

EXHIBIT 5

New text is underlined;
Deleted text is in [brackets]

Rules of NYSE MKT LLC

Rule 193. Affiliated Persons of Specialists

(a)-(e) No change.

(f)(i) An approved person associated with a specialist member organization ("Affiliated Specialist") that is entitled to an exemption from certain Exchange rules pursuant to Exchange Rule 193 shall notify the Exchange of its participation in any distribution or tender or exchange offer of any security covered by paragraph (f)(ii) of this rule, in such form and within such time frame as may be prescribed by the Exchange and shall provide the information required below:

1.-8. No change.

9. pricing basis (e.g., [Amex] Exchange or consolidated close)

Equities Rules

Rule 17 - Equities. Use of Exchange Facilities and Vendor Services

(a)-(b) No change.

(c) Operation of Routing Broker.

(1) Outbound Routing Function

(A) No change.

(B) The broker-dealer affiliate of the Exchange that acts as a Routing Broker will not engage in any business other than (a) the functions set forth in Rule 17(c) - [NYSE Amex] Equities; and (b) any other activities it may engage in as approved by the Commission.

(2) Inbound Routing Function

(A) For so long as the Exchange is affiliated with NYSE Arca, Inc. (“NYSE Arca”) and New York Stock Exchange, LLC (“NYSE”), and Archipelago Securities LLC (“Arca Securities”) in its capacity as a facility of NYSE Arca and NYSE is utilized for the routing of any approved types of orders from those exchanges to the Exchange (such function of Arca Securities is referred to as the “Inbound Router”), each of the Exchange and Arca Securities shall undertake as follows:

(i) No change.

(ii) The regulatory services agreement described in Rule 17(c)(2)(A)(i) - [NYSE Amex] Equities shall require the Exchange and the non-affiliated SRO to monitor Arca Securities for compliance with the Exchange’s trading rules, and collect and maintain all alerts, complaints, investigations and enforcement actions (collectively “Exceptions”) in which Arca Securities (in routing orders to the Exchange) is identified as a participant that has potentially violated applicable Exchange or SEC rules. The Exchange and the non-affiliated SRO shall retain these records in an easily accessible manner. The regulatory services agreement described in Rule 17(c)(2)(A)(i) - [NYSE Amex] Equities shall require that the non-affiliated SRO provide a report, at least quarterly, to the Chief Regulatory Officer of the Exchange quantifying all Exceptions (of which the Exchange and the non-affiliated SRO become aware) in which Arca Securities is identified as a participant that has potentially violated Exchange or SEC Rules.

Rule 80B - Equities. Trading Halts Due to Extraordinary Market Volatility

This Rule is effective until February 4, 2013

Rule 80B - Equities Trading Halts Due to Extraordinary Market Volatility

Operative as of February 4, 2013

(a)-(b) No change.

(c) Re-opening of Trading

(i) The re-opening of trading following a Level 1 or 2 trading halt shall follow the procedures set forth in Rule 123D - [NYSE Amex] Equities.

(d) Nothing in this Rule 80B - [NYSE Amex] Equities should be construed to limit the ability of the Exchange to otherwise halt, suspend, or pause the trading in any stock or stocks traded on the Exchange pursuant to any other Exchange rule or policy.

Rule 107B - Equities. Supplemental Liquidity Providers

(a)-(c) No change.

(d) Qualifications of an SLMM. A member organization may register as an SLMM in one or more securities traded on the Exchange in order to assist in the maintenance of a fair and orderly market insofar as reasonably practicable. To qualify as an SLMM, a member organization must meet the requirements of Rule 107B(c)(1), and (3) - (5) - [NYSE Amex] Equities and if approved as an SLMM, must:

(1) maintain continuous, two-sided trading interest in those securities in which the SLMM is registered to trade as an SLP (“Two-Sided Obligation”).

(A)-(B)(ii) No change.

(iii) For purposes of this Rule, the “Designated Percentage” shall be 8% for securities subject to Rule 80C(a)(i) - [NYSE Amex] Equities, 28% for securities subject to Rule 80C(a)(ii) - [NYSE Amex] Equities, and 30% for securities subject to Rule 80C(a)(iii) - [NYSE Amex] Equities, 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 - [NYSE Amex] Equities is not in effect, the Designated Percentage shall be 20% for securities subject to Rule 80C(a)(i) - [NYSE Amex] Equities, 28% for securities subject to Rule 80C(a)(ii) - [NYSE Amex] Equities, and 30% for securities subject to Rule 80C(a)(iii) - [NYSE Amex] Equities.

(iv) For purposes of this Rule, the “Defined Limit” shall be 9.5% for securities subject to Rule 80C(a)(i) - [NYSE Amex] Equities, 29.5% for securities subject to Rule 80C(a)(ii) - [NYSE Amex] Equities, and 31.5% for securities subject to Rule 80C(a)(iii) - [NYSE Amex] Equities, 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 - [NYSE Amex] Equities is not in effect, the Defined Limit shall be 21.5% for securities subject to Rule 80C(a)(i) - [NYSE Amex] Equities, 29.5% for securities subject to Rule 80C(a)(ii) - [NYSE Amex] Equities, and 31.5% for securities subject to Rule 80C(a)(iii) - [NYSE Amex] Equities.

Rule 107C - Equities. Retail Liquidity Program

(a) Definitions.

(1)-(3) No change.

(4) Retail Price Improvement Order. A “Retail Price Improvement Order” or “RPI” consists of non-displayed interest in [NYSE Amex Equities] Exchange traded securities (including but not limited to [NYSE Amex]Exchange-listed securities and securities listed on the Nasdaq Stock Market traded pursuant to unlisted trading privileges) that is priced better than the best protected bid (“PBB”) or best protected offer (“PBO”), as such terms are defined in Regulation NMS Rule 600(b)(57), by at least \$0.001 and that is identified as such. Exchange systems will monitor whether RPI buy or sell interest, adjusted by any offset and subject to the ceiling or floor price, is eligible to interact with incoming Retail Orders. An RPI remains non-displayed in its entirety (the buy or sell interest, the offset, and the ceiling or floor). An RLP shall only enter an RPI for securities to which it is assigned as RLP. Member organizations other than RLPs are permitted, but not required, to submit RPIs. An RPI may be an odd lot, round lot, or PRL.

(b)-(j) No change.

(k) Retail Order Designation. A Retail Member Organization can designate how a Retail Order will interact with available contra-side interest as follows:

(1) No change.

(2) Type 2. A Type 2-designated Retail Order will interact first with available contra-side Retail Price Improvement Orders and any remaining portion of the Retail Order will be executed as a Regulation NMS-compliant Immediate or Cancel Order pursuant to [NYSE Amex Equities] Rule 13 - Equities.

(3) Type 3. A Type 3-designated Retail Order will interact first with available contra-side Retail Price Improvement Orders and any remaining portion of the Retail Order will be executed as an Exchange Immediate or Cancel Order pursuant to [NYSE Amex Equities] Rule 13 - Equities.

Rule 127 - Equities. Block Crosses Outside the Prevailing Exchange Quotation

(a)-(d) No change.

(e) The requirements of Rule 76 - [NYSE Amex] Equities will not apply to executions made in accordance with this rule.

Rule 128 - Equities. Clearly Erroneous Executions For Equities

(a)-(b) No change.

(c) Thresholds. Determinations of a clearly erroneous execution will be made as follows:

(1) Numerical Guidelines. Subject to the provisions of paragraph (c)(3) below, a transaction executed during the regular trading hours of the Exchange and after hours of the Exchange shall be found to be clearly erroneous if the price of the transaction to buy (sell) that is the subject of the complaint is greater than (less than) the Reference Price by an amount that equals or exceeds the Numerical Guidelines set forth below. The execution time of the transaction under review determines whether the Numerical Guideline applied is the Regular Trading Hours or the After Hours of the Exchange. The Reference Price will be equal to the consolidated last sale immediately prior to the execution(s) under review except for: (A) Multi-Stock Events involving twenty or more securities, as described in (c)(2) below; (B) transactions not involving a Multi-Stock Event as described in paragraph (c)(2) that trigger a trading pause pursuant to Rule 80C(a)(i) - [NYSE Amex] Equities and subsequent transactions, as described in paragraph (c)(4) below, in which case the Reference Price shall be determined in accordance with that paragraph (c)(4); and (C) in other circumstances, such as, for example, relevant news impacting a security or securities, periods of extreme market volatility, sustained illiquidity, or widespread system issues, where use of a different Reference Price is necessary for the maintenance of a fair and orderly market and the protection of investors and the public interest.

(2) Multi-Stock Events Involving Twenty or More Securities. During Multi-Stock Events involving twenty or more securities the number of affected transactions may be such that immediate finality is necessary to maintain a fair and orderly market and to protect investors and the public interest. In such circumstances, the Exchange may use a Reference Price other than consolidated last sale. With the exception of those securities under review that are subject to an individual security trading pause pursuant to Rule 80C(a)(i) - [NYSE Amex] Equities as described in paragraph (c)(4) below, and to ensure consistent application across market centers when this paragraph is invoked, the Exchange will promptly coordinate with the other market centers to determine the appropriate review period, which may be greater than the period of five minutes or less that triggered application of this paragraph, as well as select one or more specific points in time prior to the transactions in question and use transaction prices at or immediately prior to the one or more specific points in time selected as the Reference Price. The Exchange will nullify as clearly erroneous all transactions that are at prices equal to or greater than 30% away from the Reference Price in each affected security during the review period selected by the Exchange and other markets consistent with this paragraph.

(3) Additional Factors. Except in the context of a Multi-Stock Event involving five or more securities, and individual security trading pauses pursuant to Rule 80C(a)(i) - [NYSE Amex] Equities as described in paragraph (c)(4) below, an Officer may also consider additional factors to determine whether an execution is clearly erroneous, including but not limited to, system malfunctions or disruptions, volume and volatility for the security, derivative securities products that correspond to greater than 100% in the direction of a tracking index, news released for the security, whether trading in the security was recently halted/resumed, whether the security is an IPO, whether the security was subject to a stock-split, reorganization, or other corporate action, overall market conditions, Opening and Late Session executions, validity of the consolidated tapes trades and quotes, consideration of primary market indications, Liquidity Replenishment Points (“LRPs”), Depth Guidelines and executions inconsistent with the trading pattern in the stock. Each additional factor shall be considered with a view toward maintaining a fair and orderly market and the protection of investors and the public interest.

Rule 241 - Equities. Added to Contract Price

Unless otherwise directed by the Exchange, in settlement of contracts in bonds dealt in “and interest” there shall be added to the contract price interest on the principal amount at the rate specified in the bond, which shall be computed up to but not including the day on which delivery is due, except that in the case of contracts made ‘seller’s option,’ as prescribed in [NYSE Amex Equities] Rule 14 - Equities such interest shall be computed only up to but not including the day when delivery would have been due if the contract had been made ‘regular way.

Rule 250 - Equities. Deliveries On or After Interest Dates

Bonds dealt in “and interest,” delivered on or after the date on which interest is due and payable, shall be without the coupons due on such date, with adjustment for the cash value of the coupons in determining the accrued interest payable as provided by Rule 241 - [NYSE Amex] Equities.

Rule 273 - Equities. Partial Call

Reclamation, by reason of the fact that a called security was delivered, which was not a delivery under the provisions of Rule 217 - [NYSE Amex] Equities, may be made without limit of time and such security may be returned to the party who held it at the time such security ceased to be a delivery.

Rule 432 - Equities. Daily Record of Required Margin

••• Supplementary Material:

.10-.20 No change.

.30 Meaning of the term “customer”.—For the purpose of Rule 432 - [NYSE Amex] Equities, the term “customer” has the same meaning as in Rule 431(a) - [NYSE Amex] Equities.

Rule 502 - Equities. Hours of Business

(a) The hours for the transaction of business involving Nasdaq Securities shall be in accordance with Rule 51 - [NYSE Amex] Equities.
