

EXHIBIT 5

New text is underlined; deleted text is in brackets.

Nasdaq PHLX Rules

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Rules Applicable to Trading of Options on Stocks, Exchange-Traded Fund Shares and Foreign Currencies (Rules 1000—1098)**Rule 1000. Applicability, Definitions and References**

(a) **Applicability.** The Rules in this Part shall be applicable to the trading on the Exchange in option contracts issued by the Options Clearing Corporation, the terms and conditions of such contracts, the exercise and settlement thereof, the handling of orders, and the conduct of accounts and other matters relating to options trading. Except to the extent that specific Rules in this Part govern or unless the context otherwise requires, the provisions of the By-Laws and of all other Rules and Policies of the Board of Directors shall be applicable to the trading on the Exchange of option contracts.

(b) **Definitions.** The following terms as used in the Rules shall, unless the context otherwise indicates, have the meanings herein specified:

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(14) The term “professional” means any person or entity that (i) is not a broker or dealer in securities, and (ii) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). A professional will be treated in the same manner as an off-floor broker-dealer for purposes of Rules 1014(g)[(except with respect to all-or-none orders, which will be treated like customer orders, except that orders submitted pursuant to Rule 1087 for the beneficial account(s) of professionals with an all-or-none designation will be treated in the same manner as off-floor broker-dealer orders)], 1033(e), 1064, Commentary .02 (except professional orders will be considered customer orders subject to facilitation), 1087 and 1098, as well as Options Floor Procedure Advices B-6 and F-5. Member organizations must indicate whether orders are for professionals.

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Rule 1066. Certain Types of Floor-Based (Non-System) Orders Defined

These order types are eligible for entry by a member for execution through the Options Floor Based Management System (“FBMS”).

(a) and (b) No change.

(c) *Contingency Order.* A contingency order is a limit or market order to buy or sell that is contingent upon a condition being satisfied while the order is at the post.

(1) – (3) No change.

(4) *All or None Order*. [An all-or-none order is a market or limit order which is to be executed in its entirety or not at all.] An All-or-None Order is described in Rule 1078.

(5) – (8) No change.

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Rule 1078. All-or-None Orders

An All-or-None Order is a limit order or market order that is to be executed in its entirety or not at all. An All-or None Order may only be submitted by a public customer. All-or-None Orders are non-displayed and non-routable. All-or-None Orders are executed in price-time priority among all public customer orders if the size contingency can be met. The Acceptable Trade Range protection in Rule 1099(a) is not applied to All-Or-None Orders.

OPTION FLOOR PROCEDURE ADVICES AND ORDER & DECORUM REGULATIONS

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A-9 All-or-None Option Orders

An [a]All-or-[n]None [option] [o]Order is described in Rule 1078. This rule shall apply to All-or-None Orders submitted on the trading floor. [is a limit order which is to be executed in its entirety, or not at all. Unlike a fill-or-kill order, an all-or-none order is not cancelled if it is not executed as soon as it is represented in the trading crowd.] An [a]All-or-[n]None [o]Order has no standing respecting executions in the trading crowd except with respect to other [a]All-or-[n]None [o]Orders. When represented in the trading crowd, [a]All-or-[n]None Orders are not included as part of the bid or offer.

[When entered electronically pursuant to Rule 1080 or into Options Floor Based Management System pursuant to Rule 1063 or 1085, an all-or-none order has standing and is eligible for execution in time priority with all other customer orders and all-or-none professional orders (as specified in Rule 1000(b)(14)) at that price if the all-or-none contingency can be met.]

FINE SCHEDULE

Fine not applicable

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