Exhibit 5

Additions are <u>underlined</u>; deleted text is [in brackets]

RULES OF CHICAGO STOCK EXCHANGE, INC.

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ARTICLE 1

Definitions and General Information

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Rule 2. Order Types and Conditions

Unless otherwise specifically defined elsewhere in the CHX Rules, the following terms shall have the respective meaning ascribed to them, for purposes of all CHX Rules. Additional information about order types and conditions can be found in Article 20.

a. – x.　　　　Unchanged

y. "CHX Only": a limit order that is to be ranked and executed on the Exchange pursuant to Rule 8 of Article 20, without routing away to another trading center and is <u>eligible for</u>[subject to] [repricing] <u>the CHX Only Price Sliding Processes, detailed below. An order sender may not opt out of the CHX Only Price Sliding Processes.</u> [by the Exchange in the following circumstances.] An order sender can enter instructions to have all limit orders default to "CHX Only<u>.</u>" [and therefore subject to the repricing process. In addition, an order sender can enter instructions to only use the repricing process if the CHX order locks the NBBO at the time of order entry, and not if it crosses the NBBO. Such instructions can be submitted on either an order-by-order or global basis by the order sending firm. If such instructions are given and the order crosses the NBBO, it will be rejected from the Matching System.]

<u>The CHX Only Price Sliding Processes utilized by the Matching System include both Regulation NMS Price Sliding ("NMS Price Sliding") and Short Sale Price Sliding. All CHX Only orders that are eligible for the CHX Only Price Sliding Processes may be subject to either NMS Price Sliding or Short Sale Price Sliding.</u>

<u>CHX Only orders marked "Do Not Display" or "Reserve Size" are not eligible for the CHX Only Price Sliding Processes and such orders that, at the time of entry, would be in violation of</u>

Regulation NMS or Regulation SHO, shall be cancelled by the Matching System and rejected back to the order sender. Also, when a short sale price test restriction under Rule 201 of Regulation SHO is in effect, an undisplayed sell short order that is priced above the NBB at the time of initial order entry, but due to a change in the NBB, is now priced at or below the NBB, shall be cancelled.

(1) [*Regulation*] *NMS* [*Repricing*] *Price Sliding*.

(A*) Initial NMS Price Sliding.* A CHX Only order [which] that, at the time of entry, would lock or cross a Protected Quotation of an external market [as defined in Regulation NMS Rule 600(b)(58)] in violation of Rule 610(d) of Regulation NMS will be *ranked* at [repriced to] the locking price [and ranked at such price] in the Matching System[. A CHX Only order that, if at the time of entry, would create a violation of Rule 610(d) of Regulation NMS by locking or crossing a Protected Quotation] and will be [displayed] *displayed* by the Matching System at one minimum price variation below the current "National Best Offer" ("NBO") (for bids) or at one minimum price variation above the current "National Best Bid" ("NBB") (for offers) (["NMS repricing"] "Permitted Display Price"). [In the event that the NBBO changes such that the CHX Only order at the original locking price would not lock or cross a Protected Quotation, the order subject to NMS repricing will receive a new timestamp, and will be displayed at the original locking price.] CHX Only orders subject to NMS Price Sliding will retain their original limit prices irrespective of the prices at which such orders are ranked and displayed.

(B) *Multiple NMS Price Sliding.* Following the initial ranking and display of an order subject to NMS Price Sliding, the order will be continuously re-ranked and re-displayed until the order is executed, cancelled or its original limit price is reached. A CHX Only order subject to NMS Price Sliding will only be re-ranked and re-displayed to the extent it achieves a more aggressive price, based upon changes to the prevailing National Best Bid and Offer ("NBBO"); provided however that an order may be re-ranked to a less aggressive price, subject to subparagraphs (iii) and (iv) below.

(i) *Re-rank.* In the event the NBBO changes such that a CHX Only order subject to NMS Price Sliding could be *re-ranked* at a higher trading increment (for buy orders) or lower trading increment (for sell orders), without crossing a Protected Quotation of an external market, the order will receive a new timestamp and will be re-ranked at the current locking price.

(ii) *Re-display*. In the event that the NBBO changes such that a CHX Only order subject to NMS Price Sliding could be *re-displayed* at a higher trading increment (for buy orders) or lower trading increment (for sell orders), without locking or crossing a Protected Quotation of an external market, the order will receive a new timestamp and will be re-displayed at the current Permitted Display Price.

(iii) *External Protected Quotation Locks Displayed Price*. In the event that the Protected Quotation of an external market locks the displayed price of a resting price slid order and the Matching System receives a marketable contra-side order, the Matching System will re-rank the resting price slid order at the same price as the displayed price. Such event will not result in a change in priority for the resting price slid order at its displayed price.

(iv) *External Protected Quotation Crosses Displayed Price.* In the event that the Protected Quotation of an external market *crosses* the displayed price of a resting price slid order, the Matching System shall rank and display the resting order based on the first uncrossed NBBO calculated pursuant to paragraph .01(d) of Article 20, Rule 5, if necessary.

In the event the first uncrossed NBBO is locked, the resting order shall be subject to subparagraph (iii).

In the event the first uncrossed NBBO is not locked, the resting order shall be subject to subparagraphs (i) and (ii).

(2) *Short Sale* [*Repricing.*]*Price Sliding.*

(A) *Initial Short Sale Price Sliding.* A CHX Only sell short order that, at the time of entry, could not be executed or displayed [based on] in compliance with Rule 201 of Regulation SHO will be repriced and displayed by the Matching System at one minimum price variation above the current NBB ("Permitted Price"). [("short sale repricing" and together with NMS repricing, the "repricing process"). A CHX Only order subject to short sale repricing will not be readjusted downward even if it could be displayed at a lower price without violation of Rule 201 of Regulation SHO. Neither CHX Only orders marked "short exempt" nor CHX Only orders displayed by the Matching System at a price above the then current NBB at the time of initial display shall be subject to short sale repricing.] CHX Only orders subject to Short Sale Price Sliding will retain their original limit prices irrespective of the prices at which such orders are priced and displayed.

(B) *Multiple Short Sale Price Sliding*. To reflect declines in the NBB, the Matching System will continue to reprice and display a CHX Only sell short order subject to Rule 201 of Regulation SHO at the Permitted Price until the order is executed, cancelled or its original limit price is reached. The CHX Only sell short order shall receive a new timestamp at each repricing.

(C) *Priority over NMS Price Sliding*. When a short sale price test restriction under Rule 201 of Regulation SHO is in effect for a particular security, Short Sale Price Sliding will take priority over NMS Price Sliding, with respect to CHX Only sell short orders in that security that are subject to Short Sale Price Sliding.

(D) *Exemptions.*

(i) When a short sale price test restriction under Rule 201 of Regulation SHO is in effect, the Matching System may execute a CHX Only sell short order subject to Short Sale Price Sliding at a price below the Permitted Price if, at the time of initial display of the short sale order, the order was at a price above the then current NBB.

(ii) CHX Only orders marked "short exempt" shall not be subject to Short Sale Price Sliding.

(3) [*Applicability of Price Sliding*. If a CHX Only order is eligible for the repricing process, it will be subject to both NMS repricing and short sale repricing.]*Lock-Only Price Sliding*. An order sender may enter an instruction to only use the CHX Only Price Sliding Processes if the display of the CHX Only order at the time of order entry would lock the NBBO. If such an instruction is given and the display of an order would cross the NBBO at the time of entry, the order will be rejected from the Matching System.

(4) *Original Time Priority Retained*. CHX Only orders subject to the Price Sliding Processes will retain their time priority versus other orders based upon the time those orders were initially received by the Matching System.

z. – ii.   Unchanged

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ARTICLE 20.

Definitions and General Information

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Rule 4. Eligible Orders

a.   Unchanged

b. *Order types and indications*. As designated by the Exchange, the following order types or orders with the following indications shall be eligible for entry to and accepted by the Matching System. Announcements regarding order eligibility under this paragraph shall be made by the Exchange via Regulatory Circular and will be provided in a manner to give reasonable advance notice of its market participants.

> (1)-(17)   Unchanged

> (18) "Post Only": an order that is to be posted on the Exchange and not routed away to another trading center.

> A Post Only order will be immediately cancelled under the following circumstances:[if]

>> (A) The Post Only order would remove liquidity from the CHX book; [it is marketable against a contra-side order in the Matching System when entered,] or [if]

>> (B) At the time of order entry, the Post Only order[it is at a price that] would lock or cross a [manual or]P[p]rotected Q[q]uotation of an external market; provided, however, that if the Post Only order is marked "CHX Only" and is eligible for the CHX Only Price Sliding Processes, pursuant to Article 1, Rule 2(y), the Post Only order that would lock or cross a Protected Quotation of an external market shall be subject to the CHX Only Price Sliding Processes and shall not be immediately cancelled.

> (19)-(24)   Unchanged

> (25) "CHX Only": defined under Article 1, Rule 2(y). [a limit order that is to be ranked and executed on the Exchange pursuant to Rule 8 of Article 20, without routing away to another trading center and is subject to repricing by the Exchange in the following

circumstances. An order sender can enter instructions to have all limit orders default to "CHX Only" and therefore subject to the repricing process. In addition, an order sender can enter instructions to only use the repricing process if the CHX order locks the NBBO at the time of order entry, and not if it crosses the NBBO. Such instructions can be submitted on either an order-by-order or global basis by the order sending firm. If such instructions are given and the order crosses the NBBO, it will be rejected from the Matching System.

> (a) *Regulation NMS Repricing*. A CHX Only order which, at the time of entry, would cross a Protected Quotation as defined in Regulation NMS Rule 600(b)(58) will be repriced to the locking price and ranked at such price in the Matching System. A CHX Only order that, if at the time of entry, would create a violation of Rule 610(d) of Regulation NMS by locking or crossing a Protected Quotation will be displayed by the Matching System at one minimum price variation below the current NBO (for bids) or to one minimum price variation above the current NBB (for offers) ("NMS repricing"). In the event that the NBBO changes such that the CHX Only order at the original locking price would not lock or cross a Protected Quotation, the order subject to NMS repricing will receive a new timestamp, and will be displayed at the original locking price.

> (b) *Short Sale Repricing*. A CHX Only order that, at the time of entry, could not be executed or displayed based on Rule 201 of Regulation SHO will be repriced by the Matching System at one minimum price variation above the current NBB ("short sale repricing" and together with NMS repricing, the "repricing process"). A CHX Only order subject to short sale repricing will not be readjusted downward even if it could be displayed at a lower price without violation of Rule 201 of Regulation SHO. Neither CHX Only orders marked "short exempt" nor CHX Only orders displayed by the Matching System at a price above the then current NBB at the time of initial display shall be subject to short sale repricing.

> (c) *Applicability of Repricing*. If a CHX Only order is eligible for the repricing process, it will be subject to both NMS repricing and short sale repricing.]

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Rule 6. Locked and Crossed Markets

a. – c. Unchanged

d. *Matching System operation*. Except as permitted in paragraph (c) above, an order is not eligible for display on the Exchange if its display would lock or cross a P[p]rotected Q[q]uotation of an external market. These orders shall be routed, pursuant to the provisions of Rule 5, Interpretation .03 above, to another destination of the Participant's choice or, if designated as "D[d]o N[n]ot R[r]oute," automatically cancelled. However, a "CHX Only" order may be subject to the CHX Only Price Sliding Processes, detailed under Article 1, Rule 2(y).

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Rule 8. Operation of the Matching System

The Exchange's Matching System shall operate in the following manner:

 a.   Unchanged

 b. *Ranking and display of orders*. All orders sent to the Matching System shall be ranked according to their price and time of receipt, as follows:

  1. - .6   Unchanged

  7. *Orders subject to the CHX Only Price Sliding Processes*. Orders subject to the CHX Only Price Sliding Processes, pursuant to Article 1, Rule 2(y), shall receive order execution priority based first on its ranked price, then original time of receipt by the Matching System.

c. – h.   Unchanged

• • • *Interpretations and Policies*:

.01 - .03   Unchanged

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