

**EXHIBIT 5**

Deleted text is [bracketed]. New text is underlined. Text that is double underlined is underlined in current rule text.

**The NASDAQ Stock Market Rules**

\* \* \* \* \*

**IM-5900-7. [Products] Services Offered to Certain Newly Listing Companies**

*INTRODUCTORY NOTE: Any company that applies to list on NASDAQ before July 31, 2014 may elect to receive services under the terms described in IM-5900-7 as approved on December 15, 2011 (the "Prior Rule") instead of the terms described below, provided the company actually lists before September 30, 2014. The text of the Prior Rule is available at <http://nasdaq.cchwallstreet.com/NASDAQ/pdf/nasdaq-filings/2011/SR-NASDAQ-2011-122.pdf> as Exhibit 5. Companies that listed while the Prior Rule was in effect will continue to receive services under the terms of that rule.*

(a) Nasdaq offers certain newly listing companies complimentary [products and] services to help them satisfy their obligations as public companies related to governance and communications, and to provide intelligence about their securities. These [products and] services are offered to companies listing on the Global or Global Select Market in connection with their initial public offering, upon emerging from bankruptcy, or in connection with a spin-off or carve-out from another company ("Eligible New Listings"). They are also offered to companies switching their listing from the New York Stock Exchange to the NASDAQ Global or Global Select Markets ("Eligible Switches"). The [products and] services are offered through NASDAQ OMX Corporate Solutions, Inc., an affiliate of Nasdaq. If a company does not use any of these services in the applicable time period there shall be no refund or other credit for the unused service.

(b) An Eligible New Listing or Eligible Switch that has a market capitalization of up to [\$500]\$750 million will receive the following complimentary services for two years[from the date of listing]. The total retail value of these services is approximately [\$94,000]\$70,000 per year. In addition, one-time development fees of approximately [\$4,000]\$3,500 to establish the [products]services in the first year will be waived.

**[Governance Services**

Board Tools: Companies will receive use of Directors Desk, a comprehensive solution designed to improve board communications and effectiveness while relieving corporate executives of the paperwork and time involved in keeping boards informed, for up to 10 users. This product has an approximate retail value of \$20,000 per year.]

**Whistleblower Hotline**~~[Whistleblower Hotline]~~: Companies will receive a financial reporting hotline that provides employees and others with a fully-automated, safe and secure means of reporting incidents and concerns. This ~~[product]~~service has an approximate retail value of ~~[\$3,500]~~ \$4,000 per year.

#### [Communications Services ]

**Investor Relations Website**~~[Investor Relations Website]~~: Companies will receive a website with all the necessary content and features to communicate with investors, offering easy access to up-to-date information. Included on this website will be a corporate governance library containing documents such as the Board committees' charters and the Company's code of ethics. These ~~[products]~~services have a retail value of approximately ~~[\$16,000]~~ \$15,000 per year.

**Press Releases**~~[Press Releases]~~: Companies will be provided \$15,000 worth of distribution services for earnings or other press releases, including photographs, and filing of EDGAR and XBRL reports. The actual number of press releases will vary based on their length and the regional distribution network chosen by the company.

**Interactive Webcasting**: Companies will receive four interactive webcasts. These services have a retail value of approximately \$6,500 per year.

#### [Intelligence Services]

**Market Analytic Tools**~~[Market Analytic Tools]~~: Companies will receive a market analytic tool, which integrates corporate shareholder communications, capital market information, investor contact management, and board-level reporting into a unified, easy-to use, workflow environment for ~~[up to four]~~ two users. This tool also provides information about research and earnings estimates on the company and helps companies identify potential purchasers of their stock using quantitative targeting and qualitative insights. This ~~[product]~~service has an approximate retail value of ~~[\$39,000]~~ \$30,000 per year.

(c) An Eligible New Listing or Eligible Switch that has a market capitalization of ~~[\$500]~~ \$750 million or more will receive the ~~[products]~~services described above and the following additional complimentary services. An Eligible New Listing will receive the ~~[products]~~services for two years~~[from the date of listing]~~ and an Eligible Switch will receive the ~~[products]~~services for ~~[four]~~three years~~[from the date of listing]~~. The total

retail value of the services offered to these companies is approximately [\$169,000] \$125,000 per year. In addition, one-time development fees of approximately [\$4,000] \$3,500 to establish the [products] services in the first year will be waived.

### **[Governance Services**

**Board Tools**: Companies will receive an additional five licences for Directors Desk, with a retail value of approximately \$10,000 per year.

### **Communications Services]**

**Press Releases**[Press Releases]: Companies will receive an additional \$5,000 worth of distribution services.

### **[Intelligence Services]**

**Market Surveillance Tools**[Market Surveillance Tools]: Companies will receive a stock surveillance package, under which an analyst will, on a daily basis, utilize a mosaic of public, subscription and issuer-based data sources to monitor the daily movement and settlement activity of the Company's stock, provide alerts on significant increases in trading volume and block trading activity, and offer color to any unusual change in stock price. This [product] service has an approximate retail value of [\$60,000] \$50,000 per year. To fully utilize this service, Companies will have to subscribe to, and separately pay for, certain third party information, which is not included.

(d) If an Eligible New Listing or Eligible Switch begins to use a particular service provided under this IM-5900-7 within 30 days after the date of listing, the complimentary period for that service will begin on the date of first use. In all other cases, the period for each complimentary service shall commence on the listing date.