

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are [in brackets].

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7014. Investor Support Program

(a) A member wishing to participate in the Investor Support Program (“ISP”) must submit an application in the form prescribed by Nasdaq and designate one or more of its Nasdaq ports for ISP use. By participating in the ISP and entering in the Nasdaq Market Center eligible orders in System Securities, a member may qualify for a monthly ISP fee credit. Eligibility criteria and credit amounts are set forth herein.

Subsequent to the initial designation of Nasdaq ports for ISP use, a member may add or remove such ISP designations, provided that Nasdaq must be appropriately notified of such a change on or before the first trading day of the month when the change is to become effective.

(b) Subject to the conditions set forth in section (c) of this Rule, Nasdaq shall issue to the member a monthly ISP credit, which shall be determined by multiplying \$0.0003 by the lower of:

(1) the number of shares of displayed liquidity provided in orders entered by the member through its ISP-designated ports and executed in the Nasdaq Market Center during the given month, or

(2) the amount of Added Liquidity for the given month.

An ISP credit issued under this Rule will be in addition to (and will not replace) any other credit or rebate for which a member may qualify.

(c) A member shall not be entitled to receive ISP credit for a given month if:

(1) the member’s ISP Execution Ratio for the month in question is 10 or above, or

(2) the average daily number of shares of liquidity provided in orders entered by the member through its ISP-designated ports and executed in the Nasdaq Market Center during the month is below 10 million.

(d) Definitions

For purposes of this Rule, the terms set forth below shall have the following meanings:

(1) The term “Added Liquidity” shall mean, for a given member in a given month, the number of shares calculated by (i) subtracting from such member’s Participation Ratio for that month the member’s Baseline Participation Ratio, and then (ii) multiplying the resulting difference by the average daily consolidated volume of shares of System Securities in executed orders reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during such month; provided that if the result is a negative number, the Added Liquidity amount shall be deemed zero.

(2) The term “Baseline Participation Ratio” shall mean, with respect to a member, such member’s Participation Ratio for the month of August 2010.

(3) The term “ISP Execution Ratio” shall mean the ratio of (i) the total number of liquidity-providing orders entered by a member through its ISP-designated ports during the specified time period to (ii) the number of liquidity-providing orders entered by such member through its ISP-designated ports and executed (in full or partially) in the Nasdaq Market Center during such time period; provided that:

(i) no order shall be counted as executed more than once;

(ii) no Pegged Orders, odd-lot orders, or MIOC or SIOC orders shall be included in the tabulation; and

(iii) no order shall be included in the tabulation if it executes but does not add liquidity.

(4) The term “Participation Ratio” shall mean, for a given member in a given month, the ratio of (i) the number of shares of liquidity provided in orders entered by the member through any of its Nasdaq ports and executed in the Nasdaq Market Center during such month to (ii) the consolidated volume of shares of System Securities in executed orders reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during such month.

(5) The terms “Nasdaq Market Center,” “odd-lot,” “Pegged Order,” “System Securities,” “MIOC” and “SIOC” shall have the meanings given to them in Rule 4751.

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