

**EXHIBIT 5**

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

**The Nasdaq Stock Market LLC Rules**

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**IM-5900-4. Waiver of Certain Annual Fees Upon Transfer of a Non-Nasdaq Exchange Listed Security**

Rules 5910(b)(3)(G), 5920(b)(3)(G), 5930(b)(2) and 5940(b)(4) provide limited discretion to waive all or part of the All-Inclusive Annual Listing Fee prescribed in this Rule 5900 Series. Pursuant to that authority, Nasdaq has determined to waive for the year of transfer the All-Inclusive Annual Listing Fee applicable to the year such transfer is made in the case of securities that (i) are listed on a national securities exchange but not listed on Nasdaq, if the issuer of such securities transfers their listing exclusively to Nasdaq; or (ii) are listed on the New York Stock Exchange and Nasdaq, if the issuer of such securities ceases to maintain their listing on the New York Stock Exchange and the securities instead are designated under the plan governing Nasdaq securities. Similarly, any issuer that is not listed on a national securities exchange immediately prior to its initial listing on the Exchange but is listing its Primary Equity Securities upon closing of its acquisition of a company listed on another national securities exchange pursuant to special rules for acquisition companies whose business plan is to complete one or more acquisitions is not required to pay the All-Inclusive Annual Listing Fee with respect to its Primary Equity Securities or any other class of securities listed at the same time for the remainder of the calendar year in which such listing occurs.

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