

EXHIBIT 5

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

4780. Retail Price Improvement Program

(a) – (g) No change.

(h) Rule Pilot Program. This rule shall operate for a pilot period set to expire on [September 30] December 31, 2014. During the pilot period, the Program will be limited to securities whose Bid Price on Nasdaq is greater than or equal to \$1.00 per share.

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