

EXHIBIT 5

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

The Nasdaq Stock Market Rules

5700. Other Securities

5735. Managed Fund Shares

(a) No Change.

(b) Applicability. Rule 5735 is applicable only to Managed Fund Shares. Except to the extent inconsistent with Rule 5735, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on Nasdaq of such securities. Managed Fund Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of Nasdaq.

(1) – (2) No Change.

(3) Reserved[Minimum Price Variance. The minimum price variation for quoting and entry of orders in Managed Fund Shares is \$0.01.]

(4) – (5) No Change.

(c) – (f) No Change.
