

**EXHIBIT 5**

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

**THE NASDAQ STOCK MARKET LLC RULES**

\* \* \* \* \*

**Equity Rules**

\* \* \* \* \*

**Equity 7: Pricing Schedule**

\* \* \* \* \*

**Section 10. Membership Fees**

(a) Each Nasdaq member will be assessed a membership fee of \$[3,000]4,000 per year and a trading rights fee of \$1,250 per month. The membership fee will be imposed on all persons that are Nasdaq members as of a date determined by Nasdaq in December of each year, and the trading rights fee will be assessed on all persons that are Nasdaq members as of a date determined by Nasdaq in each month. The fees are not refundable in the event that a person ceases to be a Nasdaq member following the date on which the fees are assessed.

(b) – (c) No change.

\* \* \* \* \*