

**EXHIBIT 5**

Additions underlined.  
Deletions [bracketed].

**Rules of New York Stock Exchange LLC**

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**Admission of Members (Rules 300—324)**

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**Rule 309. Collection of and Failure to Pay Exchange Fees**

(a) Collection of Exchange Fees. Each member organization that has one or more trading licenses, and each applicant for a trading license, shall be required to provide one or more clearing account numbers that correspond to an account(s) at the National Securities Clearing Corporation (“NSCC”) for purposes of permitting the Exchange to collect through direct debit any undisputed or final fees and/or other sums due to the Exchange; provided, however, that an member organization or applicant may request to opt-out of the requirement to provide an NSCC clearing account number and establish alternative payment arrangements. If a member organization disputes an invoice, the Exchange will not include the disputed amount in the debit if the ETP Holder has disputed the amount in writing to the Exchange by the 15<sup>th</sup> of the month, or the following business day if the 15<sup>th</sup> is not a business day, and the amount in dispute is at least \$10,000 or greater. The Exchange will not debit fees related to the CRD system set forth in the NYSE Price List, which are collected and retained by FINRA.

(b) Failure to Pay Exchange Fees. Any member, member organization or principal executive who shall not pay a fee or any other sums due to the Exchange, within forty-five days after the same shall become payable, shall be reported to the Chief Financial Officer of the Exchange or designee who, after notice has been given to such member, member organization or principal executive of such arrearages, may suspend access to some or all of the facilities of the Exchange until payment is made. Except that (i) failure to pay any fine levied in connection with a disciplinary action shall be governed by Exchange Rule 8320 and (ii) failure to make timely payment of trading license fee installments will be governed by Rule 300(h).

Denial of access to some or all of the facilities of the Exchange through suspension under the provisions of this Rule shall not prevent the member, member organization or principal executive from being proceeded against for any offense other than that for which such member, member organization, or principal executive was suspended.

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