EXHIBIT 5

Proposed new text is <u>underlined</u>; Deleted text is [bracketed].

NASDAQ Stock Market Rules

Equity Rules

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5950. Market Quality Program

Preamble. The Market Quality Program ("MQP" or "Program") is a voluntary program designed to promote market quality in certain securities listed on Nasdaq. An MQP Company may list an eligible MQP Security on Nasdaq and in addition to the standard (non-MQP) Nasdaq listing fee set forth in the Rule 5000 Series (consisting of Rules 5000-5999), a Sponsor may pay a fee ("MQP Fee") in order for the MQP Company, on behalf of an MQP Security, to participate in the Program. An MQP Fee will be used for the purpose of incentivizing one or more Market Makers in the MQP Security ("MQP Market Maker") to enhance the market quality of the MQP Security. Subject to the conditions set forth in this rule, this incentive will be credited ("MQP Credit") to one or more MQP Market Makers that make a quality market in the MQP Security pursuant to the Program.

(a)   No Change.

(b) MQP Company Participation and Fee Liability.

(1)   No Change.

(2) MQP Fees.

(A) An MQP Company participating in the MQP shall incur an annual basic MQP Fee of $[50,000]<u>35,000</u> per MQP Security. The basic MQP Fee must be paid to NASDAQ prospectively on a quarterly basis.

(B) An MQP Company may also incur an annual supplemental MQP Fee per MQP Security. The basic MQP Fee and supplemental MQP Fee when combined may not exceed $[100,000]<u>70,000</u> per year. The supplemental MQP Fee is a fee selected by an MQP Company on an annual basis, if at all. The supplemental MQP Fee must be paid to NASDAQ prospectively on a quarterly basis.

(i) The amount of the supplemental MQP Fee, if any, will be determined by the MQP Company initially per MQP Security and will remain the same for the period of a year.

(ii) Nasdaq will provide notification on its website regarding the amount, if any, of any supplemental MQP Fee determined by an MQP Company per MQP Security.

(C) - (E)   No Change.

(c) - (f)   No Change.

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