

EXHIBIT 5

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

The Nasdaq Stock Market LLC Rules

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The Qualification, Listing and Delisting of Companies

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5815. Review of Staff Determinations by Hearings Panel

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When a Company receives a Staff Delisting Determination or a Public Reprimand Letter issued by the Listing Qualifications Department, or when its application for initial listing is denied, it may request in writing that the Hearings Panel review the matter in a written or an oral hearing. This section sets forth the procedures for requesting a hearing before a Hearings Panel, describes the Hearings Panel and the possible outcomes of a hearing, and sets forth Hearings Panel procedures.

(a) – (c) No change.

(d) Hearings Panel Procedures

(1) – (3) No change.

(4) Procedures Applicable for Recurring Deficiencies**(A) Discretionary Hearings Panel Monitor**

A Hearings Panel may, after a Company regains compliance with all applicable listing standards, monitor the Company's continued compliance for up to one year after the compliance date, if the Hearings Panel concludes that there is a likelihood that the issuer will fail to maintain compliance with one or more listing standards during that period. If the Hearings Panel or the Listing Qualifications Department determines that a Company under a Hearings Panel M[m]onitor, under this subsection (A), fails any listing standard during the one-year monitoring period, [the Staff will issue a Staff Delisting Determination and the Hearings Department will promptly schedule a new hearing, with the initial Hearings Panel or a newly convened Hearings Panel if the initial Hearings Panel is unavailable. The hearing may be oral or written, at the Company's election. Notwithstanding] then, notwithstanding Rule 5810(c)(2), the Company will not be permitted to provide the Listing Qualifications Department with a plan of

compliance with respect to any deficiency that arises during the one-year monitoring period, and the Listing Qualifications Department will not be permitted to grant additional time for the Company to regain compliance with respect to any deficiency, nor will the company be afforded an applicable cure or compliance period pursuant to Rule 5810(c)(3). Rather, the Listing Qualifications Department will promptly issue a Staff Delisting Determination.[The Hearings Panel will consider the Company's compliance history when rendering its Decision.]

(B) Mandatory [No] Hearings Panel Monitor

In the case of a Company that has regained compliance with the listing standards where the company was granted an exception by the Hearing Panel for failure [If a Hearings Panel has not opted to monitor a Company that has regained compliance with the listing standards requiring the Company] to maintain certain levels of stockholders' equity, to timely file periodic reports, or with the bid price requirement where the company was ineligible for a compliance period under Rule 5810(c)(3)(A)(iii) or (iv), after having been granted an exception to these continued listing standards by the Hearings Panel, the Hearings Panel will impose a Hearings Panel Monitor for a period of one year from the date the company regains compliance. [and] If, within that one-year monitoring period[of the date the Company regained compliance with such listing standard,] the Listing Qualifications Department finds the Company again out of compliance with the requirement that was the subject of the exception, then, notwithstanding Rule 5810(c)(2), [the Listing Qualifications Department will not allow]the Company will not be permitted to provide the Listings Qualifications Department [it] with a plan of compliance [or] with respect to that deficiency and the Listings Qualifications Department will not be permitted to grant additional time for the Company to regain compliance with respect to that deficiency, nor will the company be afforded an applicable cure or compliance period pursuant to Rule 5810(c)(3). Rather, the Listing Qualifications Department will promptly issue a Staff Delisting Determination[, and the Company may request review by a Hearings Panel. The Hearings Panel will consider the Company's compliance history when rendering its Decision].

(C) Panel Monitor Procedures

If a Company receives a Staff Delisting Determination during a one-year Hearings Panel Monitor under paragraph (d)(4)(A) or (B) of this Rule, the Company may request review by a Hearings Panel. Unless indicated otherwise in this subparagraph (C), the hearing will be conducted in accordance with the procedures outlined in Rule 5815. Upon such a request, the Hearings Department will promptly schedule a new hearing, with the initial Hearings Panel or a newly convened Hearings Panel if the initial Hearings Panel is unavailable. The hearing may be oral or written, at the Company's election. The Hearings Panel will consider the Company's compliance history when rendering its Decision. If the

Company does not request review of the Staff Delisting Determination then the Company's securities will be suspended as described in the Staff Delisting Determination.

(5) No change.

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