

EXHIBIT 5

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

The Nasdaq Stock Market Rules

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Equity Rules

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Equity 7 Pricing Schedule

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Section 118. Nasdaq Market Center Order Execution and Routing

(a) No change.

(1) Fees for Execution and Routing of Orders in Nasdaq-Listed Securities

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<p>Credit for non-displayed orders (other than Supplemental Orders) that provide liquidity:</p>	<p>...</p> <p>\$0.0010 per share executed for other non-displayed orders if the member (i) provides 0.10% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.15% or more of Consolidated Volume through midpoint orders during the month</p> <p><u>\$0.00125 per share executed for other non-displayed orders if the member (i) provides 0.225% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.165% or more of Consolidated Volume through midpoint</u></p>
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	<p><u>orders during the month</u></p> <p><u>\$0.0015 per share executed for other non-displayed orders if the member (i) provides 0.275% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.175% or more of Consolidated Volume through midpoint orders during the month</u></p> <p>...</p>
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...

(2) Fees for Execution and Routing of Securities Listed on NYSE

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<p>Credit for non-displayed orders (other than Supplemental Orders) that provide liquidity:</p>	<p>...</p> <p>\$0.0015 per share executed for other non-displayed orders if the member (i) provides 0.10% or more of Consolidated Volume through nondisplayed orders (other than midpoint orders) and (ii) provides 0.15% or more of Consolidated Volume through midpoint orders during the month</p> <p><u>\$0.00175 per share executed for other non-displayed orders if the member (i) provides 0.225% or more of Consolidated Volume through non-displayed</u></p>
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	<p><u>orders (other than midpoint orders) and (ii) provides 0.165% or more of Consolidated Volume through midpoint orders during the month</u></p> <p><u>\$0.0020 per share executed for other non-displayed orders if the member (i) provides 0.275% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.175% or more of Consolidated Volume through midpoint orders during the month</u></p> <p>...</p>
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...

(3) Fees for Execution and Routing of Orders in Securities Listed on Exchanges other than Nasdaq and NYSE ("Tape B Securities")

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<p>Credit to member for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders, <u>except as provided below</u>) that provide liquidity:</p>	
<p>in addition to the credits provided for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity, a member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent at least 1.75% of Consolidated Volume during the month, including shares of liquidity provided with respect to securities that are listed on exchanges other than Nasdaq or NYSE that represent at least 0.60% of Consolidated Volume:</p>	<p>\$0.00005 per share executed</p>
<p>in addition to the credits provided for displayed quotes/orders (other than Supplemental Orders or</p>	<p>\$0.0001 per share executed</p>

<p>Designated Retail Orders) that provide liquidity, a member with shares of liquidity provided in securities that are listed on exchanges other than Nasdaq or NYSE during the month representing at least 0.10% of Consolidated Volume during the month through one or more of its Nasdaq Market Center MPIDs:</p>	
<p><u>in addition to the credits provided for displayed quotes/orders constituting Designated Retail Orders (other than Supplemental Orders) that provide liquidity, a member with shares of liquidity provided in securities that are listed on exchanges other than Nasdaq or NYSE during the month representing at least 0.10% of Consolidated Volume during the month through one or more of its Nasdaq Market Center MPIDs:</u></p>	<p><u>\$0.00005 per share executed</u></p>
<p>...</p>	
<p>Credit for non-displayed orders (other than Supplemental Orders) that provide liquidity:</p>	<p>...</p> <p>\$0.0015 per share executed for other nondisplayed orders if the member (i) provides 0.10% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.15% or more of Consolidated Volume through midpoint orders during the month</p> <p><u>\$0.00175 per share executed for other non-displayed orders if the member (i) provides 0.225% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.165% or more of Consolidated Volume through midpoint orders during the month</u></p> <p><u>\$0.0020 per share executed</u></p>

	<p><u>for other non-displayed orders if the member (i) provides 0.275% or more of Consolidated Volume through non-displayed orders (other than midpoint orders) and (ii) provides 0.175% or more of Consolidated Volume through midpoint orders during the month</u></p> <p>...</p>
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