

EXHIBIT 5

Exhibit 5 shows the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

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**Text of Proposed New FINRA Rule
(Marked to Show Changes from NASD Rule 3220; NASD Rule 3220 to be Deleted in
its Entirety from the Transitional Rulebook)**

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**5000. SECURITIES OFFERING AND TRADING STANDARDS AND
PRACTICES**

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5300. HANDLING OF CUSTOMER ORDERS

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[3220]5330. Adjustment of [Open] Orders

(a) A member holding an open order from a customer or another broker-[/]dealer shall, prior to executing or permitting the order to be executed, reduce, increase, or adjust the price and/or number of shares of such order by an amount equal to the dividend, payment, or distribution[,] on the day that the security is quoted ex-dividend, ex-rights, ex-distribution, or ex-interest, except where a cash dividend or distribution is less than one cent (\$0.01), as follows:

(1) Cash Dividends: [In the case of a cash dividend or distribution, the price of the] Unless marked "Do Not Reduce," open order prices shall be first reduced by [subtracting] the dollar amount of the dividend, [or distribution from the price of the order] and [rounding] the resulting price will then be rounded down to the next lower minimum quotation variation, [used in the primary

market, provided that that if there is more than one minimum quotation variation in the primary market, then the greater of the variations shall be used (e.g., if a market has minimum quotation variations of 1/16 or 1/32 of a dollar for securities trading in fractions, depending on the price of the security, or \$.01 for securities trading in decimals, then the adjustment to open orders shall be in increments of 1/16 of a dollar for issues trading in fractions, and \$.01 for issues trading in decimals);]

(2) Stock Dividends and Stock Splits: [In the case of a stock dividend or split, the] Open order prices [of the order] shall be determined [reduced] by first rounding up the dollar value of the stock dividend or split to the next higher minimum quotation variation, [used in the primary market as specified in paragraph (a)(1) and subtracting that] The resulting amount shall then be subtracted from the price of the order.]; provided further, that] Unless marked "Do Not Increase," the size of the order shall be increased by first (A) multiplying the size of the original order by the numerator of the ratio of the dividend or split, then (B) dividing the result by the denominator of the ratio of the dividend or split, then [and] (C) rounding the result to the next lowest share. [lower round lot; and]

(3) [In the case of a d] Dividends [p] Payable in [e] Either [c] Cash or [s] Securities at the [o] Option of the [s] Stockholder.]; the] Open order prices [of the order] shall be reduced by the dollar value of the cash or securities, whichever is greater. The dollar value of the cash shall be determined using the formula in subparagraph (1) above, while the dollar value of the securities shall be

determined using the formula in subparagraph (2) above. [, according to the formulas in subparagraph (1) or (2), above; provided, that i]If the stockholder opts [for] to receive securities, the size of the order shall be increased pursuant to the formula in subparagraph (2)[,] above.

(4) Combined Cash and Stock Dividends/Split: In the case of a combined cash dividend and stock split/dividend, the cash dividend portion shall be calculated first as per subparagraph (1) above, and the stock portion thereafter pursuant to subparagraph (2) above.

(b)5 Indeterminate Value: If the value of the distribution cannot be determined, the member shall not adjust, execute, or permit [such] an open order to be executed without reconfirming the order with the customer.

(c)b When a pending order involves [If] a security that is the subject of a reverse split, [all open] the order[s] (buy or sell) shall be cancelled.

(c) When a pending order involves a security that is the subject of a stock split but is not otherwise required to be adjusted under this Rule, a member shall promptly notify the customer of the stock split.

(d) The term “open order” means an order to buy or an open stop order to sell, including but not limited to “good ‘til cancelled,” “limit” or “stop limit” orders which remain in effect for a definite or indefinite period until executed, cancelled or expired.

(e) The provisions of paragraph (a) of this Rule shall not apply to:

(1) orders governed by the rules of a registered national securities exchange;

[(2) orders marked “do not reduce” where the dividend is payable in cash;]

[(3) orders marked “do not increase” where the dividend is payable in stock, provided that the price of such orders shall be adjusted as required by this Rule;]

[(4)2) open stop orders to buy;

[(5)3) open sell orders; or

[(6)4) orders for the purchase or sale of securities where the issuer of the securities has not reported a dividend, payment, or distribution pursuant to SEA[C] Rule 10b-17.

[(f) Mandatory Open Order Conversion for Securities Commencing Decimal Pricing]

[All open orders in Nasdaq securities priced in fractions remaining in a firm’s internal system on the evening prior to, or received thereafter and prior to, the security’s commencing decimal pricing pursuant to the Decimals Implementation Plan for the Equities and Options Markets shall be converted, no later than midnight on that evening prior to their first day of decimal pricing, as follows:]

[(1) Prior to the conversion, member firms should notify their customers and inform them of the change to their open fractional order(s) as a result of the conversion to decimal pricing. Customers should be afforded the opportunity to take action if they do not wish to participate in the conversion. Customers not wishing to participate in the mandatory conversion should be allowed the opportunity to cancel their open order(s) prior to the evening of the conversion.]

[(2) No later than midnight on the evening prior to a security's first day of decimal pricing, all open orders priced in fractions that have not been canceled, including those with price qualifiers such as DNR and DNI, shall be converted as follows:

- The fractional price of all open Buy Orders (GTC, GTX, Buy Stop and Buy Stop Limits) will be converted to their decimal equivalent and then "rounded down" to the nearest \$0.01.
- The fractional price of all open Sell Orders (GTC, GTX, Sell Stop and Sell Stop Limits) will be converted to their decimal equivalent and then "rounded up" to the nearest \$0.01.]

[Example: Buy 1000 MSFT 88 1/16 would convert to B 1000 MSFT 88.06 (1/16=0.0625)]

[Sell 1000 MSFT 88 1/16 would convert to S 1000 MSFT 88.07]

[This rule is to be in effect only in preparation for the first day of decimal trading of the newly-converted security. After conversion, firms may accept orders of any number of spaces beyond the decimal point in the newly-converted security and submit them, after appropriate rounding (See NASD Rule 4613(a)(1)(D)), to Nasdaq for display.]

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