

**EXHIBIT 5**

The text of the proposed rule change is below. Proposed new language is underlined. The marked changes are against the changes that have been approved, but not yet implemented.

**The NASDAQ Stock Market Rules**

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**5705. Exchange Traded Funds: Portfolio Depository Receipts and Index Fund Shares****(a) Portfolio Depository Receipts****(1) – (3)** No Change**(4)** No Change**(A)** No Change**(i)** No Change

**(ii)** Components that in aggregate account for at least 75% of the weight of the index or portfolio must have a minimum original principal amount outstanding of \$100 million or more;

**(iii) - (vi)** No Change**(B)** No Change**(5) – (11)** No Change**(b) Index Fund Shares****(1) – (3)** No Change**(4)** No Change**(A)** No Change**(i)** No Change

**(ii)** Components that in aggregate account for at least 75% of the weight of the index or portfolio must have a minimum original principal amount outstanding of \$100 million or more;

**(iii) – (vi)** No Change**(B)** No Change

**(5) – (11)** No Change

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**5735. Managed Fund Shares**

**(a)** No Change

**(b)** No Change

**(1)** No Change

**(A)** No Change

**(B)** No Change

**(i)** Components that in the aggregate account for at least 75% of the fixed income weight of the portfolio each shall have a minimum original principal amount outstanding of \$100 million or more;

**(ii) – (v)** No Change

**(C)– (F)** No Change

**(2) – (5)** No Change

**(c) – (g)** No Change

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