

EXHIBIT 5

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

The Nasdaq Stock Market LLC Rules**Equity Rules****Equity 7: Pricing Schedule**

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Section 139. Nasdaq Last Sale and Nasdaq Last Sale Plus Data Feeds

(a) – (b) No change

(c) Distribution Models for Specialized Usage. Distributors that are not eligible for one of the distribution models set forth in subsection (b) must select from any of the fee schedules described in this subsection.

(1) – (2) No change

(3) As an alternative to (c)(1) and (c)(2), a broker-dealer may purchase an enterprise license for internal Subscribers to receive Nasdaq Last Sale or Derived Data therefrom. The fee will be \$155,000[\$365,000] per month; [provided, however, that if the broker-dealer obtains the license with respect to usage of Nasdaq Last Sale provided by an external Distributor that controls display of the product, the fee will be \$365,000 per month for up to 16,000 internal Subscribers, plus \$2 for each additional internal Subscriber over 16,000; and]provided [further] that the broker-dealer must obtain a separate enterprise license for each external Distributor that controls display of the product if it wishes such external Distributor to be covered by an enterprise license rather than per-Subscriber fees. The enterprise license is in addition to the Distributor Fee listed in (d).

(4) No change

(d) – (f)

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Section 147. Nasdaq Basic

(a) No change

(b) User Fees

(1) – (3) No change

(4) As an alternative to (b)(1), a broker-dealer may purchase an enterprise license for internal Professional Subscribers to receive Nasdaq Basic for Nasdaq, Nasdaq Basic for NYSE, and Nasdaq Basic for NYSE MKT, or Derived Data therefrom. The fee will be ~~\$155,000~~[\$365,000] per month; [provided, however, that if the broker-dealer obtains the license with respect to usage of Nasdaq Basic provided by an External Distributor that controls display of the product, the fee will be \$365,000 per month for up to 16,000 internal Professional Subscribers, plus \$2 for each additional internal Professional Subscriber over 16,000; and]provided [further]that the broker-dealer must obtain a separate enterprise license for each External Distributor that controls display of the product if it wishes such External Distributor to be covered by an enterprise license rather than per-Subscriber fees. A broker-dealer that purchases an enterprise license under this provision may also receive, at no additional charge, access to Nasdaq Last Sale data (as described in Equity 7, Section 139) for its own stock price and the stock price of up to ten of its competitors or peers, for display use on the broker-dealer's internal website. The enterprise license is in addition to the Distributor Fee listed in (c)(1).

(5) – (6) No change

(c) – (d) No change

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