EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined.

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4751. Definitions

The following definitions apply to the Rule 4600 and 4750 Series for the trading of securities listed on Nasdaq or a national securities exchange other than Nasdaq.

(a) – (e) No change.

(f) The term "Order Type" shall mean the unique processing prescribed for designated orders that are eligible for entry into the System, and shall include:

(1) – (4) No change.

(5) "Minimum Quantity Orders" are orders that will not execute unless a specified minimum quantity of shares can be obtained. A Minimum Quantity Order that posts to the NASDAQ book will be a Non-Displayed Order, and upon entry, must have a size and a minimum quantity condition of at least one round lot. In the event that the shares remaining in the size of the order following a partial execution thereof are less than the minimum quantity specified by the market participant entering the order, the minimum quantity value of the order will be reduced to the number of shares remaining. A member firm may either:

(A) enter a Minimum Quantity Order that allows aggregation of multiple simultaneous executions to meet the minimum quantity. In the event there is not enough contra-side liquidity available, the Minimum Quantity Order will post at its limit price.

or

(B) enter a Minimum Quantity Order with a minimum individual execution size. If there is contra-side liquidity available but it does not meet the order's minimum, the order will be posted one minimum price increment away from the resting liquidity. If, upon entry, the order is partially executed the remainder of the order will be cancelled if it would lock resting contra-side liquidity that does not meet the minimum individual execution size.

(6) – (15) No change.

(g) – (i) No change.