

**EXHIBIT 5**

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

**The Nasdaq Stock Market Rules**

\* \* \* \* \*

**5940. Exchange Traded Products**

\* \* \* \* \*

(a) No Change.

**(b) All-Inclusive Annual Listing Fee**

(1) The issuer of a series of Portfolio Depository Receipts, Index Fund Shares, Managed Fund Shares or other security listed under the Rule 5700 Series where no other fee schedule is specifically applicable listed on The Nasdaq Global Market shall pay to Nasdaq an All-Inclusive Annual Listing Fee applicable to the issuer of a series of Portfolio Depository Receipts, Index Fund Shares, Managed Fund Shares or other security listed under the Rule 5700 Series where no other fee schedule is specifically applicable, calculated on total shares outstanding according to the following schedule:

[Up to 1 million shares \$6,500

1+ to 2 million shares \$7,000

2+ to 3 million shares \$7,500

3+ to 4 million shares \$8,000

4+ to 5 million shares \$8,500

5+ to 6 million shares \$9,000

6+ to 7 million shares \$9,500

7+ to 8 million shares \$10,000

8+ to 9 million shares \$10,500

9+ to 10 million shares \$11,000

10+ to 11 million shares \$11,500

11+ to 12 million shares \$12,000

12+ to 13 million shares \$12,500

13+ to 14 million shares \$13,000

14+ to 15 million shares \$13,500

15+ to 16 million shares \$14,000

Over 16 million shares \$14,500]

Up to 1 million shares \$6,000

1+ to 5 million shares \$7,500

5+ to 10 million shares \$10,000

10+ to 25 million shares \$15,000

25+ to 50 million shares \$20,000

50+ to 75 million shares \$25,000

75+ to 100 million shares \$30,000

100+ to 150 million shares \$35,000

150+ to 250 million shares \$40,000

250+ million shares \$50,000

(2) No Change.

(3) For the purposes of Rule 5940(b)(1), [T]total shares outstanding means the aggregate number of shares, issued by one or more Companies with the same sponsor, [in all series ]of Portfolio Depository Receipts,[ or] Index Fund Shares, Managed Fund Shares or other security listed under the Rule 5700 Series where no other fee schedule is specifically applicable, [issued by the Company to be ]listed on The Nasdaq Global Market as shown in the Company's most recent periodic report required to be filed with the Company's appropriate regulatory authority or in more recent information held by Nasdaq. For purposes of this rule, "sponsor" is defined as an investment adviser (or investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended) to one or more Companies.

(4) No Change.

(5) Except as otherwise set forth in Rule 5940(b), t[T]he All-Inclusive Annual Listing Fee described in this section will be assessed as described in Rule 5910(b)(3).

\* \* \* \* \*