

**EXHIBIT 5**

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

**NASDAQ OMX BX Rules**

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**4615. Sponsored Participants**

(a) The Exchange shall be available for entry and execution of orders by Sponsored Participants with authorized access. [To obtain authorized access to the Exchange, each Sponsored Participant must enter into a Sponsored Participant Agreement with the Exchange in such form as the Exchange may provide.] Sponsored Access shall mean an arrangement whereby a member permits its customers to enter orders into the System that bypass the member's trading system and are routed directly to the Exchange, including routing through a service bureau or other third party technology provider.

(b) Sponsored Participants. A Sponsored Participant may obtain authorized access to the BX Market only if such access is authorized in advance by one or more Exchange members as follows:

- (i) Sponsored Participants must enter into and maintain customer agreements with one or more Sponsoring Members establishing proper relationship(s) and account(s) through which the Sponsored Participant may trade on the BX Market ("Customer Agreement"). Such [c]Customer [a]Agreement(s) must incorporate the Sponsorship Provisions set forth in paragraph (ii) below.
- (ii) For a Sponsored Participant to obtain and maintain authorized access to the BX Market, a Sponsored Participant and its Sponsoring Member must agree in writing to the following Sponsorship Provisions:
  - (A) The authorized access must comply with Rule 15c3-5 under the Securities Exchange Act of 1934. [Sponsored Participant and its Sponsoring Member must have entered into and maintained a User Agreement with the Exchange. The Sponsoring Member must designate the Sponsored Participant by name in its User Agreement as such.]
  - (B) Sponsoring Member acknowledges and agrees that
    - (1) All orders entered by the Sponsored Participants and any person acting on behalf of or in the name of such Sponsored Participant and any executions occurring as a result of such orders are binding in all respects on the Sponsoring Member and
    - (2) Sponsoring Member is responsible for any and all actions taken by such Sponsored Participant and any person acting on behalf of or in the name of such Sponsored Participant.

- (C) Sponsoring Member shall comply with the Exchange's Certificate of Incorporation, By-[I]Laws, Rules and procedures with regard to the BX Market and Sponsored Participant shall comply with the Exchange's Certificate of Incorporation, Bylaws, Rules and procedures with regard to the BX Market, as if Sponsored Participant were an Exchange Member.
- (D) Sponsored Participant shall maintain, keep current and provide to the Sponsoring Member a list of individuals authorized to obtain access to the BX Market on behalf of the Sponsored Participant.
- (E) Sponsored Participant shall familiarize its authorized individuals with all of the Sponsored Participant's obligations under this Rule and will assure that they receive appropriate training prior to any use or access to the BX Market.
- (F) Sponsored Participant may not permit anyone other than authorized individuals to use or obtain access to the BX Market.
- (G) Sponsored Participant shall take reasonable security precautions to prevent unauthorized use or access to the BX Market, including unauthorized entry of information into the BX Market, or the information and data made available therein. Sponsored Participant understands and agrees that Sponsored Participant is responsible for any and all orders, trades and other messages and instructions entered, transmitted or received under identifiers, passwords and security codes of authorized individuals, and for the trading and other consequences thereof.
- (H) Sponsored Participant acknowledges its responsibility to establish adequate procedures and controls that permit it to effectively monitor its employees', agents' and customers' use and access to the BX Market for compliance with the terms of this agreement.
- (I) Sponsored Participant shall pay when due all amounts, if any, payable to Sponsoring Member, the Exchange, or any other third parties that arise from the Sponsored Participant's access to and use of the BX Market. Such amounts include, but are not limited to applicable exchange and regulatory fees.
- [(iii) The Sponsoring Member must provide the Exchange with a Notice of Consent acknowledging its responsibility for the orders, executions and actions of its Sponsored Participant at issue.]

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