

EXHIBIT 5

Underlining indicates additions; [Brackets] indicates deletions.

Rule 3.13 Payments [Designed to] Involving Publications that Influence the Market

Price[s] of a Security[, Other than Paid Advertising]

- (a) Except as provided in paragraph (b), [N]no member shall, directly or indirectly, give, permit to be given, or offer to give, anything of value to any person for the purpose of influencing or rewarding the action of such person in connection with the publication or circulation in any [newspaper,] electronic or other public media, including any investment service[,] or similar publication, Web site, newspaper, magazine or other periodical, radio, or television program of any matter that [which] has, or is intended to have, an effect upon the market price of any security.
- (b) The prohibitions in paragraph (a) [, provided that this Rule] shall not [be construed to] apply to [matter which] compensation paid to a person in connection with the publication or circulation of:
- (1) a communication that is clearly distinguishable as paid advertising;
 - (2) a communication that discloses the receipt of compensation and the amount thereof in accordance with Section 17(b) of the Securities Act; or
 - (3) a research report, as that term is defined in NASD Rule 2711.

FINRA is in the process of consolidating certain NASD rules into a new FINRA rulebook. If the provisions of NASD Rule 2711 are transferred into the FINRA rulebook, then Rule 2711 shall be construed to require Exchange members to

comply with the FINRA rule corresponding to NASD Rule 2711 (regardless of whether such rule is renumbered or amended) as if such rule were part of the Rules of the Exchange.