

EXHIBIT 5

Additions are underlined; deleted text is [in brackets]

RULES OF THE CHICAGO STOCK EXCHANGE, INC.

* * *

ARTICLE 1. Definitions and General Information

Rule 1. Definitions

* * *

(hh) "Customer" [means any person or entity other than] shall not include a broker or dealer registered with the Commission.

* * *

ARTICLE 7. Financial Responsibility and Reporting Requirements

* * *

Rule 14. Business Continuity Plans and Emergency Contact Information

(a) Each Participant must create and maintain a written business continuity plan ("BCP") identifying procedures relating to an emergency or significant business disruption. Such procedures must be reasonably designed to enable the Participant to meet its existing obligations to Customers and other interested parties. The BCP must be made available promptly upon request to the Exchange staff.

(b) Each Participant must update its BCP in the event of any material change to the Participant's operations, structure, business or location. Each Participant must also conduct an annual review of its BCP to determine whether any modifications are necessary in light of changes to the Participant's operations, structure, business or location.

(c) The elements that comprise a BCP are flexible and may be tailored to the size and needs of a Participant. Each plan, however, must at a minimum, address:

- (1) Data back-up and recovery (hard copy and electronic);
- (2) All mission critical systems;
- (3) Financial and operational assessments;

- (4) Alternate communications between Customers and the Participant and between other interested parties and the Participant;
- (5) Alternate communications between the Participant and its employees and between the Participant and its Associated Persons;
- (6) Alternate physical location of employees and the Participant's Associated Persons;
- (7) Critical business constituent, bank, and counter-party impact;
- (8) Regulatory reporting;
- (9) Communications with all regulators; and
- (10) How the Participant will assure Customers and other interested parties have prompt access to their funds and securities in the event that the Participant determines that it is unable to continue its business.

Each Participant must address the above-listed categories to the extent applicable and necessary. If any of the above-listed categories is not applicable, the Participant's BCP need not address the category. The Participant's BCP, however, must document the rationale for not including such category in its plan. If a Participant relies on another entity for any one of the above-listed categories or any mission critical system, the Participant's BCP must address this relationship.

- (d) Each Participant must designate a member of its senior management to approve the BCP and he or she shall be responsible for conducting the required annual review. The member of senior management must also be a registered principal.
- (e) Each Participant must disclose to its Customers and other interested parties how its BCP addresses the possibility of a future significant business disruption and how the Participant plans to respond to events of varying scope. At a minimum, such disclosure must be made in writing to Customers and other interested parties at account opening, posted on the Participant's Web site (if the Participant maintains a Web site), and mailed to Customers or other interested parties upon request.
- (f) (1) Each Participant shall report to the Exchange, via such electronic or other means as the Exchange may specify, prescribed emergency contact information for the Participant. The emergency contact information for the Participant includes designation of two Associated Persons as emergency contact persons. At least one emergency contact person shall be a member of senior management and a registered principal of the Participant. If a Participant designates a second emergency contact person who is not a registered principal, such person shall be a member of senior management who has knowledge of the Participant's business operations. A Participant with only one Associated Person shall designate as a second emergency contact person an individual, either registered with another

firm or nonregistered, who has knowledge of the Participant's business operations (e.g., the Participant's attorney, accountant, or clearing firm contact).

(2) Each Participant must promptly update its emergency contact information, via such electronic or other means as the Exchange may specify, in the event of any material change, but in any event not later than 30 days following any change in such information. In addition, each Participant shall review and, if necessary, update its required contact information within 17 business days after the end of each calendar year.

(g) For purposes of this Rule only, the following terms shall have the meanings specified below:

(1) "Mission critical system" means any system that is necessary, depending on the nature of a Participant's business, to ensure prompt and accurate processing of securities transactions, including, but not limited to, order taking, order entry, execution, comparison, allocation, clearance and settlement of securities transactions, the maintenance of Customer or other interested party accounts, access to Customer or other interested party accounts and the delivery of funds and securities.

(2) "Financial and operational assessment" means a set of written procedures that allow a Participant to identify changes in its operational, financial, and credit risk exposures.

(3) "Interested parties" means any person or entity to which Participant owes a fiduciary and/or legal responsibility, including, but not limited to, Customers, other brokers or dealers, counter-parties, vendors and banks.

* * *