

Exhibit 5 - Text of the Proposed Rule Change
Underlining indicates additions; [Brackets] indicate deletion

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Rule 2101. Equity Securities Traded

(a) *Unlisted Trading Privileges.*

(1) The Exchange will trade securities in its ISE Stock Exchange facility only pursuant to unlisted trading privileges ("UTP") in accordance with Section 12(f) of the Exchange Act and the rules and regulations promulgated thereunder. Any security traded on the ISE Stock Exchange must be registered under the Exchange Act and must be listed on a national securities exchange. The ISE Stock Exchange will cease trading any security admitted to UTP if such security no longer is either listed on a national securities exchange. The Exchange will not list any securities. Therefore, the provisions of Rules 2123, 2124, 2125, 2126, 2127, 2130, 2131, and 2133 that permit the listing of securities other than common stock will not be effective until the Exchange files a proposed rule change under Section 19(b)(2) under the Exchange Act to amend its rules to comply with Rules 10A-3 and 10C-1 under the Exchange Act and to incorporate qualitative listing criteria, and such proposed rule change is approved by the Commission.

(2) No change.

(b) No change.

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