

EXHIBIT 5

Text of the Proposed Rule Change:¹

NYSE MKT Rules

General and Floor Rules

[Rule 5. Over-the-Counter Execution of Equity Securities Transactions]

Entire text deleted.

[Rule 6. Execution of Transactions in Bonds on Exchange Required—Exceptions]

Entire text deleted.

[Rule 7. Short Sales]

Entire text deleted.

[Rule 8. Stamp Taxes]

Entire text deleted.

[Rule 9. Securities "When Issued"]

Entire text deleted.

[Rule 10. Communications to Exchange]

Entire text deleted.

[Rule 13. Members' Access to Records]

Entire text deleted.

[Rule 14. Posting Salaried Market Employee]

Entire text deleted.

[Rule 15. Loans by Members]

Entire text deleted.

¹ New text is underscored and deleted text is in brackets.

[Rule 17. Transactions in Rights and Warrants]

Entire text deleted.

[Rule 18. Withdrawal from Listing]

Entire text deleted.

[Rule 19. "When Distributed" Trading]

Entire text deleted.

[Rule 20. "When Issued" Trading]

Entire text deleted.

[Rule 23. Members' Off-Floor Trading]

Entire text deleted.

[Rule 24. Block Transactions]

Entire text deleted.

[Rule 25. Cabinet Trading of Equity and Derivative Securities]

Entire text deleted.

[Rule 26. Performance Committee]

Entire text deleted.

[Rule 27. Allocations Committee]

Entire text deleted.

[Rule 28. Allocation of Securities Admitted to Dealings on an Unlisted Trading Privileges ("UTP") Basis]

Entire text deleted.

[Rule 29. Market Quality Committee]

Entire text deleted.

[Rule 30A. Periodic Reports— Short Positions]

Entire text deleted.

[Rule 60. Responsibility for PER and AMOS Orders; Disclaimer of NYSE Liability]

for Exchange Member Firm Use of NYSE Facilities Licensed by the Exchange]

Entire text deleted.

[Rule 62. Backup Trading Arrangements]

Entire text deleted.

[Rule 63. Exchange Liability]

Entire text deleted.

[PART II—Rules Principally Applicable to Floor Transactions]

[Section 1. General Floor Rules]

[Rule 100. Hours of Floor Dealing]

Entire text deleted.

[Rule 101. Securities Dealt In]

Entire text deleted.

[Rule 102. Dealing in Privileges]

Entire text deleted.

[Rule 103. General Floor Prohibitions]

Entire text deleted.

[Rule 104. Non-member Give Up]

Entire text deleted.

[Rule 105. Must Give Up Clearing Agent]

Entire text deleted.

[Rule 106. Substitute Principal]

Entire text deleted.

[Rule 107. Authority to Approve Certain Short Sales]

Entire text deleted.

[Rule 108. Priority and Parity at Openings]

Entire text deleted.

[Rule 109. "Stopping" Stock]

Entire text deleted.

[Rule 110. Registered Traders]

Entire text deleted.

[Rule 111. Restrictions on Registered Traders]

Entire text deleted.

[Rule 112. Suspension of Registration of Registered Trader]

Entire text deleted.

[Rule 114. Registered Equity Market Makers]

Entire text deleted.

[Rule 115. Exchange Procedures for Use of Unusual Market Exception]

Entire text deleted.

[Rule 116. Opening Automated Report Service]

Entire text deleted.

[Rule 117. Trading Halts Due to Extraordinary Market Volatility]

Entire text deleted.

[Rule 117A. Net Asset Value/Disclosed Portfolio Dissemination and Trading Halts]

Entire text deleted.

[Rule 118. Trading in Nasdaq Securities]

Entire text deleted.

[Rule 119. Indications, Opening and Reopenings]

Entire text deleted.

[Rule 119A. Contingency Trading Procedures—Alternative Trading Facility]

Entire text deleted.

[Section 2. Units of Trading, Bids, Offers and Quotations]

[Rule 120. Units of Trading—Bonds and Stocks]

Entire text deleted.

[Rule 121. Bids or Offers Deemed for Unit of Trading]

Entire text deleted.

[Rule 122. Bids or Offers for More Than Unit of Trading]

Entire text deleted.

[Rule 123. Manner of Bidding and Offering]

Entire text deleted.

[Rule 124. Types of Bids and Offers]

Entire text deleted.

[Rule 125. Bid or Offer Deemed Regular Way]

Entire text deleted.

[Rule 126. Precedence of Bids and Offers]

Entire text deleted.

[Rule 127. Minimum Price Variations]

Entire text deleted.

[Rule 128. Contract Made on Acceptance of Bid or Offer]

Entire text deleted.

[Rule 129. Price Binding Despite Erroneous Report]

Entire text deleted.

[Rule 130. Public Offers "On Stop" or "At Close" Prohibited]

Entire text deleted.

[Rule 131. Types of Orders]

Entire text deleted.

[Rule 131A. Market on Close Policy and Expiration Procedures]

Entire text deleted.

[Rule 132. Price Adjustment of Open Orders on "Ex-Date"]

Entire text deleted.

[Rule 133. Transmitting Names from Floor Prohibited]

Entire text deleted.

[Rule 134. Cash, Next Day and Seller's Option Transactions]

Entire text deleted.

[Rule 135. Cancellations of, and Revisions in, Transactions Where both the Buying and Selling Members Agree to the Cancellation or Revision]

Entire text deleted.

[Rule 135A. Cancellations of, and Revisions in, Transactions Where both the Buying and Selling Members Do Not Agree to the Cancellation or Revision]

Entire text deleted.

[Rule 136. Cabinet Dealings—Bonds]

Entire text deleted.

[Rule 140. U.S. Government Securities Dealers]

Entire text deleted.

[Section 3. Members Acting As Brokers]

[Rule 150. Purchases and Sales While Holding Unexecuted Market Order]

Entire text deleted.

[Rule 151. "On Order" Transactions]

Entire text deleted.

[Rule 152. Taking or Supplying Stock to Fill Customer's Order]

Entire text deleted.

[Rule 153. Record of Orders]

Entire text deleted.

[Rule 153A. Automated Submission of Trading Data]

Entire text deleted.

[Rule 154. Orders Left with Specialist]

Entire text deleted.

[Rule 155. Precedence Accorded to Orders Entrusted to Specialists]

Entire text deleted.

[Rule 156. Representation of Orders]

Entire text deleted.

[Rule 157. Orders with More than One Broker]

Entire text deleted.

[Section 4. Members Acting as Specialists]

[Rule 176. Knowledge of Other Markets Required]

Entire text deleted.

[Rule 177. Duty to Report]

Entire text deleted.

[Rule 178. Responsibility of Specialist]

Entire text deleted.

[Rule 179. Expiring Equity Securities]

Entire text deleted.

[Rule 180. Must Keep Record of Orders]

Entire text deleted.

[Rule 181. Cancellations Must Be Written]

Entire text deleted.

[Rule 182. Deposit of Unlisted Stocks with Exchange]

Entire text deleted.

[Rule 183. Specialist Registration Fee]

Entire text deleted.

[Rule 184. Specialist Clerks]

Entire text deleted.

[Rule 185. Adjustments in Price]

Entire text deleted.

[Rule 186. Specialist May Not Be Officer of Corporation]

Entire text deleted.

[Rule 187. Off the Floor Purchases and Sales]

Entire text deleted.

[Rule 188. Trading at Other Section of Post]

Entire text deleted.

[Rule 189. Purchase of Security by Specialist for Customer Off the Floor Prohibited]

Entire text deleted.

[Rule 190. Specialist's Transactions with Public Customers]

Entire text deleted.

[Rule 191. Reports of Purchases and Sales for Specialist's Own Account]

Entire text deleted.

[Rule 192. Financial Information]

Entire text deleted.

[Rule 193. Affiliated Persons of Specialists]

Entire text deleted.

[Section 5. Members Acting as Odd-Lot Dealers]

[Rule 200. Odd-Lot Dealer Registration]

Entire text deleted.

[Rule 201. Temporary Odd-Lot Dealer]

Entire text deleted.

[Rule 202. Responsibility of Temporary Odd-Lot Dealer]

Entire text deleted.

[Rule 203. Odd-Lot Dealer Joint-Accounts]

Entire text deleted.

[Rule 204. Odd-Lot Orders]

Entire text deleted.

[Rule 205. Manner of Executing Odd-Lot Orders]

Entire text deleted.

[Rule 206. Prohibition of Round-Lot Transactions Merely for Purpose of Establishing Odd-Lot Prices]

Entire text deleted.

[Rule 207. Limitation on Electing Odd-Lot Stop Orders]

Entire text deleted.

[Rule 208. Bunching of Odd-Lot Orders]

Entire text deleted.

Trading of Option Contracts

Section 1. General Rules Relating to Options

Rule 906. Reporting of Options Positions

(a) to (d) No Change

• • • *Commentary* -----

.01 No Change

.02 A member organization shall not be required to file the reports specified in this Rule with respect to positions in the accounts of specialists or specialist units, registered trades or options principals cleared by such member organization provided such positions are reported pursuant to Rule[s 191 and] 958B.

.03 No Change

Section 15. Flexible Exchange Options

Rule 905G. Discretionary Transactions

[Notwithstanding Rule 103(c), a] A Floor Broker may be given discretion with respect to the number of FLEX contracts to be purchased or sold. Such discretion must be granted by the customer in clear terms in a manner approved by the Exchange and must be reflected in a contemporaneously-prepared, time-stamped document prepared by the Floor Broker, one copy of which shall be promptly sent to the customer and one copy of which shall be maintained by the Floor Broker for the full term of the FLEX contract or the time required under Securities and Exchange Commission Rule 17a-4 of the Securities Exchange Act of 1934, whichever is longer.

[Rules for After-Hours Trading Facility]

[After-Hours Trading: Applicability and Definitions]

[Rule 1300. Applicability of 1300 Series]

Entire text deleted.

[Rule 1301. Securities to be Traded]

Entire text deleted.

[Rule 1302. After-Hours Trading Orders]

Entire text deleted.

[Rule 1303. After-Hours Transactions]

Entire text deleted.

[Rule 1304. Priority of After-Hours Trading Orders]

Entire text deleted.

[Rule 1305. After-Hours Trading Reports and Recordkeeping]

Entire text deleted.

[Rule 1306. Impact of Trading Halts on After-Hours Trading]

Entire text deleted.

[AEMI Rules]

[Rule 1—AEMI. Hours of Business]

Entire text deleted.

[Rule 1A—AEMI Applicability, Definitions, References and Phase-In]

Entire text deleted.

[Rule 3—AEMI. General Prohibitions and Duty to Report]

Entire text deleted.

[Rule 22—AEMI. Authority of Floor Officials]

Entire text deleted.

[Rule 24—AEMI Limitations on Members' Trading Because of Customers' Orders]

Entire text deleted.

[Rule 60—AEMI. Vendor Liability Disclaimer]

Entire text deleted.

[Rule 108—AEMI. Priority and Parity at Openings and Reopenings]

Entire text deleted.

[Rule 109—AEMI. "Stopping" Stock]

Entire text deleted.

[Rule 110—AEMI. Registered Traders and Floor Trading]

Entire text deleted.

[Rule 110A—AEMI. Designated NYSE Alternext Remote Traders]

Entire text deleted.

[Rule 112—AEMI. Suspension of Registration of Registered Trader or Designated NYSE Alternext Remote Trader]

Entire text deleted.

[Rule 115—AEMI. Exchange Procedures for Use of Unusual Market Exception]

Entire text deleted.

[Rule 118—AEMI. Trading in Nasdaq Securities]

Entire text deleted.

[Rule 119—AEMI. Indications, Openings and Reopenings]

Entire text deleted.

[Rule 123—AEMI. Manner of Bidding and Offering]

Entire text deleted.

[Rule 124—AEMI. Types of Bids and Offers]

Entire text deleted.

[Rule 126—AEMI. Precedence of Bids and Offers]

Entire text deleted.

[Rule 126A—AEMI. Protected Bids and Offers of Away Markets]

Entire text deleted.

[Rule 126B—AEMI. Order Routing Services]

Entire text deleted.

[Rule 127—AEMI. Minimum Price Variations]

Entire text deleted.

[Rule 128A—AEMI. Automatic Execution]

Entire text deleted.

[Rule 128B—AEMI. Auction Trades]

Entire text deleted.

[Rule 128C—AEMI. Locking or Crossing Quotations in NMS Stocks]

Entire text deleted.

[Rule 131—AEMI. Types of Orders]

Entire text deleted.

[Rule 131A—AEMI. Market on Close Policy and Expiration Procedures]

Entire text deleted.

[Rule 132—AEMI. Price Adjustment of Open Orders on "Ex-Date"]

Entire text deleted.

[Rule 135—AEMI. Cancellations of, and Revisions in, Transactions Where both the Buying and Selling Members Agree to the Cancellation or Revision]

Entire text deleted.

[Rule 135A—AEMI. Cancellations of, and Revisions in, Transactions Where both the Buying and Selling Members Do Not Agree to the Cancellation or Revision]

Entire text deleted.

[Rule 151—AEMI. "Open Outcry" Cross Transactions]

Entire text deleted.

[Rule 152—AEMI. Taking or Supplying Stock to Fill Customer's Order]

Entire text deleted.

[Rule 153—AEMI. Record of Orders]

Entire text deleted.

[Rule 154—AEMI. Orders in AEMI]

Entire text deleted.

[Rule 155—AEMI. Precedence Accorded to Orders Entrusted to Specialists]

Entire text deleted.

[Rule 156—AEMI. Representation of Orders]

Entire text deleted.

[Rule 157—AEMI. Orders with More than One Broker]

Entire text deleted.

[Rule 170—AEMI. Registration and Functions of Specialists]

Entire text deleted.

[Rule 174—AEMI. Disclosures by Specialists Prohibited]

Entire text deleted.

[Rule 178—AEMI. Responsibility of Specialist]

Entire text deleted.

[Rule 179—AEMI. Expiring Equity Securities]

Entire text deleted.

[Rule 200—AEMI. Odd-Lot Dealer Registration]

Entire text deleted.

[Rule 205—AEMI. Manner of Executing Odd-Lot Orders]

Entire text deleted.

[Rule 206—AEMI. Prohibition of Round-Lot Transactions Merely for Purpose of Establishing Odd-Lot Prices]

Entire text deleted.

[Rule 207—AEMI. Limitation on Electing Odd-Lot Stop Orders]

Entire text deleted.

[Rule 220—AEMI. Communications to and on the Floor]

Entire text deleted.

[Rule 719—AEMI. Comparison of Exchange Transactions]

Entire text deleted.

[AEMI-One Rules]

Entire text deleted.
