

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

The NASDAQ Stock Market Rules**Equity Rules**

11100. SCOPE OF UNIFORM PRACTICE CODE

11140. Transactions in Securities “Ex-Dividend,” “Ex-Rights” or “Ex-Warrants”

(a) No change

(b) Normal Ex-Dividend, Ex-Warrants Dates

(1) In respect to cash dividends or distributions, or stock dividends, and the issuance or distribution of warrants, which are less than 25% of the value of the subject security, if the definitive information is received sufficiently in advance of the record date, the date designated as the “ex-dividend date” shall be the [second]first business day preceding the record date if the record date falls on a business day, or the [third]second business day preceding the record date if the record date falls on a day designated by Nasdaq Regulation as a non-delivery date.

(2) and (3) No change.

(c) – (e) No change.

11150. Transactions “Ex-Interest” in Bonds Which Are Dealt in “Flat”**(a) Normal Ex-Interest Dates**

All transactions, except “cash” transactions, in bonds or similar evidences of indebtedness which are traded “flat” shall be “ex-interest” as prescribed by the following provisions:

(1) On the [second]first business day preceding the record date if the record date falls on a business day.

(2) On the [third]second business day preceding the record date if the record date falls on a day other than a business day.

(3) On the [third]second business day preceding the date on which an interest payment is to be made if no record date has been fixed.

(b) No change

11200. Comparisons or Confirmations and “Don't Know Notices”

11210. Sent by Each Party

(a) Comparisons or Confirmations

(1) - (4) No change.

(b) No change

(c) “DK” Procedures Using “Don't Know Notices” (NASD Form No. 101)

When a party to a transaction sends a comparison or confirmation of a trade, but does not receive a comparison or confirmation or a signed DK from the contra-member by the close of [four]one business day[s] following the trade date of the transaction, the following procedure may be utilized.

(1) No change.

(2)

(A) After receipt of the “Don't Know Notice” as specified in paragraph (c)(1) of this Rule, the contra-member shall have [four]two business days after the notice is received to either confirm or DK the transaction in accordance with the provisions of [sub]paragraph[s] (c)(2)(B) or (c)(2)(C) below.

(B) and (C) No change.

(3) If the confirming member does not receive a response from the contra-member by the close of [four]two business days after receipt by the confirming member of the fourth copy of the “Don't Know Notice” if delivered by messenger, or the post office receipt if delivered by mail, as specified in paragraph (c)(1) of this Rule, such shall constitute a DK and the confirming member shall have no further liability for the trade.

(4) and (5) No change.

(d) “DK” Procedure Using Other Forms of Notice

When a party to a transaction sends comparison or confirmation of a trade, but does not receive a comparison or confirmation or a signed DK, from the contra-member by the close of [four]one business day[s] following the date of the transaction, the following procedure may be utilized in place of that provided in the preceding paragraph (c).

(1) - (4) No change.

(5) If the confirming member does not receive a response in the form of a notice from the contra-member by the close of [four]two business days after receipt of the confirming member's notice, such shall constitute a DK and the confirming member shall have no further liability.

(6) - (8) No change.

11300. Delivery of Securities

11320. Dates of Delivery

(a) No change.

(b) “Regular Way”

In connection with a transaction “regular way,” delivery shall be made at the office of the purchaser on, but not before, the [third]second business day following the date of the transaction.

(c) “Seller's Option”

In connection with a transaction “seller's option,” delivery shall be made at the office of the purchaser on the date on which the option expires; except that delivery may be made by the seller on any business day after the [third]second business day following the date of the transaction and prior to the expiration of the option, provided the seller delivers at the office of purchaser, on a business day preceding the day of delivery, written notice of intention to deliver.

(d) - (h) No change.

11600. Delivery of Bonds and Other Evidences of Indebtedness

11620. Computation of Interest**(a) Interest [T]to [B]be Added to the Dollar Price**

In the settlement of contracts in interest-paying securities other than for “cash,” there shall be added to the dollar price interest at the rate specified in the security, which shall be computed up to but not including the [third]second business day following the date of the transaction. In transactions for “cash,” interest shall be added to the dollar price at the rate specified in the security up to but not including the date of transaction.

(b) - (f) No change.

IM-11810. Sample Buy-In Forms

(a) – (g) No change.

(h) “Close-Out” Under Nasdaq Regulation, Securities Association or Other Exchange Rulings

(1) – (3) No change.

(4) All close-outs executed pursuant to the provisions of this paragraph shall be executed for the account and liability of the member in question. Notification of all close-outs shall immediately be sent to such member pursuant to the confirmation provisions of the Rule 11200 Series.

(i) Failure to Deliver and Liability Notice Procedures

(1)

(A) If a contract is for warrants, rights, convertible securities or other securities which (i) have been called for redemption; (ii) are due to expire by their terms; (iii) are the subject of a tender or exchange offer; or (iv) are subject to other expiring events such as a record date for the underlying security and the last day on which the securities must be delivered or surrendered (the expiration date) is the settlement date of the contract or later the receiving member may deliver a Liability Notice to the delivering member as an alternative to the close-out procedures set forth in paragraphs (a) through (g). When the parties to a contract are both participants in a registered clearing agency that has an automated service for notifying a failing party of the liability that will be attendant to a failure to deliver, the transmission of the liability notice must be accomplished through the use of said automated notification service. When the parties to a contract are not both participants in a registered clearing agency that has an automated service for notifying a failing party of the liability that will be attendant to a failure to deliver, such notice must

be issued using written or comparable electronic media having immediate receipt capabilities [no later than one business day prior to the latest time and the date of the offer or other event in order to obtain the protection provided by this Rule.]and must be sent as soon as practicable but not later than two hours prior to the cutoff time set forth in the instructions on a specific offer or other event to obtain the protection provided by this Rule.

(B) and **(C)** No change.

(2) – **(4)** No change.

(j) – **(m)** No change.
