

EXHIBIT 5

Proposed new language is underlined; deletions are bracketed.

NASDAQ OMX BX Rules

* * * * *

Chapter VI Trading Systems

* * * * *

Sec. 9 Price Improvement Auction (“PRISM”)

A Participant may electronically submit for execution an order it represents as agent on behalf of a Public Customer, broker dealer, or any other entity (“PRISM Order”) against principal interest or against any other order (except as provided in sub-paragraph (i)(F) below) it represents as agent (an “Initiating Order”) provided it submits the PRISM Order for electronic execution into the PRISM Auction (“Auction”) pursuant to this Rule. For purposes of this Rule, a Public Customer order does not include a Professional order.

- (i) No change.
- (ii) Auction Process. Only one Auction may be conducted at a time in any given series. Once commenced, an Auction may not be cancelled and shall proceed as follows:
 - (A) – (D) No change.
 - (E) Order Allocation – Size Pro-Rata. At the conclusion of the Auction, the PRISM Order will be allocated at the best price(s) as follows for underlying symbols which are designated as Size Pro-Rata, as described in Chapter VI, Section 10(1)(C)(2)[(1)(a)] with the following priority:
 - (1) –(5) No change.
 - (F) Order Allocation – Price/Time. At the conclusion of the Auction, the PRISM Order will be allocated at the best price(s) as indicated below for underlying symbols designated as Price/Time as described in Chapter VI, Section 10(1)(C)(1)[(2)(i)].
 - (1) – (4) No change.
 - (G) – (L) No change.

* * * * *