

**EXHIBIT 5**

The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are bracketed.

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**4751. Definitions**

The following definitions apply to the Rule 4600 and 4750 Series for the trading of securities listed on Nasdaq or a national securities exchange other than Nasdaq.

**(a) – (g)** No change.

**(h)** The term “Time in Force” shall mean the period of time that the System will hold an order for potential execution, and shall include:

**(1) - (4)** No change.

**(5)** “Market Hours IOC” or “MIOC” shall mean for orders so designated, that if after entry into the System a marketable limit order (or unexecuted portion thereof) becomes non-marketable, the order (or unexecuted portion thereof) shall be canceled and returned to the entering participant. MIOC Orders shall be available for entry and potential execution beginning after the completion of the Nasdaq Opening Cross [from 4:00 a.m.] until 4:00 p.m. Eastern Time[ and for potential execution from 9:30 a.m. until 4:00 p.m. Eastern Time. MIOC Orders entered between 4:00 a.m. and 9:30 a.m. Eastern Time will be held within the System until 9:30 a.m. at which time the System shall determine whether such orders are marketable].

**(6) – (8)** No change.

**(i)** No change.

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