

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined.

4780. Retail Price Improvement Program

(a) – (g) No change.

(h) Rule Pilot Program. This rule shall operate for a pilot period [of twelve months from the date of implementation, which shall occur no later than 90 days after Commission approval of Rule 4780. The Program shall] set to expire on [March 28]September 30, 2014. During the pilot period, the Program will be limited to securities whose Bid Price on Nasdaq is greater than or equal to \$1.00 per share.

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