

**EXHIBIT 5**

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

**The Nasdaq Stock Market Rules**

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5732. Contingent Value Rights

Nasdaq will list Contingent Value Rights (“CVRs”) on the Nasdaq Global Market. CVRs are unsecured obligations of the issuer, which provide for a possible cash payment either: (i) at maturity based upon the price performance of an affiliate’s equity security (a “Price-Based CVR”); or (ii) within a specified time period, upon the occurrence of a specified event or events related to the business of the issuer or an affiliate of the issuer (an “Event-Based CVR”).

At maturity, the holder of a Price-Based CVR is entitled to a cash payment if the average market price of the related equity security is less than a pre-set target price. The target price is typically established at the time the Price-Based CVR is issued. Conversely, should the average market price of the related equity security equal or exceed the target price, the Price-Based CVR would expire worthless.

Within a specified time period, the holder of an Event-Based CVR is entitled to a cash payment upon occurrence of an event or events related to the business of the issuer or an affiliate of the issuer specified at the time the Event-Based CVR is issued. Conversely, should the specified event or events not occur within the specified time period, the Event-Based CVR would expire worthless.

**(a) Initial Listing Requirements**

(1) The Company must have assets in excess of \$100 million.

(2) The Company must satisfy Rule 5315(f)(3)(A) or have at least \$200,000,000 in global market capitalization.

(3) The Company must satisfy the Market Value of Unrestricted Publicly Held Shares requirement of Rule 5315(f)(2)(A) and (B) requiring (i) a Market Value of at least \$110 million; or (ii) a Market Value of at least \$100 million, if the Company has stockholders' equity of at least \$110 million.

(4) The issuer of the CVR must not be considered non-compliant with the listing standards of the national securities exchange where either the equity security to whose price performance a Price-Based CVR, or in an Event-Based CVR, where the primary equity security is linked or the issuer’s common stock is listed.

(5) The CVR issue must have:

- (A) a minimum of 400 holders;
- (B) a minimum of 1 million CVRs outstanding;
- (C) a minimum of \$4 million market value;
- (D) a minimum life of one year; and
- (E) a minimum \$4.00 bid price.

**(b) Disclosure Requirements**

The issuer of an Event-Based CVR will be required to make public disclosure in accordance with the provisions of Rule 5250(b) and IM-5250-1: (i) upon the occurrence of any event that must occur as a condition to the issuer's obligation to make a cash payment with respect to the CVR (or if such an event is deemed to have occurred pursuant to the terms of the documents governing the CVR); or (ii) at any such time as it becomes clear that a condition to the cash payment with respect to the CVR has not been met as required by the documents governing the terms of the CVR.

**(c) Circular**

Prior to listing a CVR, Nasdaq will distribute an information circular to its members in substantially the following form:

The following Contingent Voting Rights of COMPANY NAME have been approved for listing and will commence trading at a date to be announced.

NUMBER ISSUED Contingent Value Rights expiring DATE unless extended as more fully explained in the joint proxy/prospectus.

The Contingent Value Rights will trade with the ticker symbol XXXX.

Since the Contingent Value Rights have certain unique characteristics, investors should be afforded an explanation of such special characteristics and risks attendant to trading thereof, including the possibility that the maturity date may be extended and that the CVR's may possibly expire without value (consult the joint proxy/prospectus for full details). The Exchange suggests that transactions in CVR's be recommended only to investors whose accounts have been approved for options trading. If a customer has not been approved for options trading, or does not wish to open an options account, the firm should ascertain that CVR's are suitable for the customer.

Before a member, member organization, or employee of such member organization undertakes to recommend a transaction in the Contingent Value Rights, such member or member organization should make a determination that such Contingent Value Rights are suitable for such customer and the person making the recommendation should have a reasonable basis for believing, at the

time of making the recommendation, that the customer has such knowledge and experience in financial matters that he may reasonably be expected to be capable of evaluating the risks and special characteristics of recommended transaction and is financially able to bear the risks of the recommended transaction.

**(d) Continued Listing Requirements**

(1) At least 100,000 Publicly Held Shares;

(2) At least 100 Holders;

(3) Market Value of Listed Securities of at least \$1 million;

(4) Either the equity security to whose price performance a Price-Based CVR is linked or the issuer's common stock must remain listed; and

(5) Nasdaq will delist an Event-Based CVR once the occurrence of the specified event or events related to the business of the issuer or an affiliate of the issuer has occurred or once it goes beyond the time that the specified event or events should have occurred.

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