EXHIBIT 5

Proposed new language is underlined;
proposed deletions are marked by **[**brackets**]**.

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CHAPTER XI. Trading Rules

Rule 11.11. Orders and Modifiers

Users may enter into the System the types of orders listed in this Rule 11.11, subject to the limitations set forth in this Rule or elsewhere in these Rules.

(a)-(c) *No changes.*

(d) Cancel/Replace Messages. A User may, by appropriate entry in the System, cancel or replace an existing order entered by the User, subject to the following limitations.

(i) *No changes.*

(ii) *No changes.*

(iii) Only the price and quantity terms of the order may be changed by a Replace Message. If a User desires to change any other terms of an existing order the existing order must be cancelled and a new order must be entered.

(iv) *No changes.*

Interpretations and Policies

.01 For purposes of clarity under Rule 11.11(d)(iii), the term "quantity term" shall include the total and display portion of a Reserve Order (as defined in Rule 11.11(c)(2)), including in cases where the aggregate size of the Reserve Order is not changed.

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Rule 11.14. Priority of Orders

(a) *Ranking.* Orders of Users shall be ranked and maintained in the NSX Book based on the following priority:

(1) *No changes.*

(2) Where orders to buy (or sell) are made at the same price, the order clearly established as the first entered into the System at such particular price shall have precedence at that price, up to the number of shares of stock specified in the order, provided that the priority between displayed and Reserve orders is set forth in subsection (4) below. A cancel and replace of an order in accordance with Rule 11.11(d) will result in a new timestamp and change in time priority unless such modification involves a decrease in the size of the order.

(3)- (4) *No changes.*

(b) *No changes.*

Interpretations and Policies

.01 The use of a Replace Message pursuant to Rule 11.11(d) that modifies the quantity of a Reserve Order (as defined in Rule 11.11(c)(2)) will result in a new timestamp and the order losing time priority under Rule 11.14(a)(2) unless:

(i) both (1) the display size of the Reserve Order is decreased and (2) the total order quantity is decreased or remains the same; or

(ii) both the display size of the Reserve Order remains the same and the total order quantity is decreased.