

EXHIBIT 5



OCC RULES

Underlined text indicates new text
~~Strikethrough~~ text indicates deleted text

THE OPTIONS CLEARING CORPORATION

RULES

* * *

CHAPTER XXII

Stock Loan/Hedge Program

* * *

RULE 2211 – Suspension of Hedge Clearing Members—Buy-In and Sell-Out Procedures

If a Hedge Clearing Member shall be suspended by the Corporation, the Corporation may direct the Lending Clearing Member or the Borrowing Clearing Member, as applicable, or, in the Corporation's discretion, may instruct an independent broker, to buy in or sell out, as applicable, the Loaned Stock with respect to each open stock borrow or loan position of the suspended Hedge Clearing Member that originated through the Stock Loan/Hedge Program. Such buy in or sell out must be executed by the Lending Clearing Member or Borrowing Clearing Member by the ~~close of the~~ settlement time for a Clearing Member's obligations to OCC on the stock loan business day after the receipt of such instruction by the Corporation. Failure to execute such buy in or sell out, and provide notification of such action by ~~close of the stock loan business day after the receipt of such instruction by the Corporation,~~ such time will result in the Corporation terminating the Stock Loan and effecting Settlement based upon the Marking Price used at the close of business on the stock loan business day ~~after~~ the original instruction was made by the Corporation. The buy-in, sell-out or cash settlement process shall be effected in accordance with the applicable procedures set forth in Rule 2209, provided that (i) in the case where the Corporation instructs an independent broker to execute a buy-in, the Corporation shall return the bought-in Loaned Stock to the Lending Clearing Member against the payment of settlement price in respect thereof by the Lending Clearing Member, (ii) in the case where the Corporation instructs an independent broker to execute a sell-out, the Corporation shall recall the Loaned Stock from the Borrowing Clearing Member for purpose of the sell-out and transfer the sale proceeds to the Borrowing Clearing Member, and (iii) any amount to be credited to or collected from the suspended Clearing Member shall be credited to or withdrawn from the suspended Clearing Member's Liquidating Settlement Account. The Clearing Member executing the buy-in or sell-out, as applicable, must be prepared to defend the reasonableness of the price, transactional costs or cash settlement value, provided that in the case where the Corporation instructs an independent broker to execute a buy-in or sell-out, every determination by the Corporation with respect to any such related matter shall be within the sole discretion of the Corporation and shall be conclusive and binding on all Clearing Members and not subject to review. A Clearing Member may demonstrate that the price or cash settlement value associated with a buy-in or sell-out is reasonable by demonstrating that the price or cash settlement value fell within the trading range of the Eligible Stock on the date of the buy-in or sell-out. The Corporation has the authority to withdraw the value of any difference between the price reported by the Clearing Member executing the buy-in or sell-out, as applicable, and the price the

Corporation, in its sole discretion, determines to be reasonable. This price determined by the Corporation shall be binding and conclusive. Anything else herein to the contrary notwithstanding, the Corporation shall not be held liable for any Clearing Member's failure to comply with its responsibilities and obligations under the federal and state securities laws, including, but not limited to, Regulation SHO, or any applicable rules of any exchange or self-regulatory organization.

* * *

CHAPTER XXIIA Market Loan Program

* * *

RULE 2211A – Suspension of Market Loan Clearing Members—Buy-In and Sell-Out Procedures

If a Market Loan Clearing Member shall be suspended by the Corporation, the Corporation may direct the Lending Clearing Member or the Borrowing Clearing Member, as applicable, or, in the Corporation's discretion, may instruct an independent broker (such broker shall be a Market Loan Clearing Member) to buy in or sell out, as applicable, the Loaned Stock with respect to each open stock borrow or loan position of the suspended Clearing Member that originated through the Market Loan Program. Such buy in or sell out must be executed by the Lending Clearing Member or Borrowing Clearing Member by the ~~close of the~~ settlement time for a Clearing Member's obligations to OCC on the stock loan business day after the receipt of such instruction by the Corporation. Failure to execute such buy in or sell out, and provide notification of such action by ~~close of the stock loan business day after the receipt of such instruction by the Corporation, such time~~ will result in the Corporation terminating the Stock Loan and effecting Settlement based upon the Marking Price used at the close of business on the stock loan business day ~~after~~ the original instruction was made by the Corporation. The buy-in or sell-out shall be effected in accordance with the applicable procedures set forth in Rule 2209A, provided that (i) in the case where the Corporation instructs an independent broker to execute a buy-in, the Corporation shall return the bought-in Loaned Stock to the Lending Clearing Member against the payment of settlement price in respect thereof by the Lending Clearing Member, (ii) in the case where the Corporation instructs an independent broker to execute a sell-out, the Corporation shall recall the Loaned Stock from the Borrowing Clearing Member for purpose of the sell-out and transfer the sale proceeds to the Borrowing Clearing Member, and (iii) any amount to be credited to or collected from the suspended Clearing Member shall be credited to or withdrawn from the suspended Clearing Member's Liquidating Settlement Account. The Clearing Member executing the buy-in or sell-out, as applicable, shall be prepared to defend the reasonableness of the price, the transactional costs or cash settlement value, provided that in the case where the Corporation instructs an independent broker to execute a buy-in or sell-out, every determination by the Corporation with respect to any such related matter shall be within the sole discretion of the Corporation and shall be conclusive and binding on all Clearing Members and not subject to review. A Clearing Member may demonstrate that the price or cash settlement value associated

with a buy-in or sell-out is reasonable by demonstrating that the price or cash settlement value fell within the trading range of the Eligible Stock on the date of the buy-in or sell-out. The Corporation has the authority to withdraw the value of any difference between the price reported by the Clearing Member executing the buy-in or sell-out, as applicable, and the price the Corporation, in its sole discretion, determines to be reasonable. This price determined by the Corporation shall be binding and conclusive. Anything else herein to the contrary notwithstanding, the Corporation shall not be held liable for any Clearing Member's failure to comply with its responsibilities and obligations under the federal and state securities laws, including, but not limited to, Regulation SHO, or any applicable rules of the relevant Loan Market or any exchange or self-regulatory organization.