

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

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7200. TRADE REPORTING FACILITIES

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7200B. FINRA/NYSE TRADE REPORTING FACILITY

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7230B. Trade Report Input

(a) through (c) No Change.

(d) Trade Information To Be Input

The information listed below must be provided for each transaction that is reported to the System. Unless the contra side will have an opportunity to provide its own trade information, the Reporting Member is responsible for the complete and accurate submission of information for both sides of the trade.

(1) through (13) No Change.

(14) For any transaction for which the FINRA/NYSE Trade Reporting Facility is used to transfer a transaction fee between two FINRA members, the trade report must comply with the requirements of Rule 7230B(i).

(e) through (h) No Change.

(i) Inclusion of Transaction Fees in Clearing Reports Submitted to the FINRA/NYSE Trade Reporting Facility

FINRA members may agree in advance to transfer a transaction fee charged by one member to another member on a transaction reported to the FINRA/NYSE Trade Reporting Facility through the submission of a clearing report to the FINRA/NYSE Trade Reporting Facility. Such report, inclusive of the transaction fee, will be submitted to the National Securities Clearing Corporation for processing. To facilitate the transfer of the transaction fee, the report submitted to the FINRA/NYSE Trade Reporting Facility shall provide, in addition to all other information required to be submitted by any other rule, pricing information to indicate a total per share or contract price amount, inclusive of the transaction fee. Prior to submitting any such report, both members and their respective clearing firms, as applicable, must have executed an agreement, as specified by FINRA, permitting the facilitation of the transfer of the transaction fee through the FINRA/NYSE Trade Reporting Facility, as well as any other applicable agreement, such as a give up agreement pursuant to Rule 6380B(g), and submitted the executed agreement(s) to the FINRA/NYSE Trade Reporting Facility. Such agreement(s) are considered member records for purposes of Rule 4511 and must be made and preserved by both members in conformity with applicable FINRA rules. Nothing in this paragraph shall relieve a member from its obligations under FINRA rules and the federal securities laws, including but not limited to, Rule 2232 and SEA Rule 10b-10.

Example:

SELL 100 shares to another member at 10 plus a transaction fee of .01 per share;
REPORT 100 shares at 10 (the per share price exclusive of the transaction fee) to

the FINRA/NYSE Trade Reporting Facility for publication and also report pricing information to indicate a 10.01 per share price inclusive of the transaction fee for purposes of clearance and settlement through the National Securities Clearing Corporation.

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