

**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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**SCHEDULE A TO THE BY-LAWS OF THE CORPORATION**

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**Section 1** through **IM-Section 4(b)(1) and (e)** No Change.

**IM-Section 4(e) Partial Waiver of Membership Application Fee for Certain Firms Applying Due to Amended SEA Rule 15b9-1**

Firms that apply for FINRA membership pursuant to IM-1013-3 shall be assessed one-half the applicable membership application fee set forth in Section 4(e) of Schedule A to the FINRA By-Laws. Those firms will otherwise remain subject to the FINRA By-Laws and Schedules to By-Laws, including Schedule A.

**Section 5** through **Section 15** No Change.

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**FINRA Rule**

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**1000. MEMBER APPLICATION AND ASSOCIATED PERSON REGISTRATION**

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**1013. New Member Application and Interview**

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**IM-1013-3. Membership Application Process for Certain Firms Applying Due to Amended SEA Rule 15b9-1**

This Interpretive Material sets forth a membership application process for those firms that must become FINRA members due to amendments to SEA Rule 15b9-1, as

adopted by the SEC on August 23, 2023. This membership application process is available only to SEC-registered, non-FINRA member firms that must become FINRA members due to the amendments to SEA Rule 15b9-1 and, as of August 23, 2023, have been a member of a national securities exchange with which FINRA has had a regulatory service agreement for the 12-month period prior to August 23, 2023 (“Eligible Firms”). Eligible Firms may apply for FINRA membership by submitting an application in the manner prescribed by FINRA. Eligible Firms must submit their application at least 120 calendar days before the amended SEA Rule 15b9-1 compliance date—unless FINRA, in its discretion, agrees to accept an application after this deadline but before the amended SEA Rule 15b9-1 compliance date.

Pursuant to IM-Section 4(e) of Schedule A to the FINRA By-Laws (Partial Waiver of Membership Application Fee for Certain Firms Applying Due to SEA Rule 15b9-1), Eligible Firms applying for membership pursuant to this Interpretive Material shall be assessed one-half the membership application fee set forth in Section 4(e) of Schedule A to the FINRA By-Laws.

The Department shall determine in the public interest and for the protection of investors whether an Eligible Firm may be required to (1) provide the Department with additional information or documents or meet any other requirement pursuant to Rule 1013 or (2) apply for membership pursuant to all requirements under Rule 1013, including completing Form NMA and, in such case, shall be assessed the full membership application fee set forth in Section 4(e) of Schedule A to the FINRA By-Laws.

If an Eligible Firm's application for membership seeks to materially expand or change the firm's business operations, such firm will be required to apply for FINRA membership pursuant to all requirements under Rule 1013, including completing Form NMA, and, in such case, shall be assessed the full membership application fee set forth in Section 4(e) of Schedule A to the FINRA By-Laws.

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