EXHIBIT 5

Proposed new language is <u>underlined</u>; proposed deletions are marked by [brackets].

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Rule 1.5 Definitions

Unless the context otherwise requires, for all purposes of these Exchange Rules, terms used in Exchange Rules shall have the meaning assigned in Article I of the By-Laws or as set forth below:

A. – Q. *No changes.*

R.

(1) *No changes.*

<u>**Routing Logic**</u>

<u>(2)   The term "Routing Logic" means the methodology used to determine the Trading Center to which an incoming order will be directed for potential execution.</u>

S. – Z. *No changes.*

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Rule 11.15. Order Execution

Orders shall be matched for execution by following this Rule. For any execution to occur during Regular Trading Hours, however, the price must be equal to or better than the Protected NBBO, unless the order is marked ISO or unless the execution falls within another exception set forth in Rule 611(b) of Regulation NMS. The Exchange intends to take advantage of the self-help provisions of Regulation NMS.

(a) Orders Other than Sweep Orders.

(i) *No changes.*

(ii) *Routing to Away Trading Centers*. Unless the terms of the order direct otherwise, if an order (other than a Sweep Order) has not been executed in its entirety pursuant to paragraph (a)(i) of this Rule, the order shall be eligible for routing away as follows:

(A) The order will be converted into one or more limit <u>IOC</u> [o]Orders, as necessary, to be matched for <u>potential </u>execution [against each protected quotation at

the Protected NBBO available] at the away [t]Trading [c]Center[s] (as defined in Rule 2.11) designated by the Routing Logic. Each such converted limit order shall be priced as follows:

(1) – (2) No changes.

(B) Each converted limit IOC [o]Order will be routed to the designated [applicable] [t]Trading [c]Center (as defined in Rule 2.11) for potential execution according to the Routing Logic [against the applicable protected quotation at the Protected NBBO]. No orders routed away pursuant to this subsection (ii) shall be marked ISO.

(C) The Exchange reserves the right to modify the Routing Logic at any time without notice.

(iii) – (iv) *No changes.*

(b) – (e) *No changes*