

Proposed Rule Change by Financial Industry Regulatory Authority
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
			Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
--	--

Description
Provide a brief description of the proposed rule change (limit 250 characters).

Proposed Rule Change to Update Rule Cross References and Make Other Various Non-Substantive Technical Changes to FINRA Rules

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	<input type="text" value="Kathryn"/>	Last Name	<input type="text" value="Moore"/>
Title	<input type="text" value="Assistant General Counsel"/>		
E-mail	<input type="text" value="kathryn.moore@finra.org"/>		
Telephone	<input type="text" value="(202) 974-2974"/>	Fax	<input type="text" value="(202) 728-8264"/>

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date	<input type="text" value="01/14/2010"/>
By	<input type="text" value="Patrice Gliniecki"/>
	(Name)
	<input type="text" value="Senior Vice President and Deputy General Counsel"/>
	(Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ Financial Industry Regulatory Authority, Inc. (“FINRA”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to update cross-references within certain FINRA rules to reflect changes adopted in the consolidated FINRA rulebook and to make non-substantive technical changes to certain FINRA rules.

The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change has been approved by the General Counsel of FINRA (or his officer designee) pursuant to delegated authority. No other action by FINRA is necessary for the filing of the proposed rule change.

FINRA has filed the proposed rule change for immediate effectiveness. The implementation date for the proposed rule change to FINRA Rules 2251, 6380A, 6380B, 6622, 7230A, 7230B, 7330, 9610, and 11893 will be February 15, 2010.² The proposed rule change to FINRA Rule 0150 will be February 15, 2010, except the proposed rule change that would eliminate the references to NASD Rules 3130 and 3131 and IM-3130

¹ 15 U.S.C. 78s(b)(1).

² See Regulatory Notice 09-72 (December 2009). See also Securities Exchange Act Release No. 61080 (December 1, 2009), 74 FR 64117 (December 7, 2009) (Order Approving File No. SR-FINRA-2009-068). The effective date of SR-FINRA-2009-068 will be announced in a Regulatory Notice and is intended to be February 15, 2010.

and add references to FINRA Rules 4120 and 4130, which will be implemented on February 8, 2010.³ The proposed rule change to FINRA Rule 6635 will be February 15, 2010, except the proposed rule change that would eliminate the reference to NASD Rule 3130 and add reference to FINRA Rule 4120, which will be implemented on February 8, 2010.⁴ The implementation date for the proposed rule change to FINRA Rules 4110 and 9217 will be February 8, 2010.⁵

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

FINRA is in the process of developing a new consolidated rulebook (“Consolidated FINRA Rulebook”).⁶ That process involves FINRA submitting to the Commission for approval a series of proposed rule changes over time to adopt rules in the Consolidated FINRA Rulebook. The phased adoption and implementation of those rules necessitates periodic amendments to update rule cross-references and other non-substantive technical changes in the Consolidated FINRA Rulebook.

³ See Regulatory Notice 09-71 (December 2009).

⁴ See note 3.

⁵ See note 3.

⁶ The current FINRA rulebook consists of (1) FINRA Rules; (2) NASD Rules; and (3) rules incorporated from NYSE (“Incorporated NYSE Rules”) (together, the NASD Rules and Incorporated NYSE Rules are referred to as the “Transitional Rulebook”). While the NASD Rules generally apply to all FINRA members, the Incorporated NYSE Rules apply only to those members of FINRA that are also members of the NYSE (“Dual Members”). The FINRA Rules apply to all FINRA members, unless such rules have a more limited application by their terms. For more information about the rulebook consolidation process, see Information Notice, March 12, 2008 (Rulebook Consolidation Process).

The proposed rule change first would update rule cross-references to reflect recent changes adopted in the Consolidated FINRA Rulebook. The proposed rule change would update FINRA Rule 0150 to reflect the adoption into the Consolidated FINRA Rulebook of (1) FINRA Rule 2060 and the deletion of NASD Rule 3120,⁷ (2) FINRA Rules 4120 and 4130 and the deletion of NASD Rules 3130 and 3131 and NASD IM- 3130,⁸ and (3) FINRA Rules 5210 and 5220 and the deletion of NASD Rules 3310 and 3320 and NASD IM-3310 and IM-3320.⁹ The rule cross-references in FINRA Rule 6635 would be similarly updated to reflect the adoption of (1) FINRA Rule 2251 and the deletion of NASD Rule 2260,¹⁰ (2) FINRA Rules 5210 and 5520 and the deletion of NASD IM-3310 and IM-3320,¹¹ and (3) FINRA Rule 4120 and the deletion of NASD Rule 3130.¹² Finally, the rule references in FINRA Rule 9217, which sets forth FINRA's Minor Rule Violation Plan, would be updated to (1) delete the reference to Incorporated NYSE Rule 312(h) and (2) delete Incorporated NYSE Rule 421 and replace it with FINRA Rule 4521(d), as the provision is substantively similar.¹³

⁷ See Securities Exchange Act Release No. 61071 (November 30, 2009), 74 FR 64109 (December 7, 2009) (Order Approving File No. SR-FINRA-2009-067).

⁸ See Securities Exchange Act Release No. 60933 (November 4, 2009), 74 FR 58334 (November 12, 2009) (Order Approving File No. SR-FINRA-2008-067).

⁹ See Securities Exchange Act Release No. 60835 (October 16, 2009), 74 FR 54616 (October 22, 2009) (Order Approving File No. SR-FINRA-2009-055).

¹⁰ See Securities Exchange Act Release No. 61052 (November 23, 2009), 74 FR 62857 (December 1, 2009) (Order Approving File No. SR-FINRA-2009-066).

¹¹ See note 9.

¹² See note 8.

¹³ See note 8.

The proposed rule change also would amend FINRA Rules 6380A, 6380B, 6622, 7230A, 7230B and 7330 to reflect the transfer of NASD Rule 11890 into the Consolidated FINRA Rulebook as part of a new FINRA Rule 11890 Series.¹⁴ The proposed rule change would also make a non-substantive change to FINRA Rule 11893 to re-label paragraph (d) as paragraph (c).

In addition, the proposed rule change would make a technical amendment to FINRA Rule 9610 to delete the reference to FINRA Rule 6183 as such rule has been removed from the Consolidated FINRA Rulebook. FINRA Rule 6183 (formerly NASD Rule 5150) automatically terminated on July 9, 2008.¹⁵

Finally, the proposed rule change would amend FINRA Rules 2251¹⁶ and 4110¹⁷ to reflect a change in FINRA's style convention when referencing federal securities laws.

As noted in Item 2 of this filing, FINRA has filed the proposed rule change for immediate effectiveness. The implementation date for the proposed rule change to FINRA Rules 2251, 6380A, 6380B, 6622, 7230A, 7230B, 7330, 9610, and 11893 will be February 15, 2010.¹⁸ The proposed rule change to FINRA Rule 0150 will be February 15, 2010, except the proposed rule change that would eliminate the references to NASD

¹⁴ See Securities Exchange Act Release No. 61080 (December 1, 2009), 74 FR 64117 (December 7, 2009) (Order Approving File No. SR-FINRA-2009-068).

¹⁵ See Securities Exchange Act Release No. 58643 (September 25, 2008) 73 FR 57174 (October 1, 2008) (Order Approving File Nos. SR-FINRA-2008-021; SR-FINRA-2008-022; SR-FINRA-2008-026; SR-FINRA-2008-028 and SR-FINRA-2008-029).

¹⁶ See note 10.

¹⁷ See note 8.

¹⁸ See note 2.

Rules 3130 and 3131 and IM-3130 and add references to FINRA Rules 4120 and 4130, which will be implemented on February 8, 2010.¹⁹ The proposed rule change to FINRA Rule 6635 will be February 15, 2010, except the proposed rule change that would eliminate the reference to NASD Rule 3130 and add reference to FINRA Rule 4120, which will be implemented on February 8, 2010.²⁰ The implementation date for the proposed rule change to FINRA Rules 4110 and 9217 will be February 8, 2010.²¹

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,²² which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. FINRA believes the proposed rule change will provide greater clarity to members and the public regarding FINRA's rules.

4. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

¹⁹ See note 3.

²⁰ See note 3.

²¹ See note 3.

6. **Extension of Time Period for Commission Action**

Not applicable.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)**

The proposed rule change is effective upon filing pursuant to Section 19(b)(3) of the Act²³ and paragraph (f)(6) of Rule 19b-4 thereunder,²⁴ in that the proposed rule change does not significantly affect the protection of investors or the public interest; does not impose any significant burden on competition; and does not become operative for 30 days after filing or such shorter time as the Commission may designate.

FINRA requests that the Commission waive the requirement that the rule change, by its terms, not become operative for 30 days after the date of the filing as set forth in Rule 19b-4(f)(6)(iii),²⁵ such that FINRA can implement a portion of the proposed rule change on February 8, 2010, the date on which certain of the previously approved rule changes will be implemented. In accordance with Rule 19b-4(f)(6),²⁶ FINRA submitted written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing.

²² 15 U.S.C. 78o-3(b)(6).

²³ 15 U.S.C. 78s(b)(3).

²⁴ 17 CFR 240.19b-4(f)(6).

²⁵ 17 CFR 240.19b-4(f)(6)(iii).

²⁶ 17 CFR 240.19b-4(f)(6).

8. **Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission**

Not applicable.

9. **Exhibits**

Exhibit 1. Completed notice of proposed rule change for publication in the Federal Register.

Exhibit 5. Text of proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-FINRA-2010-002)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Update Certain Cross-References and Make Other Various Non-Substantive Technical Changes to Certain FINRA Rules

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on , Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. FINRA has designated the proposed rule change as constituting a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

FINRA is proposing to update cross-references within certain FINRA rules to reflect changes adopted in the consolidated FINRA rulebook and to make non-substantive technical changes to certain FINRA rules.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

The text of the proposed rule change is available on FINRA's Web site at <http://www.finra.org>, at the principal office of FINRA and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FINRA included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

FINRA is in the process of developing a new consolidated rulebook ("Consolidated FINRA Rulebook").⁴ That process involves FINRA submitting to the Commission for approval a series of proposed rule changes over time to adopt rules in the Consolidated FINRA Rulebook. The phased adoption and implementation of those rules necessitates periodic amendments to update rule cross-references and other non-substantive technical changes in the Consolidated FINRA Rulebook.

⁴ The current FINRA rulebook consists of (1) FINRA Rules; (2) NASD Rules; and (3) rules incorporated from NYSE ("Incorporated NYSE Rules") (together, the NASD Rules and Incorporated NYSE Rules are referred to as the "Transitional Rulebook"). While the NASD Rules generally apply to all FINRA members, the Incorporated NYSE Rules apply only to those members of FINRA that are also members of the NYSE ("Dual Members"). The FINRA Rules apply to all FINRA members, unless such rules have a more limited application by their terms. For more information about the rulebook consolidation process, see Information Notice, March 12, 2008 (Rulebook Consolidation Process).

The proposed rule change first would update rule cross-references to reflect recent changes adopted in the Consolidated FINRA Rulebook. The proposed rule change would update FINRA Rule 0150 to reflect the adoption into the Consolidated FINRA Rulebook of (1) FINRA Rule 2060 and the deletion of NASD Rule 3120,⁵ (2) FINRA Rules 4120 and 4130 and the deletion of NASD Rules 3130 and 3131 and NASD IM-3130,⁶ and (3) FINRA Rules 5210 and 5220 and the deletion of NASD Rules 3310 and 3320 and NASD IM-3310 and IM-3320.⁷ The rule cross-references in FINRA Rule 6635 would be similarly updated to reflect the adoption of (1) FINRA Rule 2251 and the deletion of NASD Rule 2260,⁸ (2) FINRA Rules 5210 and 5520 and the deletion of NASD IM-3310 and IM-3320,⁹ and (3) FINRA Rule 4120 and the deletion of NASD Rule 3130.¹⁰ Finally, the rule references in FINRA Rule 9217, which sets forth FINRA's Minor Rule Violation Plan, would be updated to (1) delete the reference to Incorporated NYSE Rule 312(h) and (2) delete Incorporated NYSE Rule 421 and replace it with FINRA Rule 4521(d), as the provision is substantively similar.¹¹

⁵ See Securities Exchange Act Release No. 61071 (November 30, 2009), 74 FR 64109 (December 7, 2009) (Order Approving File No. SR-FINRA-2009-067).

⁶ See Securities Exchange Act Release No. 60933 (November 4, 2009), 74 FR 58334 (November 12, 2009) (Order Approving File No. SR-FINRA-2008-067).

⁷ See Securities Exchange Act Release No. 60835 (October 16, 2009), 74 FR 54616 (October 22, 2009) (Order Approving File No. SR-FINRA-2009-055).

⁸ See Securities Exchange Act Release No. 61052 (November 23, 2009), 74 FR 62857 (December 1, 2009) (Order Approving File No. SR-FINRA-2009-066).

⁹ See note 7.

¹⁰ See note 6.

¹¹ See note 6.

The proposed rule change also would amend FINRA Rules 6380A, 6380B, 6622, 7230A, 7230B and 7330 to reflect the transfer of NASD Rule 11890 into the Consolidated FINRA Rulebook as part of a new FINRA Rule 11890 Series.¹² The proposed rule change would also make a non-substantive change to FINRA Rule 11893 to re-label paragraph (d) as paragraph (c).

In addition, the proposed rule change would make a technical amendment to FINRA Rule 9610 to delete the reference to FINRA Rule 6183 as such rule has been removed from the Consolidated FINRA Rulebook. FINRA Rule 6183 (formerly NASD Rule 5150) automatically terminated on July 9, 2008.¹³

Finally, the proposed rule change would amend FINRA Rules 2251¹⁴ and 4110¹⁵ to reflect a change in FINRA's style convention when referencing federal securities laws.

FINRA has filed the proposed rule change for immediate effectiveness. The implementation date for the proposed rule change to FINRA Rules 2251, 6380A, 6380B, 6622, 7230A, 7230B, 7330, 9610, and 11893 will be February 15, 2010.¹⁶ The proposed rule change to FINRA Rule 0150 will be February 15, 2010, except the proposed rule

¹² See Securities Exchange Act Release No. 61080 (December 1, 2009), 74 FR 64117 (December 7, 2009) (Order Approving File No. SR-FINRA-2009-068).

¹³ See Securities Exchange Act Release No. 58643 (September 25, 2008) 73 FR 57174 (October 1, 2008) (Order Approving File Nos. SR-FINRA-2008-021; SR-FINRA-2008-022; SR-FINRA-2008-026; SR-FINRA-2008-028 and SR-FINRA-2008-029).

¹⁴ See note 8.

¹⁵ See note 6.

¹⁶ See Regulatory Notice 09-72 (December 2009). See also note 12. The effective date of SR-FINRA-2009-068 will be announced in a Regulatory Notice and is intended to be February 15, 2010.

change that would eliminate the references to NASD Rules 3130 and 3131 and IM-3130 and add references to FINRA Rules 4120 and 4130, which will be implemented on February 8, 2010.¹⁷ The proposed rule change to FINRA Rule 6635 will be February 15, 2010, except the proposed rule change that would eliminate the reference to NASD Rule 3130 and add reference to FINRA Rule 4120, which will be implemented on February 8, 2010.¹⁸ The implementation date for the proposed rule change to FINRA Rules 4110 and 9217 will be February 8, 2010.¹⁹

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,²⁰ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. FINRA believes the proposed rule change will provide greater clarity to members and the public regarding FINRA's rules.

B. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

¹⁷ See Regulatory Notice 09-71 (December 2009).

¹⁸ See note 17.

¹⁹ See note 17.

²⁰ 15 U.S.C. 78q-3(b)(6).

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act²¹ and Rule 19b-4(f)(6) thereunder.²²

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

²¹ 15 U.S.C. 78s(b)(3)(A).

²² 17 CFR 240.19b-4(f)(6).

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-FINRA-2010-002 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Florence E. Harmon, Deputy Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FINRA-2010-002. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of FINRA. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You

should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-FINRA-2010-002 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²³

Florence E. Harmon

Deputy Secretary

²³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

* * * * *

0100. GENERAL STANDARDS

* * * * *

0150. Application of Rules to Exempted Securities Except Municipal Securities

(a) through (b) No Change.

(c) Unless otherwise indicated within a particular Rule, the following FINRA and NASD rules are applicable to transactions in, and business activities relating to, exempted securities, except municipal securities, conducted by members and associated persons: FINRA Rules 2010, 2020, 2060, 2150, 2269, 2320(g), 3220, 4120, 4130, 5210, 5220, 5230, 8110, 8120, 8210, 8310, 8311, 8312, 8320, 8330 and 9552; NASD Rules 2210, IM-2210-1, IM-2210-2, IM-2210-3, 2270, 2310, IM-2310-2, IM-2310-3, 2320, 2330, IM-2330, 2340, 2430, 2450, 2510, 2520, 2521, 2522, IM-2522, 2770, 2780, 2910, 3010, 3020, 3030, 3040, 3050, 3070, 3110, IM-3110, [3120, 3130, IM-3130, 3131,] 3140, 3230[, 3310, IM-3310, 3320, IM-3320].

* * * * *

2000. DUTIES AND CONFLICTS

* * * * *

2200. COMMUNICATIONS AND DISCLOSURES

* * * * *

2250. Proxy Materials

2251. Forwarding of Proxy and Other Issuer-Related Materials

(a) through (e) No Change.

(f) For purposes of this Rule, the term "designated investment adviser" is a person registered under the Investment Advisers Act[of 1940], or registered as an investment adviser under the laws of a state, who exercises investment discretion pursuant to an advisory contract for the beneficial owner and is designated in writing by the beneficial owner to receive proxy and related materials and vote the proxy, and to receive annual reports and other material sent to security holders.

(1) For purposes of this Rule, the term "state" shall have the meaning given to such term in Section 202(a)(19) of the Investment Advisers Act[of 1940] (as the same may be amended from time to time).

(2) The written designation must be signed by the beneficial owner; be addressed to the member; and include the name of the designated investment adviser.

(3) Members that receive such a written designation from a beneficial owner must ensure that the designated investment adviser is registered with the SEC pursuant to the Investment Advisers Act[of 1940], or with a state as an investment adviser under the laws of such state, and that the investment adviser is exercising investment discretion over the customer's account pursuant to an advisory contract to vote proxies and/or to receive proxy soliciting material, annual reports and other material. Members must keep records substantiating this information.

(4) Beneficial owners have an unqualified right at any time to rescind designation of the investment adviser to receive materials and to vote proxies. The rescission must be in writing and submitted to the member.

(g) No Change.

••• Supplementary Material: -----

.01 through .02 No Change.

* * * * *

4100. FINANCIAL CONDITION

4110. Capital Compliance

(a) through (e) No Change.

••• Supplementary Material: -----

.01 Compliance with Applicable Law. For purposes of paragraph (e)(1), the member shall assure itself that any applicable provisions of the Securities Act[of 1933] and/or State Blue Sky laws have been satisfied and may be required to submit evidence thereof to FINRA prior to approval of the subordinated loan agreement.

.02 No Change.

* * * * *

6300. TRADE REPORTING FACILITIES

6300A. FINRA/NASDAQ TRADE REPORTING FACILITY

* * * * *

6380A. Transaction Reporting

(a) through (f) No Change.

(g) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled in accordance with [NASD] Rule 11890 Series, members shall report to the FINRA/Nasdaq Trade Reporting Facility the cancellation of any trade previously submitted to the FINRA/Nasdaq Trade Reporting

Facility. The member responsible for submitting the original trade report shall submit the cancellation report in accordance with the procedures set forth in paragraph (g)(2).

(2) No Change.

(h) No Change.

6300B. FINRA/NYSE TRADE REPORTING FACILITY

* * * * *

6380B. Transaction Reporting

(a) through (e) No Change.

(f) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled in accordance with [NASD] Rule 11890 Series, members shall report to the FINRA/NYSE Trade Reporting Facility the cancellation of any trade previously submitted to the FINRA/NYSE Trade Reporting Facility. The member responsible for submitting the original trade report shall submit the cancellation report in accordance with the procedures set forth in paragraph (f)(2).

(2) No Change.

(g) No Change.

* * * * *

6600. OTC REPORTING FACILITY

* * * * *

6620. Reporting Transactions in OTC Equity Securities

* * * * *

6622. Transaction Reporting

(a) through (e)

(f) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled in accordance with [NASD] Rule 11890 Series, members shall report to the OTC Reporting Facility the cancellation of any trade previously submitted to the OTC Reporting Facility. The member responsible under Rule 6622 for submitting the original trade report shall submit the cancellation report in accordance with the procedures set forth in paragraph (f)(2).

(2) No Change.

(g) No Change.

* * * * *

6630. Reporting Transactions in PORTAL® Securities

* * * * *

6635. FINRA Rules

(a) The following are specifically applicable to transactions and business activities relating to PORTAL securities:

(1) NASD Rules 2230, [2260,]2270, 2310, 2440, 3370, and FINRA Rules 0130, 0140, 2010, 2020, 2251, 2262, 2269, 8210;

(2) No Change.

(3) FINRA Rules 5210, 5220, and NASD IM-2310-2, IM-2420-1, IM-2440-1, and IM-2440-2[, IM-3310, and IM-3320].

(b) No Change.

(c) The following are applicable to members and persons associated with members regardless of whether the member participates in transactions in PORTAL securities:

(1) No Change.

(2) NASD Rules 2210, 3020, 3030, 3040, 3050, [3130,]3140 and FINRA Rules 3220, 4120, and 5260.

(d) No Change.

* * * * *

7200. TRADE REPORTING FACILITIES

7200A. FINRA/NASDAQ TRADE REPORTING FACILITY

* * * * *

7230A. Trade Report Input

(a) through (e) No Change..

(f) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled by FINRA staff in accordance with [NASD] Rule 11890 Series, members shall report to the System the cancellation of any trade previously submitted to the System. The member responsible under FINRA rules for submitting the original trade report shall submit the cancellation report in accordance with the requirements set forth in paragraph (f)(2).

(2) No Change.

(g) through (i) No Change.

* * * * *

7200B. FINRA/NYSE TRADE REPORTING FACILITY

* * * * *

7230B. Trade Report Input

(a) through (d) No Change.

(e) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled by FINRA staff in accordance with [NASD] Rule 11890 Series, members shall report to the System the cancellation of any trade previously submitted to the System. The member responsible under FINRA rules for submitting the original trade report shall submit the cancellation report in accordance with the requirements set forth in paragraph (e)(2).

(2) No Change.

(f) through (h) No Change.

* * * * *

7300. OTC REPORTING FACILITY

* * * * *

7330. Trade Report Input

(a) through (e) No Change.

(f) Reporting Cancelled Trades

(1) Obligation and Party Responsible for Reporting Cancelled Trades

With the exception of trades cancelled by FINRA staff in accordance with [NASD] Rule 11890 Series, members shall report to the System the cancellation of any trade previously submitted to the System. The member responsible under FINRA rules

for submitting the original trade report shall submit the cancellation report in accordance with the requirements set forth in paragraph (f)(2).

(2) No Change.

(g) through (h) No Change.

* * * * *

9200. DISCIPLINARY PROCEEDINGS

* * * * *

9217. Violations Appropriate for Disposition Under Plan Pursuant to SEA Rule 19d-1(c)(2)

Any member of FINRA that is also a member of the New York Stock Exchange LLC ("NYSE") ("Dual Member") (including any persons affiliated with such member) may be subject to a fine under Rule 9216(b) with respect to any rule or By-Law provision listed in this Rule that applies to such member or person. However, any Dual Member that was not also a member of NASD as of July 30, 2007 and that does not engage in any activities that otherwise would require it to be a FINRA member (and its affiliated persons that are not otherwise subject to NASD rules) shall only be subject to a fine under Rule 9216(b) with respect to the following rules or By-Law provisions listed in this Rule: any FINRA By-Law or Schedule to the By-Laws, FINRA rule, SEA rule, or NYSE rule.

Any member of FINRA that is not also a member of the NYSE (and its associated persons that are not otherwise subject to NYSE rules) may be subject to a fine under Rule 9216(b) with respect to any rule or By-Laws provision listed in this Rule, with the exception of the NYSE rules.

- Article IV of the FINRA By-Laws — Failure to timely submit amendments to Form BD.
- Article V of the FINRA By-Laws — Failure to timely submit amendments to Form U4.
- Article V of the FINRA By-Laws — Failure to timely submit amendments to Form U5.
- Rule 2220 Options Communications.
- Rule 2360(b)(3) and (b)(4) — Failure to comply with options position and exercise limits.
- Rule 2360(b)(23) — Failure to comply with contrary exercise advice procedures.
- Rule 4521(d) — Failure to submit reports of cash and margin account balances.
- Rule 4560 — Failure to timely file reports of short positions on Form NS-1.
- Rules 6282, 6380A, 6550, 6622, 6730, 7130, 7160, 7230A, and 7260A — Transaction reporting in equity and debt securities.
 - Rules 7440 and 7450 — Failure to submit data in accordance with the Order Audit Trail System ("OATS").
 - Rules 8211 and 8213 — Failure to submit trading data as requested.
 - NASD Rule 1120 — Failure to comply with the Firm Element of the continuing education requirements.
 - NASD Rules 2210, 2211, and IM-2210-1, -2210-2, -2210-3, -2210-4, -2210-5, -2210-7, and -2210-8 — Communications with the public.
 - NASD Rule 3010(b) — Failure to timely file reports pursuant to the Taping Rule.
 - NASD Rule 3070 — Failure to timely file reports.
 - NASD Rule 3110 — Failure to keep and preserve books, accounts, records, memoranda, and correspondence in conformance with all applicable laws, rules, regulations and statements of policy promulgated thereunder, and with NASD rules.

- NASD Rule 11870 — Failure to abide by Customer Account Transfer Contracts.
- Failure to provide or update contact information as required by FINRA or NASD rules.
- SEA Rule 17a-5 — Failure to timely file FOCUS reports and annual audit reports.
- SEA Rule 17a-10 — Failure to timely file Schedule I.
- Rule 602(b)(5) of SEC Regulation NMS — Failure to properly update published quotations in certain Electronic Communication Networks ("ECNs").
- Rule 604 of SEC Regulation NMS — Failure to properly display limit orders.
- MSRB Rule A-14 — Failure to timely pay annual fee.
- MSRB Rule G-12 — Failure to abide by uniform practice rules.
- MSRB Rule G-14 — Failure to submit reports.
- MSRB Rule G-36 — Failure to timely submit reports.
- MSRB Rule G-37 — Failure to timely submit reports for political contributions.
- MSRB Rule G-38 — Failure to timely submit reports detailing consultant activities.
- NYSE Rules 312(a), (b) & (c), 313, 345.12, 345.17, 346(c), 351, [421,]and 440F & G — Reporting rule violations.
- NYSE Rules 312[(h) &](i), 342(c), 342.10, 346(e) and (f), and 382(a) — Failure to obtain approval rule violations.
- NYSE Rules 342(b), (d) & 342.13, 311(b)(5), and 344 — Failure of a member organization to have individuals responsible and qualified for the positions of Financial Principal, Operations Principal, Compliance Official, Branch Office Manager and Supervisory Analyst.
- NYSE Rule 343 — Requirements relating to member organization office sharing arrangements.

- NYSE Rule 345(a) — Failure of a member organization to have individuals responsible and qualified for the positions of Securities Lending Supervisor and Securities Trader Supervisor.

- NYSE Rules 345.11, 410, 432(a), 440, and 472(c) — Record retention rule violations.

- NYSE Rule 346(b) — Failure to obtain employer's prior written consent for engaging in an outside activity.

- NYSE Rule 387 — Requirements for customer COD/POD transactions.

- NYSE Rule 401A — Failure to acknowledge customer complaint within 15 business days.

- NYSE Rule 407 — Requirements for transactions of employees of the Exchange, members or member organizations.

- NYSE Rule 407A — Reporting and notification requirements for members.

- NYSE Rule 408(a) — Requirement that written authorization be obtained for discretionary power in a customer's account.

- NYSE Rule 411(b) — Requirements to bundle multiple odd-lot orders in the same stock, which aggregate to 100 shares or more, to aggregate the orders into round-lot orders.

- NYSE Rule 416A — Failure to promptly provide or promptly update required membership profile information through the Electronic Filing Platform ("EFP"), or failure to electronically certify that required membership profile information is complete and accurate.

* * * * *

9600. PROCEDURES FOR EXEMPTIONS

* * * * *

9610. Application

(a) Where to File

A member seeking exemptive relief as permitted under NASD Rules 1021, 1050, 1070, 2210, 2320, 2340, 2520, 2720, 3010(b)(2), 3020, 3150, 3210, 3230, 11870, or 11900, or Rules 2114, 2310, 2359, 2360, 5110, 5122, 5130, [6183,] 7470, 8211, or 8213, or Municipal Securities Rulemaking Board Rule G-37 shall file a written application with the appropriate department or staff of FINRA and provide a copy of the application to the Office of General Counsel of FINRA.

(b) through (c) No Change.

* * * * *

11000. UNIFORM PRACTICE CODE

11800. CLOSE-OUT PROCEDURES

11890. Clearly Erroneous Transactions

* * * * *

11893. Clearly Erroneous Transactions in OTC Equity Securities

(a) through (b) No Change.

[(d)] (c) For purposes of this Rule, the term “OTC Equity Security” has the same meaning as defined in Rule 6420, except that the term shall not include any equity security that is traded on any national securities exchange.

••• Supplementary Material: -----

.01 No Change.