**EXHIBIT 5**

New text is underlined.

**The Nasdaq Stock Market Rules**

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**4703. Order Attributes**

As described in Rule 4702, the following Order Attributes may be assigned to those
Order Types for which they are available.

(a) – (d)  No change.

(e) Minimum Quantity. Minimum Quantity is an Order Attribute that allows a Participant
to provide that an Order will not execute unless a specified minimum quantity of shares
can be obtained. An Order with a Minimum Quantity Order Attribute may be referred to
as a "Minimum Quantity Order." For example, a Participant could enter an Order with a
Size of 1000 shares and specify a Minimum Quantity of 500 shares.

A Participant may specify two alternatives with respect to the processing of a Minimum
Quantity Order at time of entry:

- First, the Participant may specify that the minimum quantity condition may be
  satisfied by execution against multiple Orders. In that case, upon entry, the
  System would determine whether there were one or more posted Orders
  executable against the incoming Order with an aggregate size of at least the
  minimum quantity (500 shares in the above example). If there were not, the
  Order would post on the Nasdaq Book in accordance with the characteristics of
  its underlying Order Type.

- Second, the Participant may specify that the minimum quantity condition must be
  satisfied by execution against one or more Orders, each of which must have a
  size that satisfies the minimum quantity condition. If there are such Orders but
  there are also other Orders that do not satisfy the minimum quantity condition,
  the Minimum Quantity Order will execute against Orders on the Nasdaq Book in
  accordance with Rule 4757 (pertaining to execution priority) until it reaches an
  Order that does not satisfy the minimum quantity condition, and then the
  remainder of the Order will be cancelled. For example, if a Participant entered an
  Order to buy at $11 with a size of 1,500 shares and a minimum quantity
  condition of 500 shares, and there were three Orders to sell at $11 on the Nasdaq
  Book, two with a size of 500 shares each and one with a size of 200 shares, with
  the 200 share Order ranked in time priority between the 500 share Orders, the
  500 share Order with the first time priority would execute and the remainder of
  the Minimum Quantity Order would be cancelled. Alternatively, if the Order
  would lock or cross Orders on the Nasdaq Book but none of the resting Orders

would satisfy the minimum quantity condition, an Order with a minimum quantity condition to buy (sell) will be repriced to one minimum price increment lower than (higher than) the lowest price (highest price) of such Orders. For example, if there was an Order to buy at $11 with a minimum quantity condition of 500 shares, and there were resting Orders on the Nasdaq Book to sell 200 shares at $10.99 and 300 shares at $11, the Order would be repriced to $10.98 and ranked at that price.

Once posted to the Nasdaq Book, a Minimum Quantity Order retains its Minimum Quantity Order Attribute, such that the Order may execute only against incoming Orders with a size of at least the minimum quantity condition. An Order that has a Minimum Quantity Order Attribute and that posts to the Nasdaq Book will not be displayed.

Upon entry, an Order with a Minimum Quantity Order Attribute must have a size of at least one round lot. An Order entered through OUCH or FLITE may have a minimum quantity condition of any size of at least one round lot. An Order entered through RASH, QIX or FIX must have a minimum quantity of one round lot or any multiple thereof, and a mixed lot minimum quantity condition will be rounded down to the nearest round lot. In the event that the shares remaining in the size of an Order with a Minimum Quantity Order Attribute following a partial execution thereof are less than the minimum quantity specified by the Participant entering the Order, the minimum quantity value of the Order will be reduced to the number of shares remaining. An Order with a Minimum Quantity Order Attribute may not be displayed; if a Participant marks an Order with both a Minimum Quantity Order Attribute and a Display Order Attribute, the System will accept the Order but will give a Time-in-Force of IOC, regardless of the Time-in-Force marked by the Participant. An Order marked with a Minimum Quantity Order Attribute and a Routing Order Attribute will be rejected, unless otherwise noted. An Order with a Minimum Quantity Order Attribute is ineligible to participate in the Nasdaq Opening, Halt or Closing Crosses, and is not included in the calculation of the Cross price.

(f) – (n)  No change.

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**4758. Order Routing**
**(a) Order Routing Process**

**(1)** The Order Routing Process shall be available to Participants during System Hours, unless otherwise noted, and shall route orders as described below. All routing of orders shall comply with Rule 611 of Regulation NMS under the Exchange Act.

**(A)** The System provides a variety of routing options. Routing options may be combined with all available Order Types and Times-in-Force, with the exception of Order Types and Times-in-Force whose terms are inconsistent with the terms of a particular routing option. The System will consider the quotations only of accessible markets. The term "System routing table" refers to the proprietary process for determining the specific trading venues to which the System routes Orders and the Order in which it routes them.

Nasdaq reserves the right to maintain a different System routing table for different routing options and to modify the System routing table at any time without notice. The System routing options are:

   (i) – (xiv)  No change.

   (xv) MIDP is a routing option under which a Non-Displayed Order with a Midpoint Pegging Order Attribute will check the System for available shares and then route to destinations on the System routing table that support midpoint eligible orders with a limit price that is at the lesser (greater) of: (1) the current NBO (NBB); or (2) the Order's entered limit price (if applicable).  If shares remain unexecuted after routing, they are posted on the Nasdaq Book as a Non-Displayed Order with a Midpoint Pegging Order Attribute.  A member may specify a Minimum Quantity Order Attribute on a MIDP Order and if at any point during the routing process, but prior to the Order returning to post on the Nasdaq Book, the remaining size of the Order becomes less than the specified Minimum Quantity, the Order will be cancelled back to the member.  If shares remain unexecuted after routing, they are posted on the Nasdaq Book as a Non-Displayed Order with a Midpoint Pegging Order Attribute with the minimum quantity condition specified by the member upon entry of the Order.  An Order with the MIDP routing option will only be accepted with a Time-in-Force of Market Hours DAY or IOC.  Unexecuted shares of an Order with the MIDP routing option will be cancelled after routing if the Order has a Time-in-Force of IOC.  An Order with the MIDP routing option may not be flagged to participate in any of the Nasdaq Crosses.

**(B)**  No change.

**(b) – (d)**  No change.

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