

EXHIBIT 5

Proposed new language is underlined
Proposed deletions are in [brackets]

NYSE Arca Equities Rules

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Rule 2.22. [Mandatory Decimal Pricing Testing] Exchange Backup Systems and Mandatory Testing

[(a) *Point-to-Point Testing*. Each ETP Holder that has an electronic interface with the Corporation must participate in point-to-point testing with the Corporation of its computer systems designed to ascertain decimal pricing conversion compatibility of those computer systems, in a manner and frequency as prescribed by the Corporation. An ETP Holder that has its electronic interface through a service provider need not participate in point-to-point testing if, by a time designated by the Corporation,

- (1) the service provider conducts successful tests with the Corporation on behalf of the firms it serves,
- (2) the ETP Holder conducts successful point-to-point testing with the service provider and
- (3) the Corporation agrees that further testing is not necessary.

(b) *Industry Wide Testing*. The Corporation may require certain of its ETP Holders to participate in industry wide testing of computer systems for decimal pricing conversion compatibility. The Corporation may require any ETP Holder who will participate in industry wide testing to also participate in any tests necessary to ensure preparedness to participate in industry wide testing.

(c) *Reports*. ETP Holders participating in point-to-point testing (whether between the firm and the Corporation, between the firm and its service provider, or between the ETP Holder's service provider and the Corporation) or industry wide testing must file reports with the Corporation concerning the required tests in the manner and frequency required by the Corporation.

(d) *Documentation*. ETP Holders must maintain adequate documentation of tests required by this Rule and the results of such testing for examination by the Corporation.

Commentary:

.01 This Rule will expire automatically upon the full implementation of decimal pricing.]

(a) The Exchange will establish standards for the designation of ETP Holders it reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of the Exchange's business continuity and disaster recovery plans.

(b) An ETP Holder designated pursuant to standards established in paragraph (a) of this Rule will be required to participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans in the manner and frequency specified by the Exchange, which will not be less than once every 12 months.

(c) Lead Market Makers that have been determined by the Exchange to contribute a meaningful percentage of the Exchange's overall volume, measured on a quarterly or monthly basis, will be required to participate in scheduled functional and performance testing. The Exchange may also consider other factors in determining the ETP Holder that will be required to participate in scheduled functional and performance testing, including average daily volume traded on the Exchange measured on a quarterly or monthly basis, or ETP Holders who collectively account for a certain percentage of market share on the Exchange.

(d) At least three (3) months prior to a scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans, the Exchange will publish the criteria to be used by the Exchange to determine which ETP Holder will be required to participate in such testing, and notify those ETP Holders that are required to participate based on such criteria.

(e) ETP Holders not designated pursuant to standards established in paragraph (a) of this Rule are permitted to connect to the Exchange's backup systems and may participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans.

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