

**EXHIBIT 5**

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

**The Nasdaq Stock Market Rules**

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**5120. Nasdaq Authority in Connection with Unusual Trading Characteristics or Contraction of Unrestricted Publicly Held Shares**

A Company's security must have a minimum number of Unrestricted Publicly Held Shares for initial listing and a minimum number of Publicly Held Shares for continued listing. While Nasdaq will not ordinarily consider the number of Unrestricted Publicly Held Shares of a listed Company's security, if Nasdaq observes unusual trading characteristics in the security, or if the Company has announced an event that may cause a contraction in the number of Unrestricted Publicly Held Shares, Nasdaq may request information from the Company regarding the number of Unrestricted Publicly Held Shares. Pursuant to Nasdaq's authority under Rule 4120(a)(5), Nasdaq may also halt trading in the security in connection with such a request.

If information provided by the Company, or otherwise obtained by Nasdaq, indicates that the number of Unrestricted Publicly Held Shares is below the applicable Publicly Held Shares requirement for continued listing of the security, Nasdaq generally will use its authority under Rule 5101 to apply more stringent criteria and request a plan to increase the number of Unrestricted Publicly Held Shares to an amount that is higher than the applicable Publicly Held Shares requirement. As provided in the Rule 5800 Series, such plan must generally be provided within 45 calendar days of the date of the request.

In considering whether there are unusual trading characteristics in a security, Nasdaq may review volume, price movements, spread and the presence or absence of any news. Events that may cause a contraction in the number of Unrestricted Publicly Held Shares include reverse stock splits, tender offers, stock buybacks or entering into contractual agreements such as standstills or lockups.

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**5810. Notification of Deficiency by the Listing Qualifications Department**

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(a) - (b) No change.

(c) No change.

(1) No change.

**(2) Deficiencies for which a Company may Submit a Plan of Compliance for Staff Review**

(A) Unless the Company is currently under review by an Adjudicatory Body for a Staff Delisting Determination, the Listing Qualifications Department may accept and review a plan to regain compliance when a Company is deficient with respect to one of the standards listed in subsections (i) through (vii) below. In accordance with Rule 5810(c)(2)(C), plans provided pursuant to subsections (i) through (iv), [and] (vi) and (vii) below must be provided generally within 45 calendar days, and in accordance with Rule 5810(c)(2)(F), plans provided pursuant to subsection (v) must be provided generally within 60 calendar days. If a Company's plan consists of transferring from the Nasdaq Global or Global Select Market to the Nasdaq Capital Market, the Company should submit its application and the applicable application fee at the same time as its plan to regain compliance.

(i) all quantitative deficiencies from standards that do not provide a compliance period;

(ii) deficiencies from the standards of Rules 5605 {Board of Directors and Committees} or 5615(a)(4)(C) {Independent Directors/Audit Committee of Limited Partnerships} where the cure period of the Rule is not applicable;

(iii) deficiencies from the standards of Rules 5620(a) {Meetings of Shareholders}, 5620(c) {Quorum}, 5630 {Review of Related Party Transactions}, 5635 {Shareholder Approval}, 5250(c)(3) {Auditor Registration}, 5255(a) {Direct Registration Program}, 5610 {Code of Conduct}, 5615(a)(4)(D) {Partner Meetings of Limited Partnerships}, 5615(a)(4)(E) {Quorum of Limited Partnerships}, 5615(a)(4)(G) {Related Party Transactions of Limited Partnerships}, or 5640 {Voting Rights}; [or]

(iv) failure to make the disclosure required by Rule 5250(b)(3)[.];

(v) failure to file periodic reports as required by Rules 5250(c)(1) or (2)[.];

(vi) failure to meet a continued listing requirement contained in the Rule 5700 Series[.];  
or

(vii) where Nasdaq determines that the number of Unrestricted Publicly Held Shares is below the applicable Publicly Held Shares requirement for continued listing of the security, as described in Rule 5120.

**IM-5810-2.** No change.

**(B) – (G)**

(3) No change.

(A) No change.

**(i) Global Select Market and Global Market**

If a Company listed on The Nasdaq Global Market has not been deemed in compliance prior to the expiration of the 180 day compliance period, it may transfer to The Nasdaq Capital Market, provided that it meets the applicable [m]Market [v]Value of [p]Publicly [h]Held [s]Shares requirement for continued listing and all other applicable requirements for initial listing on the Capital Market (except for the bid price requirement) based on the Company's most recent public filings and market information and notifies Nasdaq of its intent to cure this deficiency. Following a transfer to The Nasdaq Capital Market, the Company will be afforded the remainder of the applicable compliance period set forth in Rule 5810(c)(3)(A)(ii), unless it does not appear to Nasdaq that it is possible for the Company to cure the deficiency. The Company may also request a hearing to remain on The Nasdaq Global Market pursuant to the Rule 5800 Series. Any time spent in the hearing process will not extend the length of the remaining applicable compliance periods on The Nasdaq Capital Market afforded by this rule.

**(ii) Capital Market**

If a Company listed on the Capital Market is not deemed in compliance before the expiration of the 180 day compliance period, it will be afforded an additional 180 day compliance period, provided that on the 180th day of the first compliance period it meets the applicable [m]Market [v]Value of [p]Publicly [h]Held [s]Shares requirement for continued listing and all other applicable standards for initial listing on the Capital Market (except the bid price requirement) based on the Company's most recent public filings and market information and notifies Nasdaq of its intent to cure this deficiency. If a Company does not indicate its intent to cure the deficiency, or if it does not appear to Nasdaq that it is possible for the Company to cure the deficiency, the Company will not be eligible for the second grace period. If the Company has publicly announced information (e.g., in an earnings release) indicating that it no longer satisfies the applicable listing criteria, it shall not be eligible for the additional compliance period under this rule.

(B) – (G) No change.

(4) No change.

(d) No change.

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