

**EXHIBIT 5**

*New text is underlined; deleted text is bracketed.*

**Rule 1037 [Reserved] Authorization to Give Up**

(a) General. For each transaction in which a member organization participates, the member organization may indicate, at the time of the trade, with respect to floor trading only, or through post trade allocation, any Options Clearing Corporation (“OCC”) number of a Clearing Member through which a transaction will be cleared (“Give Up”), provided the Clearing Member has not elected to Opt In, as defined and described in paragraph (b) below, and restrict one or more of its OCC number(s) (“Restricted OCC Number”). A member organization may Give Up a Restricted OCC Number provided the member organization has written authorization as described in paragraph (b)(ii) below (“Authorized Member Organization”).

(b) Opt In. Clearing Members may request the Exchange restrict one or more of their OCC clearing numbers (“Opt In”) as described in subparagraph (i) below. If a Clearing Member Opt In, the Exchange will require written authorization from the Clearing Member permitting a member organization to Give Up a Clearing Member’s Restricted OCC Number. An Opt In would remain in effect until the Clearing Member terminates the Opt In as described in subparagraph (iii) below. If a Clearing Member does not Opt In, that Clearing Member’s OCC number would be subject to Give Up by any member organization.

(i) Clearing Member Process to Opt In. A Clearing Member may Opt In by sending a completed “Clearing Member Restriction Form” listing all Restricted OCC Numbers and Authorized Member Organizations. A Clearing Member may elect to restrict one or more OCC clearing numbers that are registered in its name at OCC. The Clearing Member would be required to submit the Clearing Member Restriction Form to the Exchange’s Membership Department as described on the form. Once submitted, the Exchange requires ninety days before a Restricted OCC Number is effective within the System.

(ii) Member Organization Give Up Process for Restricted OCC Numbers. A member organization desiring to Give Up a Restricted OCC Number must become an Authorized Member Organization. The Clearing Member will be required to authorize a member organization as described in subparagraph (i) or (iii), unless the Restricted OCC Number is already subject to a Letter of Guarantee that the member organization is a party to, as set forth in paragraph (d) below.

(iii) Amendments to Authorized Member Organizations or Restricted OCC Numbers. A Clearing Member may amend its Authorized Member Organizations or Restricted OCC Numbers by submitting a new Clearing Member Restriction

Form to the Exchange's Membership Department indicating the amendment as described on the form. Once a Restricted OCC Number is effective within the System pursuant to paragraph (i) above, the Exchange may permit the Clearing Member to authorize, or remove authorization for, a member organization to Give Up the Restricted OCC Number intra-day only in unusual circumstances, and on the next business day in all regular circumstances. The Exchange will promptly notify member organizations if they are no longer authorized to Give Up a Clearing Member's Restricted OCC Number. If a Clearing Member removes a Restricted OCC Number, any member organization may Give Up that OCC clearing number once the removal has become effective on or before the next business day.

(c) System. The System will not allow an unauthorized member organization to Give Up a Restricted OCC Number.

(i) For orders that are executed on the trading floor in open outcry using the Options Floor Based Management System ("FBMS"), the System will reject the clearing portion of the trade if an unauthorized Give Up with a Restricted OCC Number was entered. The member organization will receive notification of the rejected clearing information, and will be required to modify the clearing information by contacting the Exchange.

(ii) For all other orders, the System will not allow an unauthorized Give Up with a Restricted OCC Number to be submitted at the firm mnemonic level at the point of order entry.

(d) Letter of Guarantee. A clearing arrangement subject to a Letter of Guarantee would immediately permit the Give Up of a Restricted OCC Number by the member organization that is party to the arrangement.

(e) An intentional misuse of this Rule is impermissible, and may be treated as a violation of Rule 707 or Rule 708.

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### **Rule 1052. Responsibility Of Clearing Members For Exchange Options Transactions**

Every Clearing Member shall be responsible for the clearance of the Exchange options transactions of such Clearing Member and of each member or member organization who gives up the name of such Clearing Member in an Exchange options transaction, provided the Clearing Member has authorized such member or member organization to give up its name with respect to Exchange options transactions. This Rule will apply to all Clearing Members who either (i) have Restricted OCC Numbers with Authorized Member Organizations pursuant to Rule 1037, or (ii) have non-Restricted OCC Numbers.

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