

EXHIBIT 5.B

[New text is underscored and the deleted text is in brackets.]

PROPOSED PCX RULES**RULES OF THE PACIFIC EXCHANGE, INC.****Rule 3.2 Options Committees**

Rules 3.2(a) – 3.2(b)(2)(A) – No Change

(B) *Nomination, Appointment and Election.*

(i) *Nomination.* Sixty-five days prior to the expiration of the term of its members, the Nominating Committee shall publish a slate of six eligible nominees to fill the positions during the next annual term of the Nominating Committee. OTP Holders in good standing may submit a petition to the Exchange in writing to nominate additional eligible candidates to fill the OTP positions during the next annual term, and upon written petition of the lesser of thirty-five (35) or 10 percent of OTP Holders in good standing on or before the forty-fifth day preceding the expiration of the existing term such person(s) shall also be nominated by the Nominating Committee; provided, however that no OTP Holder, either alone or together with (x) other OTP Holders associated with (as such term is defined in Section 3(a)(18) of the Exchange Act) the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated (as such term is defined in Rule 12b-2 under the Exchange Act) with the OTP Firm that such OTP Holder is associated with, may account for more than 50% of the signatories to the petition endorsing a particular petition nominee for the OTP Holders' position on the Nominating Committee.

(ii) – No Change

(iii) *Election.* In the event that OTP Holders or Allied Persons of an OTP Firm are nominated by the Nominating Committee pursuant to petition by the OTP Holders, and there are more than six nominees to fill the OTP Holders positions on the Nominating Committee, the Nominating Committee shall submit the nominees to the OTP Holders for election. Each OTP Holder in good standing shall be permitted to vote for up to six nominees and the six nominees receiving the most votes shall fill the OTP Holders positions as members during the next annual term of the Nominating Committee; provided, however that no OTP Holder, either alone or together with (x) other OTP Holders associated with the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated with the OTP Firm that such OTP Holder is associated with, may account for more than 20% of the votes cast for a particular nominee for the OTP Holders' position on the Nominating Committee. Tie votes shall be decided by the Board of Directors at its first meeting following the election.

Rules 3.2(b)(2)(B)(iv) to 3.2(b)(2)(C)(i) – No Change

(ii) *Nomination*. No later than sixty-five days prior to the expiration of the term of its Directors, the Nominating Committee shall publish the name of one (1) OTP Holder or Allied Person of an OTP Firm as its nominee for the Board of Directors of the Pacific Exchange, Inc. Should the Board of Directors be made up of more than 10 individuals, as set forth in Section 3.02 of the Bylaws, then the Public Directors, after consulting with the CEO, shall determine whether the additional permit holder representative is an OTP Holder or an Equity Trading Permit Holder of PCX Equities, Inc. If it is determined that the additional representative is an OTP Holder, then the Nominating Committee shall nominate additional nominees so that at least twenty percent (20%) of the Directors consist of individuals nominated by trading permit holders. After the name of proposed nominee(s) is published, OTP Holders in good standing may submit a petition to the Exchange in writing to nominate additional eligible candidate(s) to fill the OTP Holder position during the next term, and upon written petition of the lesser of thirty five (35) or 10 percent of OTP Holders in good standing on or before the tenth (10th) business day after the Nominating Committee publishes its nominee for the Board of Directors, such person(s) shall also be nominated by the Nominating Committee; provided, however, that no OTP Holder, either alone or together with (x) other OTP Holders associated with the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated with the OTP Firm that such OTP Holder is associated with, may account for more than 50% of the signatories to the petition endorsing a particular petition nominee for the OTP Holder's position on the Board of Directors of the Pacific Exchange, Inc. After the nomination by petition period has closed, the Board of Directors of PCX Holdings, Inc. shall have ten (10) business days to object to the nomination of any or all of the OTP Holder nominee(s). The Board of Directors of PCX Holdings, Inc., may, in its sole discretion, object to the nomination of a nominee. The Board of Directors of PCX Holdings, Inc. may object to the nomination of a nominee if the nominee has been disciplined by any securities SRO or the nominee would be subject to statutory disqualification within the meaning of Section 3(a)(39) of the Securities Exchange Act of 1934. Any nominee who is objected to by the Board of Directors of PCX Holdings, Inc. is not eligible to be considered as a nominee or petition candidate until the expiration of the current term of the Board of Directors. If the Board of Directors of PCX Holdings, Inc. objects to all of the proposed nominees, the Nominating Committee shall publish the name of an eligible alternative nominee(s) by the later of ten (10) business days after the Board of Directors of PCX Holdings, Inc. notifies the Secretary of the Exchange of their objection to the proposed nominee(s) or sixty-five days prior to the expiration of the term of the Directors. If the Board of Directors of PCX Holdings, Inc. objects to all of the original nominees, the above defined process shall continue with all of the same deadlines until the Nominating Committee nominates a nominee(s) that is not objected to by the Board of Directors of PCX Holdings, Inc.

(iii) *Selection of Nominees*. In the event that the OTP Holder positions is nominated by the Nominating Committee pursuant to petition by the OTP Holders, and there are two or more nominees for the Board of Directors, the Nominating Committee shall submit the

contested nomination to the OTP Holders for selection. Each OTP Holder in good standing may select one nominee for the contested seat on the Board of Directors; provided, however that no OTP Holder, either alone or together with (x) other OTP Holders associated with the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated with the OTP Firm that such OTP Holder is associated with, may account for more than 20% of the votes cast for a particular nominee for the OTP Holders' position on the Board of Directors of Pacific Exchange, Inc. With respect to the contested position, the nominee for the Board of Directors selected by the most OTP Holders shall be submitted by the Nominating Committee to the Board of Directors of the Pacific Exchange, Inc. Tie votes shall be decided by the Board of Directors at its first meeting following the election.

Rules 3.2(b)(3) – 3.2(c) – No Change

Rule 3.10 Certain Relationships

(a) Unless approved by the Securities and Exchange Commission, no OTP Holder or OTP Firm shall be affiliated (as such term is defined in Rule 12b-2 under the Exchange Act) with NYSE Group, Inc. (or any successors thereto) or any of its affiliated entities.

(b) Unless approved by the Securities and Exchange Commission, neither NYSE Group, Inc. nor any of its affiliates (as such term is defined in Rule 12b-2 under the Exchange Act) shall hold, directly or indirectly, an ownership interest in any OTP Firm.

(c) Any person who fails to meet the requirements of this Rule 3.10 shall not be eligible to become an OTP Holder or OTP Firm. Any failure by an OTP Holder or OTP Firm, as applicable, to comply with this Rule 3.10 shall be subject to the disciplinary actions prescribed by Rule 13.2(a)(2)(F).

Rule 13.2 Procedures for Suspension

Rule 13.2(a) – 13.2(a)(2)(E) – No Change

(F) suspend all trading rights and privileges of an OTP Holder or OTP Firm for failure to comply with Rule 3.10; provided that, in the event of circumstances contemplated by this Rule 13.2(a)(2)(F), the Exchange shall: (1) provide notice to the applicable OTP Holder or OTP Firm within five business days of learning of the events contemplated by this Rule 13.2(a)(2)(F); (2) allow the applicable OTP Holder or OTP Firm fifteen calendar days to cure any such failure to comply contemplated by this Rule 13.2(a)(2)(F); (3) in the event that the applicable OTP Holder, OTP Firm does not cure such failure to comply within such fifteen calendar day cure period, schedule a hearing to occur within thirty calendar days following the expiration of such fifteen calendar day cure period; and (4) render its decision as to the suspension of all trading rights and privileges of the

applicable OTP Holder or OTP Firm no later than ten calendar days following the date of such hearing.

Rule 13.2(b) –13.2(c) – No Change