

**EXHIBIT 5**

New text is underlined.

**NASDAQ Stock Market Rules**

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**4757. Book Processing**

(a) and (b) No change.

(c) **Limit Order Protection (“LOP”).** LOP is a feature of the Nasdaq Market Center that prevents certain Limit Orders at prices outside of pre-set standard limits (“LOP Limit Table”) from being accepted by the System.

(i) **Applicability.** LOP applies to all Quotes and Orders, including any modified Orders. LOP does not apply to Market Orders. LOP is operational each trading day, except during opening and closing crosses, initial public offerings and trading halts.

(ii) **LOP Limit Table.** The LOP Limit Table contains upper limits and lower limits for a particular security, across all trading sessions. The Exchange will send an Equity Trader Alert in advance of implementation with the initial LOP Limit Table and, thereafter, to modify the LOP Limit Table. With respect to Market Maker Peg Orders, the applicable limits shall be two times greater than the limits stated in the LOP Limit Table.

(iii) **LOP Reference Price.** The LOP Reference Price shall be the current consolidated national Best Bid or Best Offer (consolidated NBBO), the bid for sell orders and the offer for buy orders. If there is no consolidated NBBO for a security, or if there is a one-sided market, the last regular way consolidated sale, adjusted for corporate actions, if any, will be the LOP Reference Price. If there is no last regular way consolidated sale on that trade date, then the prior day’s adjusted close will be the LOP Reference Price.

(iv) **LOP Reference Threshold.** The LOP Reference Threshold for buy orders will be the LOP Reference Price (offer) plus the applicable percentage specified in the LOP Limit Table. The LOP Reference Threshold for sell orders will be the LOP Reference Price (bid) minus the applicable percentage specified in the LOP Limit Table.

(v) **Acceptance of Orders.** LOP will not accept incoming Limit Orders that exceed the LOP Reference Threshold. Limit Orders will not be accepted if the price of the Limit Order is greater than the LOP Reference Threshold for a buy Limit Order. Limit Orders will not be accepted if the price of the Limit Order is less than the LOP Reference Threshold for a sell Limit Order.

(d) **Market Order Protection.** System Orders that are Market Orders will not be accepted if the security is in a LULD Straddle State. If the offer is in a Straddle State then all buy Market

Orders will not be accepted. If the bid is in a Straddle State than all sell Market Orders will not be accepted.

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