<div align="right">**EXHIBIT 5**</div>

Additions are <u>underlined</u>;
Deletions are [bracketed].

<div align="center">**NYSE Arca Equities Rules**</div>

<div align="center">* * * * *</div>

Rule 7.31. Orders and Modifiers

(a) through (g) No change.

(h) Working Order. Any order with a conditional or undisplayed price and/or size designated as a "Working Order" by the Corporation, including, without limitation:

   (1) through (6) No change.

   (7) PL Select Order. A User can designate a Passive Liquidity order as a PL Select Order. Once entered, a PL Select Order will not interact with an incoming order that: (i) has an immediate-or-cancel time in force condition[,] <u>or</u> (ii) is an ISO[, or (iii) is larger than the size of the PL Select Order]. A PL Select Order will otherwise retain its standing in execution priority among PL Orders. An incoming PL Select Order that is marketable will execute against all available contra-side interest without restrictions. The restrictions will be enforced for any remaining balance of the PL Select Order. Upon notice to ETP Holders, the Corporation may suspend the entry of PL Select Orders, which would also cancel any open PL Select Orders back to the User.

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