

EXHIBIT 5

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

The Nasdaq Stock Market LLC Rules

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5704. Exchange Traded Fund Shares

(a) No Change.

(b) Nasdaq may approve a series of Exchange Traded Fund Shares for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided each series of Exchange Traded Fund Shares is eligible to operate in reliance on Rule 6c-11 under the Investment Company Act of 1940 and must satisfy the requirements of this Rule 5704 on an initial and continued listing basis.

(1) Initial and Continued Listing. Each series of Exchange Traded Fund Shares must also satisfy the following criteria on an initial and continued listing [(except for paragraph (A) below)] basis:

(A) [Initial]Shares Outstanding. For each series of Exchange Traded Fund Shares, [Nasdaq will establish a minimum] there must be a sufficient number of Exchange Traded Fund Shares outstanding to facilitate the formation of at least one creation unit required to be outstanding at the time of commencement of trading on Nasdaq.

(B) – (D) No Change.

(2) Suspension of trading and removal. Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Exchange Traded Fund Shares under any of the following circumstances:

(A) No Change.

(B) [if, following the initial twelve month period after commencement of trading on Nasdaq of a series of Exchange Traded Fund Shares, there are fewer than 50 beneficial holders of such series of Exchange Traded Fund Shares;

(C)]if any of the other requirements set forth in this Rule 5704 are not continuously maintained; or

(C[D]) if such other event shall occur or condition exists which in the opinion of Nasdaq, makes further dealings on Nasdaq inadvisable.

(c) – (f) No Change.

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