

Exhibit 5

Proposed new language is underlined; Proposed deletions are in [brackets].

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Rule 4.7. Consolidated Audit Trail - Industry Member Data Reporting**(a) Recording and Reporting Industry Member Data**

(1) No change.

(2) Subject to paragraph (3) below, each Industry Member shall record and report to the Central Repository the following, as applicable (“Received Industry Member Data” and collectively with the information referred to in Rule 4.7(a)(1) “Industry Member Data”)) in the manner prescribed by the Operating Committee pursuant to the CAT NMS Plan:

(A) - (E) No change.

(F) an Allocation Report any time the Industry Member performs an Allocation to a Client Account, whether or not the Industry Member was the executing broker for the trade; and[.]

(G) for the original receipt or origination of an order to sell an equity security, whether the order is for a short sale effected by a market maker in connection with bona fide market making activities in the security for which the exception in Rule 203(b)(2)(iii) of Regulation SHO is claimed.

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