

EXHIBIT 5

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

The NASDAQ Stock Market Rules

* * * * *

4702. Order Types.

(a) No change.

(b) Except where stated otherwise, the following Order Types are available to all Participants:

(1) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Price to Comply Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Reserve Size (available through RASH, FIX and QIX only).
- A Time-in-Force other than IOC. (A Price to Comply Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC).
- Designation as an ISO. In accordance with Regulation NMS, a Price to Comply Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Comply Order would lock or cross.
- Routing (available through RASH, FIX and QIX only).
- Primary Pegging and Market Pegging (available through RASH, FIX, and QIX only).
- Discretion (available through RASH, FIX and QIX only).
- Participation in the Nasdaq Opening Cross and/or the Nasdaq Closing Cross.

- Display. A Price to Comply Order is always displayed, although, as provided above, it may also have a non-displayed price and/or Reserve Size.

- Extended Life Priority.

(2) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Price to Display Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation.
- Size.
- Reserve Size (available through RASH, FIX and QIX only).
- A Time-in-Force other than IOC. (A Price to Display Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC).
- Designation as an ISO. In accordance with Regulation NMS, a Price to Display Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Display Order would lock or cross.
- Routing (available through RASH, FIX and QIX only).
- Primary Pegging and Market Pegging (available through RASH, FIX, and QIX only).
- Discretion (available through RASH, FIX and QIX only).
- Participation in the Nasdaq Opening Cross and/or the Nasdaq Closing Cross.
- Attribution. All Price to Display Orders are Attributable Orders.
- Display. A Price to Display Order is always displayed (but may also have Reserve Size).
- Extended Life Priority.

(3) No change.

(4) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Post-Only Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Time-in-Force; provided, however, that a Post-Only Order with a Time-in-Force of IOC may not be entered through RASH, QIX, or FIX.
- Designation as an ISO. In accordance with Regulation NMS, a Post-Only Order designated as an ISO that locked or crossed a Protected Quotation would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, as described above, a Post-Only Order designated as an ISO that locked or crossed an Order on the Nasdaq Book would either execute at time of entry or would have its price adjusted prior to posting. Accordingly, the System would not interpret receipt of a Post-Only Order marked ISO that had its price adjusted prior to posting as the basis for determining that any Protected Quotation at the Order's original entered limit price level had been executed for purposes of accepting additional Orders at that price level. However, if the Post-Only Order is ranked and displayed at its adjusted price, the System would consider the adjusted price level to be open for purposes of accepting additional Orders at that price level. For example, assume that there is a Protected Offer at \$11 and a Participant enters a Post-Only Order marked ISO to buy at \$11. If there are no Orders to sell at \$11 on the Nasdaq Book, the Order to buy will be displayed and ranked at \$11, since the designation of the Order as an ISO reflects the Participant's representation that it has routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, if there was also an Order to sell at \$11 on the Nasdaq Book, the Post-Only Order will be repriced, ranked, and displayed at \$10.99. In that case, the mere fact that the Post-Only Order was designated as an ISO would not allow Nasdaq to conclude that the \$11 price level was "open" for receiving orders to buy at that price; the \$11 price level would be considered open only if market data received by the System demonstrated that the Protected Offer at \$11 had been removed or if a subsequent Displayed Order marked ISO was received and ranked at that price.
- Attribution.
- Participation in the Nasdaq Opening Cross and/or the Nasdaq Closing Cross (available through OUCH and FLITE only).

- Display. A Post-Only Order is always displayed, although as provided above, may also have a non-displayed price.

- Extended Life Priority.

(5) – (6) No change.

(7)(A) No change.

(B) The following Order Attributes may be assigned to a Market Maker Peg Order:

- Price. As discussed above, the displayed price of Market Maker Peg Order is established by the Nasdaq Market Center based on the Reference Price, the Designated Percentage (or a narrower offset established by the Market Maker), the Defined Limit, and the 4% minimum difference from the Reference Price.

- Size.

- A Time-in-Force other than IOC or GTC.

- Participation in the Nasdaq Opening Cross and/or the Nasdaq Closing Cross.

- If the Market Maker designates a more aggressive offset than the Designated Percentage, Primary Pegging is required.

- Attribution. All Market Maker Peg Orders are Attributable.

- Display. Market Marker Peg Orders are always Displayed.

- Extended Life Priority.

(8) – (13) No change.

* * * * *

4703. Order Attributes

As described in Rule 4702, the following Order Attributes may be assigned to those Order Types for which they are available.

(a) – (l) No change.

(m) Extended Life Priority. Extended Life Priority is an Order Attribute that allows a Participant to receive priority in the Nasdaq Book above other Orders resting on the Nasdaq Book at the same price that are not designated with Extended Life Priority. Extended Life Priority is only available for Displayed Orders. Orders must qualify as a

Designated Retail Order to be eligible for Extended Life Priority. Members must submit a signed written attestation, in a form prescribed by Nasdaq, that they will comply with the eligibility criteria of this rule. To be eligible to enter Orders with Extended Life Priority, at least 99% of Designated Retail Orders with the Extended Life Priority Attribute entered by the Participant must exist unaltered on the Nasdaq Book for a minimum of one second. Executions would not be counted as an Order modification for purposes of determining compliance with the qualification criteria.

If an Order with Extended Life Priority is not marketable upon entry, the Order will post and display at its limit price, and will be ranked with Extended Life Priority behind any other Orders with Extended Life Priority in time priority.

An Order entered with Extended Life Priority that is adjusted by the System upon entry to be displayed on the Nasdaq Book at one price, but ranked on the Nasdaq Book at a different non-displayed price will be ranked on the Nasdaq Book without an Extended Life Priority Attribute at the non-displayed price. If the Order is subsequently adjusted to be displayed and ranked on the Nasdaq Book at the same price, the Order will be assigned Extended Life Priority and ranked on the Nasdaq Book in time order among other Orders with Extended Life Priority in time priority.

A Designated Retail Order with a Non-Display Attribute that is also entered with Extended Life Priority will be ranked on the Nasdaq Book as a Non-Display Order without Extended Life Priority.

For purposes of the Nasdaq Opening, Closing and Halt Crosses, all Orders with Extended Life Priority on the Nasdaq Book upon the initiation of a Cross may participate in such a Cross and retain priority among orders posted on the Nasdaq Book that also participate in the Cross. Upon initiation of a Cross, all Orders with Extended Life Priority on the Nasdaq Book that are eligible to participate in a Cross will be processed in accordance with Rule 4752 (Opening Process), Rule 4753 (Nasdaq Halt Cross), or Rule 4754 (Nasdaq Closing Cross), as applicable. Orders with Extended Life Priority that are held by the System for participation in the Opening or Closing Cross do not have Extended Life Priority in the Cross, but will be assigned Extended Life Priority if the Order joins the Nasdaq Book upon completion of the Cross. Any Orders with Extended Life Priority that are not executed in a Cross will be ranked on the Nasdaq Book with Extended Life Priority.

* * * * *

4752. Opening Process

(a) – (c) No change.

(d) Processing of Nasdaq Opening Cross. For System securities, the Nasdaq Opening Cross shall occur at 9:30, and market hours trading shall commence when the Nasdaq Opening Cross concludes.

(1) – (2) No change.

(3) If the Nasdaq Opening Cross price is selected and fewer than all shares of MOO, LOO, OIO and Early Market Hours Orders that are available in the Nasdaq Market Center would be executed, all Quotes and Orders shall be executed at the Nasdaq Opening Cross price in the following priority:

(A) MOO and Early Market Hours market peg orders, with time as the secondary priority;

(B) Orders with Extended Life Priority, LOO orders, Early Market Hours limit orders, OIO orders, SDAY limit orders, SGTC limit orders, GTMC limit orders, SHEX limit orders, displayed quotes and reserve interest priced more aggressively than the Nasdaq Opening Cross price based on limit price with Extended Life Priority[time] as the secondary priority and time as the tertiary priority;

(C) Orders with Extended Life Priority, LOO orders, OIO Orders, Early Market Hours and displayed interest of quotes, SDAY limit orders, SGTC limit orders, GTMC limit orders, and SHEX limit orders at the Nasdaq Opening Cross price with Extended Life Priority[time] as the secondary priority and time as the tertiary priority;

(D) Reserve interest of quotes, SDAY limit orders, SGTC limit orders, and GTMC limit orders and SHEX limit orders at the Nasdaq Opening Cross price with time as the secondary priority; and

(4) No change.

* * * * *

4753. Nasdaq Halt Cross

(a) No change.

(b) Processing of Nasdaq Halt Cross. For Nasdaq-listed securities that are the subject of a trading halt or pause initiated pursuant to Rule 4120(a)(1), (4), (5), (6), (7) or (11), the Nasdaq Halt Cross shall occur at the time specified by Nasdaq pursuant to Rule 4120, and Market hours trading shall commence when the Nasdaq Halt Cross concludes.

(1) – (2) No change.

(3) If the Nasdaq Halt Cross price is selected and fewer than all shares of Eligible Interest that are available in the Nasdaq Market Center would be executed, all Eligible

Interest shall be executed at the Nasdaq Halt Cross price with[in] price as the primary priority[/time], Extended Life Priority as the secondary priority and time as the tertiary priority.

(4) No change.

(c) Nasdaq-listed securities that are the subject of a trading halt initiated pursuant to Rule 4120(a) and in which no Halt Cross occurs, shall open for trading at the time specified by Nasdaq pursuant to Rule 4120 in the following manner:

(1) Orders shall be added to the book in Extended Life Priority as the primary priority, and time as the secondary priority.

(2) No change.

* * * * *

4754. Nasdaq Closing Cross

(a) No change.

(b) Processing of Nasdaq Closing Cross. The Nasdaq Closing Cross will begin at 4:00:00 p.m. EST, and post-market hours trading will commence when the Nasdaq Closing Cross concludes.

(1) – (2) No change.

(3) If the Nasdaq Closing Cross price is selected and fewer than all MOC, LOC IO and Close Eligible Interest would be executed, orders will be executed at the Nasdaq Closing Cross price in the following priority:

(A) MOC orders, with time as the secondary priority;

(B) Orders with Extended Life Priority, LOC orders, limit orders, IO orders, displayed quotes and reserve interest priced more aggressively than the Nasdaq Closing Cross price based on price with Extended Life Priority[time] as the secondary priority and time as the tertiary priority;

(C) Orders with Extended Life Priority, LOC orders, IO Orders displayed interest of limit orders, and displayed interest of quotes at the Nasdaq Closing Cross price with Extended Life Priority[time] as the secondary priority and time as the tertiary priority;

(D) Reserve interest at the Nasdaq Closing Cross price with time as the secondary priority; and

(E) Unexecuted MOC, LOC, and IO orders will be canceled.

(4) – (8) No change.

* * * * *

4757. Book Processing

(a) Orders on the Nasdaq Book shall be presented for execution against incoming Orders in the order set forth below:

(1) Price/Display/Time Execution Algorithm. The System shall present Orders on the Nasdaq Book for execution against incoming Order in accordance with a price/display/time algorithm:

(A) No change.

(B) Display and Time. Equally priced Orders with a Display Attribute will be ranked in time priority. Orders with Extended Life Priority (as defined in Rule 4703(m)) have priority in the Nasdaq Book above other Orders resting on the Nasdaq Book at the same price that are not designated Extended Life Priority.

(C) – (D) No change.

(2) – (4) No change.

(b) – (c) No change.

* * * * *