

EXHIBIT 5

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

THE NASDAQ STOCK MARKET LLC RULES

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Equity Rules

\* \* \* \* \*

Equity 7 Pricing Schedule

\* \* \* \* \*

Section 118. Nasdaq Market Center Order Execution and Routing

(a) ...

(1) Fees for Execution and Routing of Orders

...

| Credit to member for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity (per share executed): |        |        |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|--------|
|                                                                                                                                                        | Tape A | Tape B | Tape C |

...

|                                                                                                                                                                                                                                                     |                 |                 |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| <u>member (i) adds at least 0.50% of Consolidated Volume, of which at least 0.10% are Tape B securities, and (ii) adds at least 0.10% of Consolidated Volume during the month in non-displayed liquidity (including midpoint orders) and M-ELO:</u> | <u>\$0.0029</u> | <u>\$0.0029</u> | <u>\$0.0029</u> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|

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