EXHIBIT 5

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

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6000. QUOTATION AND TRANSACTION REPORTING FACILITIES

6100. QUOTING AND TRADING IN NMS STOCKS

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6130. Transactions Related to Initial Public Offerings

(a) No member or person associated with a member shall execute or cause to be executed, directly or indirectly, a transaction otherwise than on an exchange in a security subject to an initial public offering until such security has first opened for trading on the national securities exchange listing the security, as indicated by the dissemination of an opening transaction in the security by the listing exchange.

(b) A security is subject to an "initial public offering" for purposes of paragraph (a) of this Rule if:

(1) the offering of the security is registered under the Securities Act; and

(2) the issuer of the security, immediately prior to filing the registration statement with respect to such offering, was not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

6140. Other Trading Practices

(a) through (g) No Change.

[(h)(1) A member may, but is not obligated to, accept a stop order in a designated security.]

[(A) A buy stop order is an order to buy which becomes a market order when a transaction takes place at or above the stop price.]

[(B) A sell stop order is an order to sell which becomes a market order when a transaction takes place at or below the stop price.]

[(2) A member may, but is not obligated to, accept stop limit orders in designated securities. When a transaction occurs at the stop price, the stop limit order to buy or sell becomes a limit order at the limit price.]

[(i) For purposes of this Rule 6140, unless the context requires otherwise:]

[(1) "Stop Stock Price" means the specified price at which a member and another party agree a Stop Stock Transaction shall be executed, and which price is based upon the prices at which the security is trading at the time the order is received by the member, taking into consideration that the specified price may deviate from the current market prices to factor in the size of the order and the number of shares available at those prices.]

[(2) "Stop Stock Transaction" means any transaction that meets both of the following conditions:]

[(A) the transaction is the result of an order in which a member and another party agree that the order will be executed at a Stop Stock Price or better; and]

[(B) the order is executed at the Stop Stock Price or better.]

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6200. ALTERNATIVE DISPLAY FACILITY

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6220. Definitions

(a) Unless the context requires otherwise, the terms used in the Rule 6200 and Rule 7100 Series shall have the meanings below. Terms not specifically defined below shall have the meaning in the FINRA By-Laws and rules and Rule 600 of SEC Regulation NMS.

(1) through (6) No Change.

[(7) "Initial Public Offering" shall mean a security is subject to an initial public offering if: (1) the offering of the security is registered under the Securities Act; and (2) the issuer of the security, immediately prior to filing the registration statement with respect to such offering, was not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.]

(8) through (17) redesignated as (7) through (16).

(b) No Change.

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