EXHIBIT 5

New text is underlined.

NASDAQ OMX PHLX Rules

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NASDAQ OMX PSX Rules

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Rule 3307. Processing of Orders

System orders shall be executed in accordance with one of two execution algorithms: Price/Time or Pro Rata. Securities that are subject to the Pro Rata algorithm may also be subject to the variation for Price-Setting Orders described in Rule 3307(b)(2)(B). The algorithm applicable to a particular security (including the applicability of the variation for Price-Setting Orders) will be selected by the President of the Exchange or another officer of the Exchange designated by the President for this purpose, and will be listed on a publicly available website. The Exchange will notify member organizations of changes in the algorithm applicable to a particular security (including the applicability of the variation for Price-Setting Orders) through a notice that is widely disseminated at least one month in advance of the change. In selecting the applicable algorithm (including the applicability of the variation for Price-Setting Orders), the Exchange will conduct ongoing assessments of the depth of liquidity made available by member organizations in particular stocks, with the goal of maximizing the displayed size, minimizing the quoted spread, and increasing the extent of PSX's time at the national best bid and best offer. Factors to be considered for each security would include the size of member organizations' quotes, the amount of time that PSX is at the national best bid and best offer, PSX's market share, and observed changes in volume, average execution size, and average order size.

(a) - (e) No change.

(f) **Limit Order Protection ("LOP").** LOP is a feature of PSX that prevents certain Limit Orders at prices outside of pre-set standard limits ("LOP Limit Table") from being accepted by the System.

    (i) **Applicability**. LOP applies to all Quotes and Orders, including any modified Orders. LOP does not apply to Market Orders. LOP is operational each trading day, except during opening and closing crosses and trading halts.

    (ii) **LOP Limit Table**. The LOP Limit Table contains upper limits and lower limits for a particular security, across all trading sessions. The Exchange will send an Equity Trader Alert in advance of implementation with the initial LOP Limit Table and, thereafter, to modify the LOP Limit Table. With respect to Market Maker Peg Orders, the applicable limits shall be two times greater than the limits stated in the LOP Limit Table.

(iii) **LOP Reference Price**. The LOP Reference Price shall be the current consolidated national Best Bid or Best Offer (consolidated NBBO), the bid for sell orders and the offer for buy orders. If there is no consolidated NBBO for a security, or if there is a one-sided market, the last regular way consolidated sale, adjusted for corporate actions, if any, will be the LOP Reference Price. If there is no last regular way consolidated sale on that trade date, then the prior day's adjusted close will be the LOP Reference Price.

(iv) **LOP Reference Threshold**. The LOP Reference Threshold for buy orders will be the LOP Reference Price (offer) plus the applicable percentage specified in the LOP Limit Table. The LOP Reference Threshold for sell orders will be the LOP Reference Price (bid) minus the applicable percentage specified in the LOP Limit Table.

(v) **Acceptance of Orders**. LOP will not accept incoming Limit Orders that exceed the LOP Reference Threshold. Limit Orders will not be accepted if the price of the Limit Order is greater than the LOP Reference Threshold for a buy Limit Order. Limit Orders will not be accepted if the price of the Limit Order is less than the LOP Reference Threshold for a sell Limit Order.

(d) **Market Order Protection**. System Orders that are Market Orders will not be accepted if the security is in a LULD Straddle State. If the offer is in a Straddle State then all buy Market Orders will not be accepted. If the bid is in a Straddle State than all sell Market Orders will not be accepted.

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