

**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**

\* \* \* \* \*

**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
...			
member (i) adds at least 1% (in securities priced at or greater than \$1) of Consolidated Volume (in securities priced at or greater than \$1), of which at least 0.30% are Tape B securities, and (ii) adds at least 0.25% (in securities priced at or greater than \$1) of Consolidated Volume (in securities priced at or greater than \$1) during the month in non-displayed (liquidity other than midpoint orders) and M-ELO:	\$0.0030	\$0.0030	\$0.0030
<u>Member that: (i) adds greater than 0.10% of Consolidated Volume through one or more of its Nasdaq Market Center MPIDs; and (ii) has a minimum of 45 monthly average assigned ETPs in its capacity as a Primary DLP</u>	<u>\$0.0020</u>	<u>\$0.0025</u>	<u>\$0.0022</u>
<u>Member that: (i) adds greater than 0.15% of Consolidated Volume through one or more of its Nasdaq Market Center MPIDs; and (ii) has a minimum of 50 monthly average assigned ETPs in its capacity as a Primary DLP</u>	<u>\$0.0020</u>	<u>\$0.0027</u>	<u>\$0.0023</u>

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