

EXHIBIT 5

Additions underlined

Deletions [bracketed]

THIRD AMENDED AND RESTATED
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF 24X BERMUDA HOLDINGS LLC

* * * * *

ARTICLE 9: ADMISSION OF NEW MEMBERS AND
ASSIGNABILITY OF COMPANY INTERESTS

* * * * *

(g) Notwithstanding anything to the contrary:

(i) Dmitri Galinov and his Related Persons shall have a temporary exemption from the limitation on ownership set forth in Section 9.2 above until nine (9) months after the date of approval by the SEC of 24X National Exchange's Form 1 application to register as a national securities exchange or until two months after commencement of the operation of the national securities exchange, if later than nine (9) months. If Dmitri Galinov and his Related Persons do not comply with the ownership limitations in Section 9.2 within the applicable time period in the preceding sentence, then the Company shall redeem all of the Units the holding of which by Dmitri Galinov and/or his Related Persons results in a violation of Section 9.2 for a price per Unit, as applicable, equal to the lesser of (a) book value or (b) Fair Market Value of such Units.

(ii) Dmitri Galinov and his Related Persons shall have a temporary exemption from the voting limitations set forth in Section 9.2 above until nine (9) months after the date of approval by the SEC of 24X National Exchange's Form 1 application to register as a national securities exchange or until two months after commencement of the operation of the national securities exchange, if later than nine (9) months, but only with respect to any vote regarding any merger, consolidation or dissolution of the Company or any sale of all or substantially all of the assets of the Company.

* * * * *