

**EXHIBIT 5**

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

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**Capital Acquisition Broker Rules**

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**200. DUTIES AND CONFLICTS**

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**203. Engaging in Distribution and Solicitation Activities with Government Entities**

All capital acquisition brokers are subject to FINRA Rule 2030.

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**400. FINANCIAL AND OPERATIONAL RULES**

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**458. Books and Records Requirements for Government Distribution and Solicitation**

**Activities**

All capital acquisition brokers are subject to FINRA Rule 4580.

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