

EXHIBIT 5A



OCC Rules

Underlined text indicates new text

~~Strikethrough~~ text indicates deleted text

Chapter XXII - Stock Loan/Hedge Program

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RULE 2202 - Initiation of Stock Loans

(a) – (e) [No change]

(f) Hedge Clearing Members shall be prohibited from initiating stock loans intended for inclusion in the Stock Loan/Hedge Program that involve the lending of any Eligible Stock issued by such Hedge Clearing Member or any Member Affiliate of such Hedge Clearing Member.

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Chapter XXIIA – Market Loan Program

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RULE 2202A - Initiation of Market Loans

(a) – (f) [No change]

(g) Market Loan Clearing Members shall be prohibited from initiating stock loans intended for inclusion in the Market Loan Program that involve the lending of any Eligible Stock issued by such Market Loan Clearing Member or any Member Affiliate of such Market Loan Clearing Member.