

EXHIBIT 5

Exhibit 5 shows the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

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0100. GENERAL STANDARDS

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0150. Application of Rules to Exempted Securities Except Municipal Securities

(a) through (b) No Change.

(c) Unless otherwise indicated within a particular Rule, the following FINRA and NASD rules are applicable to transactions in, and business activities relating to, exempted securities, except municipal securities, conducted by members and associated persons:

FINRA Rules 2010, 2020, 2060, 2111, 2150, 2210, 2212, 2261, 2268, 2269, 2320(g), 3110, 3220, 3270, 4120, 4130, 4210, 4311, 4330, 4360, 4510 Series, 4530, 5160, 5210, 5220, 5230, 5310, 5340, 8110, 8120, 8210, 8310, 8311, 8312, 8320, 8330 and 9552; NASD Rules IM-2210-2, 2340, 2430, 2510, [3010,]3040, 3050[,] and 3140.

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1000. MEMBER APPLICATION AND ASSOCIATED PERSON

REGISTRATION

1010. Electronic Filing Requirements for Uniform Forms

(a) No Change.

(b) Supervisory Requirements

(1) In order to comply with the supervisory procedures requirement in [NASD] Rule 3110[3010], each member shall identify a registered principal(s) or corporate officer(s) who has a position of authority over registration functions, to

be responsible for supervising the electronic filing of appropriate forms pursuant to this Rule.

(2) No Change.

(c) through (e) No Change.

••• **Supplementary Material:** -----

.01 through .04 No Change.

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2000. DUTIES AND CONFLICTS

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2200. COMMUNICATIONS AND DISCLOSURES

2210. Communications with the Public

(a) No Change.

(b) Approval, Review and Recordkeeping

(1) Retail Communications

(A) through (C) No Change.

(D) The requirements of paragraph (b)(1)(A) shall not apply with regard to the following retail communications, provided that the member supervises and reviews such communications in the same manner as required for supervising and reviewing correspondence pursuant to [NASD] Rules 3110(b) and 3110.06 through .09[3010(d)]:

(i) through (iii) No Change.

(E) through (F) No Change.

(2) Correspondence

All correspondence is subject to the supervision and review requirements of [NASD] Rules 3110(b) and 3110.06 through .09 [3010(d)].

(3) No Change.

(4) Recordkeeping

(A) No Change.

(B) Members must maintain all correspondence in accordance with the record-keeping requirements of [NASD] Rules 3110.09[3010(d)(3)] and [Rule] 4511.

(c) through (g) No Change.

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2220. Options Communications

(a) No Change.

(b) Approval by a Registered Options Principal and Recordkeeping

(1) No Change.

(2) Correspondence. Correspondence need not be approved by a Registered Options Principal prior to use. All correspondence is subject to the supervision and review requirements of [NASD] Rules 3110(b) and 3110.06 through .09[3010(d)].

(3) through (4) No Change.

(c) through (d) No Change.

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2300. SPECIAL PRODUCTS

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2330. Members' Responsibilities Regarding Deferred Variable Annuities

(a) through (c) No Change.

(d) Supervisory Procedures

In addition to the general supervisory and recordkeeping requirements of [NASD Rules 3010, 3012, 3110, and]Rules 3110, 3120, 3130, 3150, and 4510 Series, a member must establish and maintain specific written supervisory procedures reasonably designed to achieve compliance with the standards set forth in this Rule. The member also must (1) implement surveillance procedures to determine if any of the member's associated persons have rates of effecting deferred variable annuity exchanges that raise for review whether such rates of exchanges evidence conduct inconsistent with the applicable provisions of this Rule, other applicable FINRA rules, or the federal securities laws ("inappropriate exchanges") and (2) have policies and procedures reasonably designed to implement corrective measures to address inappropriate exchanges and the conduct of associated persons who engage in inappropriate exchanges.

(e) No Change.

••• Supplementary Material: -----

.01 through .07 No Change.

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2360. Options

(a) No Change.

(b) Requirements

(1) through (19) No Change.

(20) Supervision of Accounts

(A) Duty to Supervise

Each member that conducts a public customer options business shall ensure that its written supervisory system policies and procedures pursuant to [NASD Rules 3010, 3012, and FINRA]Rules 3110, 3120, and 3130 adequately address the member's public customer options business.

(B) through (C) No Change.

(21) through (22) No Change.

(23) Tendering Procedures for Exercise of Options

(A) No Change.

(B) In the event a member receives and acts on an exercise instruction (for its own proprietary account or on behalf of a customer's account) pursuant to an exception set forth in subparagraphs a., b., or c. of subparagraph (A)(vii) hereof, the member shall maintain a memorandum setting forth the circumstances giving rise to such exception and shall file a copy of the memorandum with the Market Regulation Department of the national options exchange trading the option, if it is a member of such exchange, or FINRA's Market Regulation Department if it is not a member of such exchange, no later than 12:00 p.m. ET, on the business day following that expiration. Such memorandum must additionally include the time when such final exercise decision was made or, in the

case of a customer, received, and shall be subject to the requirements of SEA Rules 17a-3(a)(6) and 17a-4(b).

(C) through (D) No Change.

(24) No Change.

(c) No Change.

••• Supplementary Material: -----

.01 through .03 No Change.

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4500. BOOKS, RECORDS AND REPORTS

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4550. ATS Reporting

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4553. Fees for ATS Data

(a) through (d) No Change.

(e) Definitions

For purposes of this rule, the following terms have the meaning set forth:

(1) through (3) No Change.

(4) "Professional" means any non-natural person or any natural person that does not meet the definition of "Non-Professional" in subparagraph (3).

(5) through (6) No Change.

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5200. QUOTATION AND TRADING OBLIGATIONS AND PRACTICES

5210. Publication of Transactions and Quotations

No member shall publish or circulate, or cause to be published or circulated, any notice, circular, advertisement, newspaper article, investment service, or communication of any kind which purports to report any transaction as a purchase or sale of any security unless such member believes that such transaction was a bona fide purchase or sale of such security; or which purports to quote the bid price or asked price for any security, unless such member believes that such quotation represents a bona fide bid for, or offer of, such security.

••• **Supplementary Material:** -----

.01 No Change.

.02 Self-Trades. Transactions in a security resulting from the unintentional interaction of orders originating from the same firm that involve no change in the beneficial ownership of the security, (“self- trades”) generally are bona fide transactions for purposes of Rule 5210; however, members must have policies and procedures in place that are reasonably designed to review their trading activity for, and prevent, a pattern or practice of self-trades resulting from orders originating from a single algorithm or trading desk, or related algorithms or trading desks. Transactions resulting from orders that originate from unrelated algorithms or separate and distinct trading strategies within the same firm would generally be considered bona fide self-trades. Algorithms or trading strategies within the most discrete unit of an effective system of internal controls at a member firm are presumed to be related. This Supplementary Material does not change members' existing obligations under [NASD Rule 3010 and FINRA] Rules 2010 and 3110.

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6000. QUOTATION AND TRANSACTION REPORTING FACILITIES

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6170. Primary and Additional MPIDs for Alternative Display Facility Participants

(a) No Change.

(b) The first Market Participant Identifier (“MPID”) issued to a FINRA Market Participant shall be referred to as the FINRA Market Participant’s “Primary MPID.” A Registered Reporting ADF ECN may request the use of Additional MPIDs for displaying quotes/orders and reporting trades through [TRACS] the ADF for any ADF-Eligible Security. A Registered Reporting ADF ECN that ceases to meet the obligations appurtenant to its Primary MPID in any security shall not be permitted to use Additional MPIDs for any purpose in that security.

(c) A Registered Reporting ADF ECN that posts a quotation through either a Primary MPID or Additional MPID and reports a trade to [TRACS] the ADF as a result of such a posted quotation must utilize the corresponding Primary MPID or Additional MPID for reporting purposes through which the quotation was originally posted (i.e., Registered Reporting ADF ECNs must use the same MPID for [TRACS] ADF trade reporting as was used for ADF quotation posting).

• • • Supplementary Material: -----

.01 through .05 No Change.

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6200. ALTERNATIVE DISPLAY FACILITY

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6280. Transaction Reporting

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6282. Transactions Reported by Members to the ADF

(a) through (e) No Change.

(f) Reporting Requirements For Certain Transactions and Transfers of Securities

(1) No Change.

(2) The following shall not be reported to the ADF for publication purposes, but shall be reported for regulatory transaction fee assessment purposes under Rule 7130([c]f):

(A) through (C) No Change.

(g) through (h) No Change.

••• Supplementary Material: -----

.01 through .04 No Change.

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**7000. CLEARING, TRANSACTION AND ORDER DATA REQUIREMENTS,
AND FACILITY CHARGES**

7100. ALTERNATIVE DISPLAY FACILITY

7110. Definitions

(a) through (h) No Change.

(i) The term “System” shall mean the Alternative Display Facility (“ADF”) for purposes of trades in ADF-eligible securities as defined in Rule 6[1]220.

7120. Trade Reporting Participation Requirements

(a) Mandatory Participation for Clearing Agency Members

(1) No Change.

(2) Participation in the System shall be conditioned upon the Participant's initial and continuing compliance with the following requirements:

(A) through (D) No Change.

(E) acceptance and settlement of each trade that the System identifies as having been effected by such Participant, or if settlement is to be made through a clearing member, guarantee of the acceptance and settlement of each [the] System identified trade by the clearing member on the regularly scheduled settlement date.

(3) through (4) No Change.

(b) No Change.

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7400. ORDER AUDIT TRAIL SYSTEM

7410. Definitions

For purposes of the Rule 7400 Series:

(a) through (n) No Change.

(o) "Reporting Member" shall mean a member that receives or originates an order and has an obligation to record and report information under Rules 7440 and 7450.

(1) A member shall not be considered a Reporting Member in connection with an order, if the following conditions are met:

(A) the member engages in a non-discretionary order routing process, pursuant to which it immediately routes, by electronic or other means, all of its orders to:

(i) a single receiving Reporting Member; or

(ii) two receiving Reporting Members, provided:

[(a)] orders are routed by the member to each receiving Reporting Member on a pre-determined schedule approved by FINRA; and

[(b)] orders are routed to two receiving Reporting Members pursuant to the schedule for a time period not to exceed one year; and

(B) through (D) No Change.

(2) No Change.

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8300. SANCTIONS

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8312. FINRA BrokerCheck Disclosure

(a) No Change.

(b)(1) No Change.

(2) The following information shall be released pursuant to this paragraph (b):

(A) through (E) No Change.

(F) in response to telephonic inquiries via the BrokerCheck toll-free telephone listing, whether a particular member is subject to the provisions of [NASD] Rule 3170[3010(b)(2)] ("Taping Rule");

(G) through (H) No Change.

(c) through (f) No Change.

••• **Supplementary Material:** -----

.01 through .03 No Change.

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9200. DISCIPLINARY PROCEEDINGS

9210. Complaint and Answer

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9217. Violations Appropriate for Disposition Under Plan Pursuant to SEA Rule

19d-1(c)(2)

Any member of FINRA that is also a member of the New York Stock Exchange LLC ("NYSE") ("Dual Member") (including any persons affiliated with such member) may be subject to a fine under Rule 9216(b) with respect to any rule or By-Law provision listed in this Rule that applies to such member or person. However, any Dual Member that was not also a member of NASD as of July 30, 2007 and that does not engage in any activities that otherwise would require it to be a FINRA member (and its affiliated persons that are not otherwise subject to NASD rules) shall only be subject to a fine under Rule 9216(b) with respect to the following rules or By-Law provisions listed in this Rule: any FINRA By-Law or Schedule to the By-Laws, FINRA rule, SEA rule, or NYSE rule.

Any member of FINRA that is not also a member of the NYSE (and its associated persons that are not otherwise subject to NYSE rules) may be subject to a fine under Rule 9216(b) with respect to any rule or By-Laws provision listed in this Rule, with the exception of the NYSE rules.

- Article IV of the FINRA By-Laws — Failure to timely submit amendments to Form BD.

- Article V of the FINRA By-Laws — Failure to timely submit amendments to Form U4.

- Article V of the FINRA By-Laws — Failure to timely submit amendments to Form U5.

- Schedule A. Sec. 1(b) of the FINRA By-Laws — Failure to make accurate payment of Trading Activity Fee.

- Rule 1250 — Failure to comply with the continuing education requirements.

- Rules 2210, 2212, 2213, 2215, and 2216 — Communications with the public.

- Rule 2220 — Options Communications.

- Rule 2251(a) — Failure to timely forward proxy and other issuer-related materials.

- Rule 2266 — Failure to provide written notification of availability of SIPC information at account opening or annually thereafter.

- Rule 2360(b)(3) and (b)(4) — Failure to comply with options position and exercise limits.

- Rule 2360(b)(5) — Failure to report options positions.

- Rule 2360(b)(23) — Failure to comply with contrary exercise advice procedures.

- Rule 3110 — Failure to maintain adequate written supervisory procedures where the underlying conduct is subject to Rule 9217.

- Rule 3160(a)(1), (3), (4) and (5) — Standards of conduct for conducting broker-dealer services on or off the premises of a financial institution pursuant to a networking arrangement, but excluding the networking agreement requirements.

- Rule 3170 — Failure to timely file reports pursuant to the Taping Rule.

- Rule 4311(b) — Failure to obtain approval of carrying agreement.

- Rule 4360(b) — Failure to maintain adequate fidelity bond coverage.

- Rule 4370(a), (b), (c), (e) and (f) — Requirements to create, maintain and update a written business continuity plan and disclosure of such to customers.

- Rule 4510 Series — Failure to keep and preserve books, accounts, records, memoranda, and correspondence in conformance with all applicable laws, rules, regulations and statements of policy promulgated thereunder, and with FINRA rules.

- Rule 4521(d) — Failure to submit reports of cash and margin account balances.

- Rule 4524 — Failure to timely file or filing of incomplete reports or information.

- Rule 4530 — Failure to timely file reports.

- Rule 4560 — Failure to timely file reports of short positions on Form NS-1.

- Rule 5110(b) — Failure to timely file or filing of incomplete documents or information.

- Rule 5121(a) — Failure to prominently disclose conflict of interest.

- Rule 5121(b)(2) — Failure to give timely notification of termination or settlement of public offering, or failure to file net capital computation.

- Rule 5122(b)(2) — Failure to timely file private placement documents.

- Rule 5190 — Failure to give timely notification of participation in offerings.

- Rules 6282, 6380A, 6380B, 6550, 6622, 6730, 7130, 7160, 7230A, 7230B, 7260A, 7260B, 7330, and 7360 — Transaction reporting in equity and debt securities.
- Rules 6181 and 6623 — Failure to timely report transactions in NMS, OTC and restricted equity securities.
- Rules 6182 and 6624 — Failure to accurately mark short sale transactions in NMS and OTC equity securities.
- Rule 6250 — Failure to comply with quote and order access requirements for FINRA's Alternative Display Facility.
- Rule 6760 — Failure to give timely or complete notification concerning offerings of TRACE-Eligible Securities.
- Rule 7430 — Failure to synchronize business clocks used for recording date and time as required by applicable FINRA By-laws and rules.
- Rules 7440 and 7450 — Failure to submit data in accordance with the Order Audit Trail System ("OATS").
- Rules 8211 and 8213 — Failure to submit trading data as requested.
- Rule 11870 — Failure to abide by Customer Account Transfer Contracts.
- NASD Rules 1021(d) — Failure to timely register.
- NASD Rule 1150 — Failure to review and update executive representative designation and contact information.
- NASD Rule 1160 — Failure to report or update contact information.
- NASD IM-2210-2 — Communications with the public.
- [• NASD Rule 3010 — Failure to maintain adequate written supervisory procedures where the underlying conduct is subject to Rule 9217.]

[• NASD Rule 3010(b)(2) — Failure to timely file reports pursuant to the Taping Rule.]

- Failure to provide or update contact information as required by FINRA or NASD rules.
- SEA Rules 17a-3(a) and 17a-4 — Record retention rule violations.
- SEA Rule 10b-10 — Confirmation of Transactions.
- SEA Rule 17a-5 — Failure to timely file FOCUS reports and annual audit reports.
- SEA Rule 17a-10 — Failure to timely file Schedule I.
- Rule 200(g) of SEC Regulation SHO — Failure to accurately mark sell orders of equity securities.
- Rule 602(b)(5) of SEC Regulation NMS — Failure to properly update published quotations in certain Electronic Communication Networks ("ECNs").
- Rule 604 of SEC Regulation NMS — Failure to properly display limit orders.
- Rule 605(a)(1) and (3) of SEC Regulation NMS — Failure to timely report or provide complete order execution information.
- Rule 606 of SEC Regulation NMS — Failure to timely disclose or provide complete order routing information.
- MSRB Rule A-14 — Failure to timely pay annual fee.
- MSRB Rules G-2 and G-3 (b)(ii)(D) and (c)(ii)(D) — Failure to timely register.
- MSRB Rule G-3(h) — Failure to comply with the continuing education requirements.
- MSRB Rule G-6 — Failure to maintain adequate fidelity bond coverage.

- MSRB Rules G-8 and G-9 — Record retention rule violations.
- MSRB Rule G-10(a) — Failure to deliver investor brochure to customers

promptly.

- MSRB Rule G-12 — Failure to abide by uniform practice rules.
- MSRB Rule G-14 — Failure to submit reports.
- MSRB Rule G-21 — Advertising.
- MSRB Rule G-27(c) — Failure to maintain adequate written supervisory

procedures where the underlying conduct is subject to Rule 9217.

- MSRB Rule G-32 — Failure to timely submit reports.
- MSRB Rule G-37 — Failure to timely submit reports for political contributions.
- MSRB Rule G-38 — Failure to timely submit reports detailing consultant

activities.

- MSRB Rule G-40(a) and (c) — Failure to designate and update electronic mail

contact information for communications with MSRB.

- NYSE Rules 312(a), (b) and (c), 313, 345.12, 345.17, and 351 — Reporting

rule violations.

- NYSE Rule[s] 312(i)[, 342(c), and 342.10] — Failure to obtain approval rule

violations.

- NYSE Rules [342(b), (d) and 342.13,]311(b)(5)[,] and 344 — Failure of a

member organization to have individuals responsible and qualified for the positions of Financial Principal, Operations Principal, Compliance Official, Branch Office Manager and Supervisory Analyst.

[• NYSE Rule 343 — Requirements relating to member organization office sharing arrangements.]

- NYSE Rule 345(a) — Failure of a member organization to have individuals responsible and qualified for the positions of Securities Lending Supervisor and Securities Trader Supervisor.

- NYSE Rules 345.11, and 472(c) — Record retention rule violations.

[• NYSE Rule 401A — Failure to acknowledge customer complaint within 15 business days.]

- NYSE Rule 407 — Requirements for transactions of employees of the Exchange, members or member organizations.

- NYSE Rule 407A — Reporting and notification requirements for members.

- NYSE Rule 408(a) — Requirement that written authorization be obtained for discretionary power in a customer's account.

- NYSE Rule 416A — Failure to promptly provide or promptly update required membership profile information through the Electronic Filing Platform ("EFP"), or failure to electronically certify that required membership profile information is complete and accurate.

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9600. PROCEDURES FOR EXEMPTIONS

9610. Application

(a) Where to File

A member seeking exemptive relief as permitted under NASD Rules 1021, 1050, 1070, 2340, [3010(b)(2),] or 3150, or Rules 2114, 2110, 2310, 2359, 2360, 3170, 4210,

4311, 4320, 4360, 5110, 5121, 5122, 5123, 5130, 5131, 6183, 6625, 6731, 7470, 8211, 8213, 11870, or 11900, or Municipal Securities Rulemaking Board Rule G-37 shall file a written application with the appropriate department or staff of FINRA.

(b) through (c) No Change.

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12000. CODE OF ARBITRATION PROCEDURE FOR CUSTOMER DISPUTES

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**12104. Effect of Arbitration on FINRA Regulatory Activities; Arbitrator Referral
During or at Conclusion of Case**

(a) through (b) No Change.

(c) If any arbitrator refers a matter or conduct for investigation under [sub]paragraph (b) of this rule, the Director will disclose the act of making the referral to the parties. A party may request that the referring arbitrator(s) recuse themselves, as provided in the Code, no later than three days after the Director notifies the parties of the referral. If a party does not make the recusal request within the prescribed timeframe, the party forfeits the right to request recusal of the referring arbitrator(s).

(d) through (e) No Change.

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(d) through (e) No Change.

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