

**EXHIBIT 5**

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

\* \* \* \* \*

**9200. DISCIPLINARY PROCEEDINGS**

**9210. Complaint and Answer**

\* \* \* \* \*

**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 [Firm Element of 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 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 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, [and] 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 Rules 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.