

Exhibit 5

Text of the Proposed Rule Change

Underlining indicates additions; [brackets] indicate deletions.

AMENDED AND RESTATED

LIMITED LIABILITY COMPANY AGREEMENT

OF

ISE GEMINI, LLC

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OF  
ISE GEMINI, LLC

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ARTICLE I  
FORMATION OF THE COMPANY

Section 1.1. – 1.4 No change.

Section 1.5. Registered Office; Registered Agent. The registered office of the Company required by the Act to be maintained in the State of Delaware shall be National Registered Agents, Inc., [9 East Loockerman Street, Suite 1B, City of Dover, County of Kent, Delaware 19901] 160 Greentree Drive, Suite 101, City of Dover, Delaware 19904 or such other office as the Board of Directors may designate from time to time. The registered agent for the Company shall be National Registered Agents, Inc., or such other registered agent as the Board of Directors may designate from time to time.

Section 1.6. No change.

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ARTICLE III  
INTERESTS, DISTRIBUTIONS, AND TAX TREATMENT

Section 3.1. - 3.2. No change.

Section 3.3. Distributions. No distributions shall be made to the Sole LLC Member except: (i) pursuant to Section 3.4 below; or (ii) upon liquidation of the Company. Notwithstanding any provision to the contrary contained in this LLC Agreement, (i) the Company shall not be required to make a distribution to the Sole LLC Member if such distribution would violate the Act or any other applicable law or is otherwise required to fulfill the regulatory functions or responsibilities of the Company, and (ii) Regulatory Funds shall be used to fund the legal, regulatory and surveillance operations of the Company and the Company shall not make any distribution to the Sole LLC Member using Regulatory Funds. For the purposes of this Section 3.3, “Regulatory Funds” means fees, fines or penalties derived from the regulatory operations of the Company, provided that Regulatory Funds shall not include revenues derived from listing fees, market data revenues, transaction revenues or any other aspect of the commercial operations of the Company or a facility of the Company, even if a portion of such revenues are used to pay costs associated with the regulatory operations of the Company.

Section 3.4. No change.

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ARTICLE V  
MANAGEMENT; BOARD OF DIRECTORS

Section 5.1. No change.

Section 5.2. Board of Directors. The Board of Directors shall consist of no less than [nine (9)]eight (8) and no more than sixteen (16) directors (the “Directors”) as further prescribed in the Constitution. In no event shall the number of Industry Directors (as defined in the Constitution) constitute less than 30% of the members of the Board of Directors and in no event shall the number of Non-Industry Directors constitute less than the number of Industry Directors. The initial Board of Directors shall consist of the directors as set forth on Exhibit B hereto. At the end of the terms of such initial directors, the Board of Directors shall be elected as prescribed in Article III of the Constitution.

Section 5.3 - Section 5.8. No change.

ARTICLE VI  
EXCHANGE RIGHTS

Section 6.1. – 6.3 No change.

Section 6.3. Voting. Each holder of an Exchange Right shall have one vote in respect of each such Exchange Right thereof held by such holder of record on the books of the Company on each matter for which the vote of the holders thereof is required. Holders of Exchange Rights shall have the following voting rights and no other voting rights:

(a) No change.

(b) A holder of Exchange Rights, together with any affiliate, as such term is defined in the Constitution, may not exercise the voting rights associated with more than twenty percent (20%) of the outstanding Exchange Rights. Any exercise of voting rights in excess of twenty percent (20%) of the outstanding Exchange Rights by a holder of Exchange Rights, together with any affiliate, as such term is defined in the Constitution, shall be deemed null and void.

Section 6.4 No change.

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