

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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**7600. DATA PRODUCTS AND CHARGES FOR TRADE REPORTING
FACILITY SERVICES**

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7620B. FINRA/NYSE Trade Reporting Facility Reporting Fees

Each participant will be charged a monthly fee for use of the FINRA/NYSE Trade Reporting Facility. The rate will be based on the participant's "FINRA/NYSE TRF [member's "ATS & Non-ATS OTC] Market Share," which is defined as the percentage calculated by dividing the total number of [ATS and non-ATS] shares reported [by the member] to the FINRA/NYSE Trade Reporting Facility for public dissemination (or "tape") purposes [and published to the FINRA public web site at www.finra.org pursuant to Rule 6110] during a given calendar [quarter]month that are attributable to the participant by the total number of all shares reported to the CTA or UTP SIP, as applicable, during that period. A transaction is attributed to a participant if the participant is identified as the executing party in a tape report submitted to the FINRA/NYSE Trade Reporting Facility. [ATS & Non-ATS OTC]FINRA/NYSE TRF Market Share is calculated in aggregate across all Tapes (Tape A, Tape B, Tape C) and only includes shares reported to the Tapes. The monthly fee will be assessed as follows:

[ATS & Non-ATS OTC] <u>FINRA/NYSE TRF</u> Market Share	<u>Count of Tape Reports to FINRA/NYSE TRF</u>	Monthly [Subscriber] <u>Participant</u> Fee
Greater than or equal to [2.0] <u>1.25%</u>	<u>n/a</u>	\$30,000
<u>Greater than or equal to 0.75% but less than 1.25%</u>	<u>n/a</u>	<u>\$20,000</u>
<u>Greater than or equal to 0.50% but less than 0.75%</u>	<u>n/a</u>	<u>\$17,500</u>
Greater than or equal to <u>0.25%</u> but less than [2.0] <u>0.50%</u>	<u>n/a</u>	\$15,000
Greater than or equal to <u>0.10%</u> but less than <u>0.25%</u>	<u>n/a</u>	[\$5] <u>10,000</u>
Less than <u>0.10%</u>	<u>25,000 or more trade reports</u>	\$2,000
<u>Less than 0.10%</u>	<u>100 or more trade reports but fewer than 25,000 trade reports</u>	<u>\$750</u>
<u>Less than 0.10%</u>	<u>1 or more trade reports but fewer than 100 trade reports</u>	<u>\$250</u>
<u>Less than 0.10%</u>	<u>No trade reports</u>	<u>\$2,000</u>
