

EXHIBIT 5

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

The Nasdaq Stock Market LLC Rules

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5910. The Nasdaq Global Market (including the Nasdaq Global Select Market)**(a) Entry Fee**

(1) - (6) No change.

(7) The fees described in this Rule 5910(a) shall not be applicable with respect to any securities that:

(i) - (ii) No change.

(iii) are listed on another national securities exchange but not listed on Nasdaq, if the issuer of such securities is acquired by an unlisted company and, in connection with the acquisition, the unlisted company lists exclusively on the Nasdaq Global Market; [or]

(iv) are listed on Nasdaq by a newly formed Company resulting from a transaction between two or more Nasdaq-listed Companies (or involving assets from such Companies), where at least one of the Nasdaq-listed Companies ceases to be separately listed[.]; or

(v) are listed on the Nasdaq Global Market by a previously unlisted Company in connection with its acquisition of a Company listed under IM-5101-2 (an acquisition company whose business plan is to complete one or more acquisitions).

(8) - (11) No change.

(b) - No change.

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5920. The Nasdaq Capital Market**(a) Entry Fee**

(1) - (7) No change.

(8) The fees described in this Rule 5920(a) shall not be applicable with respect to any securities that:

(i) - (ii) No change.

(iii) are listed on another national securities exchange, if the issuer of such securities is acquired by an unlisted company and, in connection with the acquisition, the unlisted company lists exclusively on the Nasdaq Capital Market; [or]

(iv) are listed on Nasdaq by a newly formed Company resulting from a transaction between two or more Nasdaq-listed Companies (or involving assets from such Companies), where at least one of the Nasdaq-listed Companies ceases to be separately listed[.]; or

(v) are listed on the Nasdaq Capital Market by a previously unlisted Company in connection with its acquisition of a Company listed under IM-5101-2 (an acquisition company whose business plan is to complete one or more acquisitions).

(9) - (12) No change.

(b) No change.

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IM-5900-1. Waiver or Credit of Fees upon Application in Certain Merger Situations

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 or credit fees in the following situations involving mergers.

(a) No change.

(b) Companies will receive a credit or waiver when a non-Nasdaq Company completes a merger with a Nasdaq Company and the non-Nasdaq Company is the surviving entity and lists on Nasdaq. If the Nasdaq Company previously paid its All-inclusive Annual Listing Fee, the surviving non-Nasdaq entity will, upon listing on Nasdaq, receive a credit for the All-Inclusive Annual Listing Fee previously paid by the Nasdaq Company, prorated for the months remaining in the year after the merger. If the Nasdaq Company has not paid its All-inclusive Annual Listing Fee for the year, the Nasdaq Company will receive a waiver of the All-Inclusive Annual Listing Fee applicable to the months remaining in the year after the merger and must pay the remaining balance of its All-Inclusive Annual Listing Fee, representing the fee for the period it was listed. A company that, pursuant to Rule IM-5900-4(c), received a waiver of the All-Inclusive Annual

Listing Fee for the remainder of the calendar year in which the listing occurs is not eligible for any credits under this rule.

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IM-5900-4. Waiver of Certain Annual Fees Upon Transfer of a Non-Nasdaq Exchange Listed Security and in Conjunction with a Non-Exchange Listed Issuer Business Combination with an Acquisition Company

- (a) 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.
- (b) 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.
- (c) 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 Nasdaq or 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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