

EXHIBIT 5

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

NASDAQ Stock Market Rules

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5700. Other Securities

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5710. Securities Linked to the Performance of Indexes and Commodities (Including Currencies)

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(a) - (d) No change

(e) On an initial and continued listing basis, the Company will be expected to have a minimum tangible net worth in excess of \$250,000,000 [and to exceed by at least 20% the earnings requirements set forth in Rule 5405(b)(1)(A)](if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, Nasdaq will rely on such affiliate's tangible net worth for purposes of this requirement). In the alternative, the Company will be expected[: (i)] to have a minimum tangible net worth of \$150,000,000 and [to exceed by at least 20% the earnings requirement set forth in Rule 5405(b)(1)(A), and (ii) not to have issued securities where the original issue price of all the Company's other index-linked note offerings (combined with index-linked note offerings of the Company's affiliates) listed on a national securities exchange exceeds 25% of the Company's net worth]the original issue price of the Linked Securities, combined with all of the Company's other Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the Company's tangible net worth at the time of issuance (if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, Nasdaq will apply the provisions of this paragraph to such affiliate instead of the Company and will include in its calculation all Linked Securities that are fully and unconditionally guaranteed by such affiliate). Government issuers and supranational entities will be evaluated on a case-by-case basis.

(f) – (l) No change.

••• Commentary -----

No change

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