

## 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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### 7600B. CHARGES FOR FINRA/NYSE 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 amount of the monthly fee for a participant will depend on the number of tape eligible trade reports that the participant submitted to the FINRA/NYSE Trade Reporting Facility during the relevant calendar month (“Tape Eligible Trade Reports”).

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. The amount of Tape Eligible Trade Reports 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 calculated as follows:

<u><b>Tape Eligible Trade Reports</b></u>	<u><b>Monthly Participant Fee</b></u>
<u>Greater than or equal to 20 million reports</u>	<u>\$50,000</u>
<u>Greater than or equal to 15 million reports but less than 20 million reports</u>	<u>\$47,500</u>

<u>Greater than or equal to 10 million reports but less than 15 million reports</u>	<u>\$45,000</u>
<u>Greater than or equal to 7.5 million reports but less than 10 million reports</u>	<u>\$40,000</u>
<u>Greater than or equal to 5 million reports but less than 7.5 million reports</u>	<u>\$35,000</u>
<u>Greater than or equal to 4 million reports but less than 5 million reports</u>	<u>\$30,000</u>
<u>Greater than or equal to 3 million reports but less than 4 million reports</u>	<u>\$25,000</u>
<u>Greater than or equal to 2 million reports but less than 3 million reports</u>	<u>\$20,000</u>
<u>Greater than or equal to 1,500,000 reports but less than 2 million reports</u>	<u>\$15,000</u>
<u>Greater than or equal to 1,250,000 reports but less than 1,500,000 reports</u>	<u>\$10,000</u>
<u>Greater than or equal to 1 million reports but less than 1,250,000 reports</u>	<u>\$7,000</u>
<u>Greater than or equal to 750,000 reports but less than 1 million reports</u>	<u>\$5,000</u>
<u>Greater than or equal to 500,000 reports but less than 750,000 reports</u>	<u>\$4,000</u>

<u>Greater than or equal to 250,000 reports but less than 500,000 reports</u>	<u>\$3,000</u>
<u>Greater than or equal to 100,000 reports but less than 250,000 reports</u>	<u>\$2,500</u>
<u>Greater than or equal to 5,000 reports but less than 100,000 reports</u>	<u>\$1,500</u>
<u>Greater than or equal to 1 report but less than 5,000 reports</u>	<u>\$1,000</u>
<u>No trade reports</u>	<u>\$2,000</u>

[(a) If the participant submits one or more trade reports to the FINRA/NYSE Trade Reporting Facility during a given calendar month, the participant will pay a monthly fee equal to the sum of (i) \$1,000 plus (ii) \$0.0055 per published tape report.]

[(b) If the participant submits no trade reports to the FINRA/NYSE Trade Reporting Facility during a given calendar month, the participant will pay a monthly fee of \$2,000.]

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