

**EXHIBIT 5**

Deleted text is [bracketed]. New text is underlined.

**Nasdaq PHLX Rules**

**RULES OF THE EXCHANGE**

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**Rule 803. Listing Standards for Unlisted Trading Privileges**

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The listing criteria for Tier I Issues are as follows:

(a) – (n) No Change.

(o) Unlisted Trading Privileges

(1) – (2) No Change.

[(3) The Exchange shall file with the Commission a Form 19b-4(e) with respect to any such security that is a "new derivative securities product" ("NDSP") as defined in Rule 19b-4(e) under the Exchange Act.]

[(4)](3) Any "new derivative securities product" ("NDSP") [NDSP] traded on the Exchange pursuant to UTP shall be subject to the additional following Rules:

(A) – (C) No Change.

Commentary .01 No Change.

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