EXHIBIT 5

Additions underscored
Deletions [bracketed]

[FOURTEENTH]FIFTEENTH AMENDED AND RESTATED

OPERATING AGREEMENT

OF

NEW YORK STOCK EXCHANGE LLC

This [Fourteenth]Fifteenth Amended and Restated Operating Agreement (this "Agreement") of New York Stock Exchange LLC (the "Company") is entered into by NYSE Group, Inc., a Delaware corporation (the "Member"), under the New York Limited Liability Company Act (as amended from time to time and any successor statute thereto, the "Act").

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WHEREAS, the Member [has determined to] amended the Thirteenth Amended and Restated Operating Agreement in connection with amendments to Article II, Section 2.03(b) hereof;

WHEREAS, the Member has determined to amend the Fourteenth Amended and Restated Operating Agreement in connection with amendments to Article I, Section 1.05 and 1.06 and Article II, Section 2.02 hereof; and

NOW, THEREFORE, the Member hereby amends and restates in its entirety the [Thirteenth]Fourteenth Amended and Restated Operating Agreement and adopts the following as the operating agreement of the Company within the meaning of the Act, such amendment to be effective upon approval by the Securities and Exchange Commission of rule changes submitted to it by the Company that will permit these changes:

ARTICLE I

NAME, FORMATION, CONTINUATION AND POWERS

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SECTION 1.05. Registered Office. The address of the registered office of the Company in the State of New York is c/o United Agent Group Inc., [15 North Mill Street, Nyack, Rockland County, New York 10960]600 Mamaroneck Avenue #400, Harrison, Westchester County, New York 10528. At any time, the Company may designate another registered office.

SECTION 1.06. Registered Agent. The name and address of the registered agent of the Company for service of process on the Company in the State of New York is United Agent Group Inc., [15 North Mill Street, Nyack, Rockland County, New York 10960]600 Mamaroneck Avenue #400, Harrison, Westchester County, New York 10528. At any time, the Company may designate another registered agent.

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ARTICLE II

MANAGEMENT

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SECTION 2.02. Rules; Supervision of Member Organizations. In furtherance and not in limitation of the foregoing, the Board shall have general supervision over members, and member organizations of the Company ("Member Organizations") and over [approved p]Control Persons as defined in the Exchange's rules in connection with their conduct with or affecting Member Organizations. The Board may examine into the business conduct and financial condition of Member Organizations, shall have supervision over partnership and corporate arrangements and over all offices of Member Organizations, whether foreign or domestic, and over all persons employed by such Member Organizations (and may, by affirmative vote of a majority of the Directors then in office, adopt, amend or repeal rules with respect to the employment, compensation and duties of such employees), shall have supervision relating to the collection, dissemination and use of quotations and of reports of prices on the exchange operated by the Company, shall have the power to approve or disapprove of any connection or means of communication with the floor and may require the discontinuance of any such connection or means of communication, may disapprove of any member acting as a specialist or odd lot dealer, and may, by affirmative vote of a majority of the Directors then in office, adopt, amend or repeal any rules as it may deem necessary or appropriate in connection with any of the foregoing, including without limitation rules relating to: the discipline of Member Organizations[, approved persons] and [registered and non-registered employees of Member Organizations]Associated Persons as defined in the Exchange's rules for the violation of applicable law or the rules of the Company; and the arbitration of any controversy between parties who are Member Organizations and any controversy between a Member Organization and any other person arising out of the business of such Member Organization.

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IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this [Fourteenth]Fifteenth Amended and Restated Operating Agreement of New York Stock Exchange LLC as of the [29th]• day of [March]•, 202[3]•.

NYSE GROUP, INC.

By:_____
Name:
Title: