

**EXHIBIT 5**

Exhibit 5 shows the text of the proposed rule change. Proposed deletions are in brackets.

\* \* \* \* \*

**Text of NASD Rules to be Deleted in their  
Entirety from the Transitional Rulebook**

\* \* \* \* \*

**[2760. Offerings “At the Market”]**

Entire text deleted.

\* \* \* \* \*

**[2780. Solicitation of Purchases on an Exchange to Facilitate a Distribution of  
Securities]**

Entire text deleted.

\* \* \* \* \*

**Text of Incorporated NYSE Rules to be Deleted in their  
Entirety from the Transitional Rulebook**

\* \* \* \* \*

**[Rule 2B. No Affiliation between Exchange and any Member Organization]**

Entire text deleted.

\* \* \* \* \*

**[Rule 411. Erroneous Reports]**

Entire text deleted.

\* \* \* \* \*

**Text of Incorporated NYSE Rule Interpretation to Remain in the Transitional  
Rulebook**

\* \* \* \* \*

**Rule 410 Records of Orders**

/01 Pre-time stamping

No change.

/02 Allocations of Block Orders

No change.

[(a)(ii)(5)]

[/01 Erroneous Reports — Reporting Requirements]

[Profits resulting from instances where member organizations are allowed to treat an erroneous report to a non- member as though it were an erroneous trade (whether accruing to Floor members or upstairs trading desks), must be forwarded to the NYSE Foundation. When determining the amount of profit to be remitted, it is permissible to deduct transaction costs (such as clearance charges and Section 31 fees) relating to the particular error transaction. Member organizations must prepare and maintain clear and detailed records documenting how the remitted net profit is calculated.]

[Member organizations are allowed (provided certain conditions are met as described in paragraph (a)(ii) of Rule 411) to treat an erroneous report to a non-member as though it were an erroneous trade if the non-member refuses to accept a correct report.]

\* \* \* \* \*