

EXHIBIT 5

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

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**7000. CLEARING, TRANSACTION AND ORDER DATA REQUIREMENTS,
AND FACILITY CHARGES**

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**7700. CHARGES FOR OTC REPORTING FACILITY, OTC BULLETIN BOARD
AND TRADE REPORTING AND COMPLIANCE ENGINE SERVICES**

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7730. Trade Reporting and Compliance Engine (TRACE)

The following charges shall be paid by participants for the use of the Trade Reporting and Compliance Engine (“TRACE”):

System Fees	Transaction Reporting Fees	Data Fees
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		<u>TRACE Security Activity Report: Fee — except for qualifying Tax-Exempt Organizations, \$750/month for receipt of TRACE Security Activity Report.</u>
		<u>TRACE Security Activity Report: Fee — for qualifying Tax-Exempt Organizations,</u>

		<p><u>\$250/month for receipt of TRACE Security Activity Report.</u></p>
		<p><u>End-of-Day TRACE Transaction File: Fee — except for qualifying Tax-Exempt Organizations, \$750/month per data set for receipt of End-of-Day TRACE Transaction File.</u></p>
		<p><u>End-of-Day TRACE Transaction File: Fee — for qualifying Tax-Exempt Organizations, \$250/month per data set for receipt of End-of-Day TRACE Transaction File.</u></p>
		<p><u>End-of-Day TRACE Transaction File: Fee — for subscribers to the Vendor Real-Time Data Feed — No charge for receipt of End-of-Day TRACE Transaction File for the Vendor Real-Time data set(s) to which they have</u></p>

		<u>subscribed.</u>
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(a) through (h) No Change.

¹ No Change.

² No Change.

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