

EXHIBIT 5

Exhibit 5 shows the text of the proposed rule change. Proposed deletions are in brackets.

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Text of NASD and Incorporated NYSE Rules to be Deleted In Their Entirety from the Transitional Rulebook

NASD Rules

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[2450. Installment or Partial Sales]

Entire text deleted.

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[IM-2830-2. Maintaining the Public Offering Price]

Entire text deleted.

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Incorporated NYSE Rules

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[Rule 413. Uniform Forms]

Entire text deleted.

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