

**EXHIBIT 5**

Proposed new language is underlined;  
Proposed deletions are in [brackets].

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**Rule 438. [Participation in Decimal Conversion Testing] Exchange Backup Systems and Mandatory Testing**

[Each member not associated with a member organization, and each member organization shall participate in industry testing of electronic systems designed to prepare for the implementation of decimal trading, in a manner and frequency as prescribed by the Exchange.

••• Supplementary Material: -----

.10 The Exchange may, either unconditionally or on specific terms and conditions, grant exemptions from the requirements of this Rule.

.20 Members and member organizations shall maintain adequate documentation of tests required by this Rule, including the results of such testing, for examination by the Exchange.

.30 This Rule will expire automatically upon the full implementation of decimal pricing.]

(a) The Exchange will establish standards for the designation of member organizations it reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of the Exchange's business continuity and disaster recovery plans.

(b) Member organizations designated pursuant to standards established in paragraph (a) of this Rule will be required to participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans in the manner and frequency specified by the Exchange, which shall not be less than once every 12 months.

(c) Designated Market Makers and Supplemental Liquidity Providers that have been determined by the Exchange to contribute a meaningful percentage of the Exchange's overall volume, measured on a quarterly or monthly basis, will be required to participate in scheduled functional and performance testing. The Exchange may also consider other factors in determining the member organizations that will be required to participate in scheduled functional and performance testing, including average daily volume traded on the Exchange measured on a quarterly or monthly basis, or member organizations who collectively account for a certain percentage of market share on the Exchange.

(d) At least three (3) months prior to a scheduled functional and performance testing

of the Exchange's business continuity and disaster recovery plans, the Exchange will publish the criteria to be used by the Exchange to determine which member organizations will be required to participate in such testing, and notify those member organizations that are required to participate based on such criteria.

(e) Member organizations not designated pursuant to standards established in paragraph (a) of this Rule are permitted to connect to the Exchange's backup systems and may participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans.

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