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#### **EXHIBIT 5**

*New text is underlined, deleted text in brackets.* 

# NASDAQ OMX PHLX Rules

\* \* \* \* \*

## Rule 792. Reserved [Control of Voting Stock

The officers and directors of a member organization that is a corporation shall have working control of such member organization. They shall own at least fifty-five per cent (55%) of the voting stock, and shall have contributed at least thirty per cent (30%) of the total capital represented by all classes of stock; provided, however, that the Exchange may waive these requirements in specific cases, when it appears that a majority of the officers and a majority of the directors are actively engaged in the conduct of the business of such member organization.]

\* \* \* \* \*

### Rule 794. Reserved [Assignment of Holdings

No holder of ten per cent (10%) or more of the common or voting stock in a member organization that is a corporation shall sell, assign, transfer, pledge, or hypothecate his holdings of common or voting stock in such member organization, except to such member organization or to officers or directors thereof, without written notice to the Exchange.]

\* \* \* \* \*

## Rule 797. Reserved Loans to Officers and Directors

No member organization that is a corporation shall make any loans to any officer or director thereof.]

#### Rule 798. Reserved Admission of Corporation

A corporation may be issued a permit by the Exchange, provided such corporation is incorporated under the laws of the Commonwealth of Pennsylvania, and all of its shares are owned by the Exchange. Such corporate member, whose shares are owned by the Exchange, shall not be liable for dues.]

\* \* \* \* \*