EXHIBIT 5

New text is underlined and deleted text is in brackets.

NASDAQ PHLX Rules

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Rule 1097. Limitations on Order Entry.

(a) No Change.

(b) **Limitations on Principal Transactions**. Members may not execute as principal against orders on the limit order book they represent as agent unless: ([a]i) agency orders are first exposed on the limit order book for at least 1 second; ([b]ii) the member has been bidding or offering on the Exchange for at least 1 second prior to receiving an agency order that is executable against such order; [(c) the member proceeds in accordance with the crossing rules contained in Rule 1064]; ([d]iii) the orders are entered into Price Improvement XL or "PIXL" pursuant to Rule 1087; ([e]iv) the orders are entered into the Complex Order Live Auction or "COLA" pursuant to Rule 1098(e); or ([f]v) the orders are entered into the Qualified Contingent Cross or "QCC" mechanism pursuant to Rules 1088 or Options 8, Section 30(e).

     (1) No change.

(c) **Limitations on Solicitation Orders**. Members may not execute orders they represent as agent on the Exchange against orders solicited from Members and non-Member broker-dealers to transact with such orders unless (i) the unsolicited order is first exposed on the Exchange for at least one (1) second; (ii) the member has been bidding or offering on the Exchange for at least 1 second prior to receiving an agency order that is executable against such order; (iii) the orders are entered into Price Improvement XL or "PIXL" pursuant to Rule 1087; (iv) the orders are entered into the Complex Order Live Auction or "COLA" pursuant to Rule 1098(e); or (v) the orders are entered into the Qualified Contingent Cross or "QCC" mechanism pursuant to Rules 1088 or Options 8, Section 30(e).

([c]d) Prior to or after submitting an order to Phlx, a member cannot inform another member or any other third party of any of the terms of the order for purposes of violating Rule 1095.

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