

EXHIBIT 5

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

THE NASDAQ STOCK MARKET LLC RULES

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Equity Rules

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Equity 7 Pricing Schedule

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Section 118. Nasdaq Market Center Order Execution and Routing

(a) ...

(1) Fees for Execution and Routing of Orders

...

Supplemental 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

...

M-ELO Supplemental Credit B	\$0.00015 (may not be combined <u>for</u> <u>firms</u> with M-ELO Supplemental Credit A <u>or</u> <u>with the Tier 2 Program</u> <u>\$0.0029</u> <u>discounted</u> <u>remove fee</u> <u>set forth in</u> <u>Section 114(e))</u>	\$0.00015 (may not be combined <u>for</u> <u>firms</u> with M-ELO Supplemental Credit A <u>or</u> <u>with the Tier 2 Program</u> <u>\$0.0029</u> <u>discounted</u> <u>remove fee</u> <u>set forth in</u> <u>Section 114(e))</u>	\$0.00015 (may not be combined <u>for</u> <u>firms</u> with M-ELO Supplemental Credit A <u>or</u> <u>with the Tier 2 Program</u> <u>\$0.0029</u> <u>discounted</u> <u>remove fee</u> <u>set forth in</u> <u>Section 114(e))</u>
member, through one or more of its Nasdaq Market Center MPIDs, executes a combined volume of at least a 5 million shares ADV through midpoint orders provided and M-ELO Orders during the month:			

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