

**EXHIBIT 5**

Below is the text of the proposed rule change. Proposed new language is underlined.

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**4000. FINANCIAL AND OPERATIONAL RULES**

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**4300. OPERATIONS**

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**4380. Mandatory Participation in FINRA BC/DR Testing Under Regulation SCI**

(a) In accordance with Rule 1004 of SEC Regulation SCI, FINRA will designate members that will be required to participate in FINRA's periodic, scheduled testing of its business continuity and disaster recovery (BC/DR) plan. FINRA will do so according to established criteria that are designed to ensure participation by those members that FINRA reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of its BC/DR plan. FINRA's criteria will consider volume of activity on a FINRA market system over a specified period of time. FINRA will communicate to members its criteria for designation under this Rule, and any changes to such criteria, on a prospective basis by Regulatory Notice.

(b) The testing of FINRA's BC/DR plan referred to in this Rule will occur at least once every twelve months. Such testing will include functional and performance testing of the operation of FINRA's BC/DR plan. FINRA will notify members that are designated to participate in BC/DR testing under this Rule at least 90 days prior to the scheduled test date.

(c) Members that are designated pursuant to this Rule shall be required to fulfill, within the time frames established by FINRA, certain testing requirements that FINRA determines are necessary and appropriate. Members may also be required to satisfy related reporting requirements, for example, reporting the results of the member's participation in testing under this Rule, as determined by FINRA.

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