

Exhibit 5

New text is underlined; deleted text is in brackets.

NASDAQ Stock Market Rules

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7015. Access Services

The following charges are assessed by Nasdaq for connectivity to systems operated by NASDAQ, including the Nasdaq Market Center, the FINRA/NASDAQ Trade Reporting Facility, and FINRA's OTCBB Service. The following fees are not applicable to the NASDAQ Options Market LLC. For related options fees for Access Services refer to Chapter XV, Section 3 of the Options Rules.

(a) – (f) No changes

(g) Other Port Fees

Remote Multi-cast ITCH Wave Ports

<u>Description</u>	<u>Installation Fee</u>	<u>Recurring Monthly Fee</u>
<u>MITCH Wave Port at Secaucus, NJ</u>	<u>\$2,500</u>	<u>\$7,500</u>
<u>MITCH Wave Port at Weehawken, NJ</u>	<u>\$2,500</u>	<u>\$7,500</u>
<u>MITCH Wave Port at Newark, NJ</u>	<u>\$2,500</u>	<u>\$7,500</u>

The following port fees shall apply in connection with the use of other trading telecommunication protocols:

- \$500 per month for each port pair, other than Multicast ITCH® data feed pairs, for which the fee is \$1000 per month for software-based TotalView-ITCH or \$2,500 per month for combined software- and hardware-based TotalView-ITCH.
- An additional \$200 per month for each port used for entering orders or quotes over the Internet.
- An additional \$600 per month for each port used for market data delivery over the Internet.

(h) No changes.

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7034. Co-Location ServicesThe following charges are assessed by NASDAQ for co-location services: ¹

(a) No changes

(b) Connectivity

**External Telco /Inter-Cabinet
Connectivity**

Description	Installation Fee	Ongoing Monthly Fee
Category 6 Cable patch	\$300	\$300*
DS-3 Connection	\$500	\$300*
Fiber	\$500	\$300*
POTS Line	\$0	\$0
One-Time Telco Connectivity Expedite Fee	\$1,400	\$0
Inter-Cabinet Telco connection outside Nasdaq space		\$1,000
100MB Connectivity - Metro NY/NJ Area Destination	\$1,165**	\$1,650**
1G Connectivity - Metro NY/NJ Area Destination	\$2,150**	\$2,150**
10G Connectivity - Metro NY/NJ Area Destination	\$5,000**	\$5,000**
100MB Connectivity - Toronto Area Destination	\$4,850**	\$4,100**
1G Connectivity - Toronto Area Destination	\$7,700**	\$9,850**
10G Connectivity - Toronto Area Destination	\$14,200**	\$28,400**

100MB Connectivity - Chicago Area Destination	\$3,500**	\$7,350**
1G Connectivity - Chicago Area Destination	\$4,900**	\$12,800**
10G Connectivity - Chicago Area Destination	\$10,650**	\$26,900**

* Requesting party only. Not applicable to inter-cabinet connections among the same customer.

** Includes fiber telco cross connect within NASDAQ OMX data center.

Connectivity to Nasdaq

Description	Installation Fee	Ongoing Monthly Fee
Fiber Connection to Nasdaq (10Gb)	\$1,000**	\$5000
Fiber Connection to Nasdaq (40Gb)	\$1,500**	\$15,000
Fiber Connection to Nasdaq (1Gb)	\$1,000	\$1,000
1Gb Copper Connection to Nasdaq	\$1,000	\$1,000

**These installation fees will be waived for customers that complete new orders for 10Gb or 40Gb connections to Nasdaq during the period commencing immediately upon the effectiveness of this filing and ending May 31, 2012.

Market Data Connectivity*

The following Market Data feeds are delivered to the NASDAQ OMX Data Center via a fiber optic network:

Description	Installation Fee	Ongoing Monthly Fee
Nasdaq	\$1,000	\$0

SIAC	\$1,000	
CTS/CQS		\$1,412
OpenBook Realtime		\$2,500
OpenBook Ultra		\$2,500
NYSE Alerts		\$200
NYSE Trades		\$100
Arca Trades		\$100
ArcaBook Multicast		\$1,500
Arca BBO		\$125
AMEX- Ultra/Trades/Alerts/LRP		\$100
OPRA		\$6,000
CME	\$1,000	\$3,500
Access Fee per location device/user		\$65
BATS Multicast PITCH	\$1,000	
BATS		\$4,000
BATS Y		\$1,500
Direct Edge	\$1,000	
EDGA		\$2,500
EDGX		\$2,500
TSX/TSXV	\$1,000	
TSX and TSXV Level 1 Feed		\$300

TSX and TSVX Level 2 Feed	\$1,000
TSX Quantum Level 1 Feed	\$100
TSX Quantum Level 2 Feed	\$300

The following multicast Market Data feeds are delivered to the NASDAQ OMX Data Center via a wireless network (microwave or millimeter wave). These fees are subject to a 30-day testing period during which otherwise applicable fees are waived, and a one-year minimum purchase period:

<u>Description</u>	<u>Installation Fee</u>	<u>Recurring Monthly Fee</u>
<u>NYSE Equities (Open Book Ultra or Aggregated and ArcaBook High Speed)</u>	<u>\$2,500</u>	<u>\$10,000</u>
<u>BATS Multicast PITCH (BZY and BYX)</u>	<u>\$2,500</u>	<u>\$7,500</u>
<u>Direct EDGE Depth of Book (EDGA, EDGX)</u>	<u>\$2,500</u>	<u>\$7,500</u>

*Pricing is for [telco] connectivity only and is similar to connectivity fees imposed by other vendors. The fees are generally based on the amount of bandwidth needed to accommodate a particular feed and Nasdaq is not the exclusive method to get market data connectivity. Market data fees are charged independently by the Nasdaq Stock Market and other exchanges.

(c) No changes

(d) No changes

¹/Co-location services provided by NASDAQ Technology Services LLC.

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