Exhibit 5 – Text of the Proposed Rule Change

New language
[deleted language]

SECOND AMENDED AND RESTATED
BYLAWS OF LONG-TERM STOCK EXCHANGE, INC.
(a Delaware corporation)

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ARTICLE III

BOARD OF DIRECTORS

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3.6 **Vacancies**

(a) No change

(b) Whenever any Member Representative Director position becomes vacant prior to the election of a successor at the end of such Member Representative Director's term, whether because of death, disability, disqualification, removal, or resignation, and whenever any newly-created Member Representative Director position becomes available because of an increase in the number of Directors, then the stockholders shall follow the procedures set forth in this Section 3.6(b). In such event, the Member Nominating Committee shall either (i) recommend an individual to the stockholders to be elected to fill such vacancy or (ii) provide a list of recommended individuals to the stockholders from which the stockholders shall elect the individual to fill such vacancy. A Member Representative Director elected pursuant to this Section 3.6(b) shall serve until the expiration of the remaining term or until the expiration of such position's designated term; *provided,* however, that if the remaining term of office of a Member Representative Director at the time of such Director's vacancy is not more than six (6) months, or if the Company is performing reasonable due diligence to identify and onboard a successor, [during the period of vacancy] the Board shall not be deemed to be in violation of Section 3.2(b) by virtue of such vacancy. The stockholders shall elect to any Member Representative Director position, pursuant to this Section 3.6, only individuals recommended by the Member Nominating Committee.

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