOC booth terminal and each Floor Broker Hand Held Terminal contains an electronic order entry screen that displays the terms and conditions of each order received by that OTP Holder or OTP Firm. [OTP Holders and OTP Firms may record the details of the order directly into the EOC system as described herein, or, in the alternative, into the Electronic Tablet described in subsection (b)(40) below.]

(40) Reserved [The term "Electronic Tablet" means the Exchange's electronic method of recording orders that are hand written and transmitted to a Floor Broker's workstation for representation in order to create an accurate time-sequenced record of orders on the Exchange. The Electronic Tablet will automatically timestamp the receipt of an order when such order is transmitted to a Floor Broker's workstation prior to representation in the trading crowd and document the life of the order through the process of execution, partial execution or cancellation. This system includes the ability for a Floor Broker to hand write order information and automatically timestamp the report and provides a method to display report images at an OTP Holder or OTP Firm's workstation to manually key the order information for clearing purposes. Such clearing information will become part of the data

required pursuant to Section IV.B.e.(v) of the Commission's Order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions. OTP Holders and OTP Firms may record the details of the order directly into the EOC system (as described above in subsection (b)(39)) or, in the alternative, into the Electronic Tablet as described herein.]

(41) – (42) No Change

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Rule 6.2. Admission to and Conduct on the Options Trading Floor

(a) – (g) No Change

(h) *Telephones on the Options Floor.*

(1) – (2) No Change

(3) *Requirements and Conditions.* The following requirements and conditions shall apply to use of telephoning services at the option posts:

(A) No Change

(B) Orders transmitted by registered Exchange Market Makers may be entered directly to the trading posts. All other orders may be entered directly to the trading posts only during outgoing telephone calls that are initiated from the option posts. Pursuant to Rule 6.67(c), all such orders must be immediately recorded into the EOC [or the Electronic Tablet] unless the exception set forth in Rule 6.67(d)(1)(A) applies, in which case the EOC[Electronic Tablet] Contingency Reporting Procedures will be in effect in accordance with Rule 6.67(d)(2).

(C) No Change.

(4) *Telephone Use By OTP Holders and Employees of OTP Firms*

(A) – (B) No Change

(C) *EOC [or Electronic Tablet] Procedures Pursuant to Rule 6.67(d)(1)(A).* A Floor Broker in a trading crowd who receives a telephonic order from an OTP Holder or OTP Firm representative located on the Trading Floor may represent that order immediately in the trading crowd, provided all such orders must be immediately recorded into the EOC [or the Electronic Tablet] unless the exception set forth in Rule 6.67(d)(1) applies, in which case the

EOC[/*Electronic Tablet*] Contingency Reporting Procedures will be in effect in accordance with Rule 6.67(d)(2).

(5) – (7) No Change

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Rule 6.47. "Crossing" Orders — OX

(a) No Change

(b) *Facilitation Procedure*. The Facilitation Procedure is a process by which a Floor Broker who holds a customer order ("Agency Order") and an order for the proprietary account of an OTP Holder or OTP Firm or an organization under common control with a Market Maker that is representing that customer (the "Facilitation Order") may cross those orders. The Floor Broker may do so by following the Facilitation Procedure outlined in this subsection (b). The Floor Broker must be willing to facilitate the entire size of the Agency Order entered via the Facilitation Procedure.

(1) No Change

(2) The option order tickets for both the Facilitation Order and Agency Order must be entered into EOC[or the *Electronic Tablet*] and all of the terms of such orders, including any contingencies involving, and all related transactions in, either options or underlying or related securities, must be displayed on EOC [or the *Electronic Tablet*]. If a Facilitation Order and Agency Order are excepted from EOC [or the *Electronic Tablet*], pursuant to Rule 6.67(d)(1)(A), then order tickets must display this same information. The Floor Broker must disclose all securities that are components of the Agency Order.

(3) – (8) No Change

(c) *Crossing of Solicited Orders*. A Floor Broker who holds an order for a customer of an OTP Holder or OTP Firm (the "Original Order") may solicit an opposing side for such order (the "Solicited Order"). The Solicited Order shall be entitled to priority of execution on the Original Order provided the following criteria are met.

(1) – (5) No Change

(6) "Solicited" must be entered in the "Optional Data" field of the EOC [or the *Electronic Tablet*] or, for orders excepted from EOC [or the *Electronic Tablet*] pursuant to Rule 6.67(d)(1)(A), written in the "Optional Data" section of the trade ticket.

(7) – (8) No Change

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Rule 6.48. Discretionary Transaction

(a) – (b) No Change

(c) A Market Maker shall not exercise discretion in an account unless he has a direct interest in such account. Market Makers may not exercise discretion over any account other than: a joint account approved pursuant to Rule 6.84, or an account in which the Market Maker has a direct interest. For purposes of this Rule, the term "direct interest" in an account is limited in its meaning to include only a participation in the profits and losses in such account, or in the case of a partnership or corporation, a representative of such partnership or corporation who has a supervisory responsibility over such account. Only persons registered as Market Makers and subject to the performance obligations set forth in Rule 6.37, may exercise discretion over an account.

(1) A Market Maker wishing to effect such discretionary transactions for accounts other than the Market Maker's personal account or a joint account must enter the order with a Floor Broker and the procedures set forth in Rule 6.85. The identification of the order as a discretionary order is required pursuant to Rule 6.68(a)(5).

(A) The clearing acronym of the Market Maker for whom the transaction is being executed must be entered into EOC [or the Electronic Tablet], for orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 6.67(d)(1)(A), written on the ticket along with the clearing acronym of the Market Maker exercising discretion; and

(B) No Change

Rule 6.49. Solicited Transactions

(a) – (b)

(c) "Solicited" must be entered in the "Optional Data" field of EOC [or the Electronic Tablet] for the solicited order. For orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 6.67(d)(1)(A), "Solicited" must be written in the "Optional Data" section on the order ticket of the solicited order.

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Rule 6.62. Certain Types of Orders Defined

(a) – (e) No Change

(f) *Not Held Order*. A Not Held Order is an order that provides a broker with discretion as to price or time in executing the order. A Not Held Order must be designated as such

in the "Optional Data" field of the EOC [or the Electronic Tablet]. For orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 6.67(d)(1)(A), a Not Held Order is marked "not held", "NH", "take time" or marked with some qualifying notation giving discretion as to the price or time at which such order is to be executed. The "not held" designation must appear in the "special instructions" portion of the order ticket. Orders that merely include a "not held" designation as part of the timestamp will not be deemed to be "not held" orders.

(g) – (cc) No Change

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Rule 6.67. Order Format and System Entry Requirements

(a) *Transmitted to the Floor.* Each order transmitted to the Floor must be recorded legibly in a format that has been approved by the Exchange, and the OTP Holder receiving such order must record the time of its receipt on the Floor. Each such order must be in a legible format when transmitted to the post for attempted execution. Orders submitted electronically through the NYSE Arca OX electronic trading system or orders entered into the Exchange's EOC [or the Electronic Tablet] are approved formats (as described in subsection (b) below) for transmitting orders for purposes of Rule 6.67.

(b) No Change

(c) *EOC [or Electronic Tablet] Entry Requirement.* Every OTP Holder or OTP Firm that receives an order for execution on the Exchange must immediately, prior to representation in the trading crowd, record the details of the order (including any modification of the terms of the order or cancellation of the order) into [either] the EOC [or the Electronic Tablet], unless such order has been entered into the Exchange's other electronic order processing facilities (e.g., orders sent electronically through the Exchange's Member Firm Interface).

(1) *EOC.* The details of each order required to be recorded upon receipt must include: [the data elements prescribed in Rule 6.68(a)(1) through (9)] (i) the option symbol, (ii) the expiration date, (iii) the exercise price, (iv) buy or sell and applicable limit or stop price or special instructions, (v) call or put, (vi) the quantity of contracts, (vii) the name of the clearing OTP Holder or OTP Firm and (viii) such other information as may be required by the Exchange from time to time. The remaining elements prescribed in Rule 6.68(a) and any additional information with respect to the order shall be recorded as the events occur and/or during trade reporting procedures which may occur after the representation and execution of the order.

[(2) *Electronic Tablet.* The details of each order required to be recorded upon receipt must include the data elements prescribed in Rule 6.68(a)(1) through (6), and such other information as may be required by the Exchange from time to time. The remaining elements prescribed in Rule 6.68(a) shall be recorded as the events occur and/or during trade reporting procedures.]

(d)(1) Exceptions to EOC [or Electronic Tablet Entry Requirement]. The EOC [or Electronic Tablet] entry requirement provision of subsection (c) will not apply to any EOC [or Electronic Tablet] system disruption or malfunction as confirmed by a Trading Official.

(2) *EOC[Electronic Tablet] Contingency Reporting Procedures.* If the exception set forth in subsection (d)(1) applies, then the following procedures must be followed:

- (A) OTP Holders and OTP Firms shall use a backup supply of tickets to record the details of all orders (the data elements of which are prescribed in [Rule 6.68(a)(1) through (9)] subsection (c)(1) above), received through non-electronic means. The order ticket must be processed in accordance with Rule 6.2(h)(5)(C). All order events (i.e., receipt, changes, execution, partial execution, cancellation, or nothing done) must be immediately timestamped (a timestamp synchronized with the National Institute of Standards and Technology Atomic Clock in Boulder Colorado "NIST Clock" will be available at all OTP Holder and OTP Firm booths and trading posts).
- (B) During such circumstances, existing rules on manual processing of order tickets are applicable.
- (C) If there is an EOC [or Electronic Tablet] system disruption/malfunction as set forth in subsection (1)(A), the EOC [or Electronic Tablet] order entry requirements in Rule 6.67(c) will be reinstated once the disruption/malfunction to the EOC [or Electronic Tablet] system has been corrected as determined by a Trading Official. Once the disruption/malfunction to the EOC [or Electronic Tablet] system has been corrected, all OTP Holders and OTP Firms affected by the system disruption/malfunction must input all relevant orders into an EOC device via the "as-of" field, noting the times of events of the orders. The required information must be entered into EOC by such prescribed period of time, as determined by the Exchange, following the trade, but no later than the end of the trading day that such trade occurred (or on the day the order was received if no trade was executed). Any OTP Holder or OTP Firm who fails to follow such procedures will be subject to disciplinary action pursuant to Rule 10.

Commentary:

.01 No Change

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Rule 6.68. Record of Orders

(a) No Change

(b) *Record Retention for Orders Excepted from EOC [or the Electronic Tablet] Pursuant to Rule 6.67(d)(1)(A).* In addition to the white (control) copy, and /or hard copy, which

must be kept for the entire amount of time specified in Securities Exchange Act Rule 17a-4, the green (commission) copy must also be retained for a minimum of 48 hours from the trade date. In the case of those orders executed by independent Floor Brokers, it is their responsibility to retain the green (commission) copy, and the executing OTP Holder must retain the white or hard copy. Also, all such records must be readily available for use on the trading floor for the resolution of any problems relating to the execution of these orders.

Rule 6.69. Reporting Duties

(a) – (f) No Change

Commentary:

.01 *EOC [or Electronic Tablet Reporting Procedure]*. The Exchange has established the following procedure for reporting of transactions pursuant to Rule 6.69. For each transaction on the Exchange the responsible OTP Holder (pursuant to subsection (b) above), will immediately record into EOC [or the Electronic Tablet], its assigned broker initial code, the symbol of the underlying security, the type, expiration month and exercise price of the option contract sold, the transaction price, the number of contract units comprising the transaction, the name of the contra clearing member, and the assigned broker initial code of the contra OTP Holder or OTP Firm. OTP Holders or OTP Firms must report any partial execution of a larger order into EOC [or the Electronic Tablet]. Any agency order must also include the account origin code. Any OTP Holder failing to immediately report a transaction in accordance with Rule 6.69 will be subject to disciplinary action pursuant to Rule 10.

.02 —Reserved.

.03 *Origin Codes for Orders Excepted from EOC [or the Electronic Tablet] Pursuant to Rule 6.67(d)(1)(A)*. For purposes of Rule 6.69(d), trade information includes the proper account origin codes, which are as follows: "C" for non-broker-dealer customer accounts; "F" for firm proprietary accounts; "M" for Market Maker accounts; and "B/D" for firm orders of non-OTP Holder or OTP Firm broker-dealer accounts, stock specialist accounts, or customer account trades of the broker-dealer or non-OTP Holder or OTP Firm broker-dealer. In addition, Market Maker clearing firms are directed to instruct their respective trading desks to identify Market Maker orders that are entered from off the floor and not entitled to Market Maker margin treatment by placing a "C" after the Market Maker's number in the "firm" box on the ticket. Floor Brokers, when accepting an order by phone from a

Market Maker, are similarly directed to identify that order in the same manner.

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Rule 6.84. Joint Accounts

(a) – (h) No Change

Commentary:

.01 - .02 No Change

.03 Transactions on the Floor will be presumed to be for the proprietary account of the individual OTP Holder or OTP Firm unless the executing OTP Holder or OTP Firm enters the joint account symbol into EOC [or the Electronic Tablet]. For orders excepted from EOC [or the Electronic Tablet], pursuant to Rule 6.67(d)(1)(A), transactions on the Floor will be presumed to be for the proprietary account of the individual OTP Holder or OTP Firm unless the joint account symbol is given up and used on the trade ticket to represent the joint account as the executing OTP Holder or OTP Firm.

.04 Any order of a joint account participant that is executed by a Floor Broker, must be in accordance with the procedures set forth in Rule 6.85, except that the joint account trading number with its alpha identification must be entered into EOC [or the Electronic Tablet], or, for order excepted from EOC [or the Electronic Tablet], pursuant to Rule 6.67(d)(1)(A), the joint account trading number with its alpha identification must appear in the "executing firm" area. Additionally, a joint account may not bid, offer, purchase, sell, or enter orders in an option series in which a Floor Broker holds an order on behalf of the joint account or for the proprietary account of another participant in the joint account. Orders of joint account participants in a particular option series may not be concurrently represented by one or more Floor Brokers.

.05 - .07 No Change

Rule 6.85. Market Maker Orders Executed By Floor Brokers

(a) – (c) No Change

Commentary:

.01 – .02 No Change

.03 *Orders Excepted from EOC [or the Electronic Tablet] Pursuant to Rule 6.67(d)(1)(A).* Market Maker order tickets should be prepared by the Market Maker, when possible. All orders must be recorded and time-stamped, pursuant to Rule 6.67. Order tickets must include the acronym of the Market Maker entering the order in the area marked "buying firm/selling firm," with the Market Maker's name printed at the bottom of the ticket. Order tickets must be marked to indicate whether the order is "GTC" or day only. The acronym of the executing Floor Broker must be written in the area marked "executing member." When utilizing a "partial order" ticket to facilitate the completion of an order, the control number of the original order ticket must be written on the partial order ticket.

Except as provided in Rule 6.2(h)(5)(C) (Ticket to Follow Rule), when a Floor Broker receives a verbal order from a Market Maker, or when a Floor Broker is requested by a Market Maker to alter an order in his possession in any way, the Floor Broker must immediately prepare an order ticket from outside the trading crowd and timestamp it.

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