

EXHIBIT 5

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

THE NASDAQ STOCK MARKET LLC RULES

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5711. Trading of Certain Derivative Securities

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(d) Commodity-Based Trust Shares

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(iii) Definitions. The following terms as used in the Rule shall, unless the context otherwise requires, have the meaning herein specified:

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(B) **Commodity**. The term “commodity” is as defined in Section 1a(9) of the Commodity Exchange Act that is not an “excluded commodity” as defined in Section 1a(19) of the Commodity Exchange Act, and that is not a non-fungible asset or collectible.

(C) **Commodity-Based Asset**. The term “commodity-based asset” means any future, option, or swap on a commodity, as defined in paragraph (B) above.

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(iv) **Eligibility Criteria**. At least 85% of the net asset value of [T]the Commodity-Based Trust Shares holdings shall consist of (i) commodities, commodity-based assets, and securities that [shall] meet the following criteria initially and, with the exception of (A)(3) below, on a continuing basis, and/or (ii) cash and cash equivalents (as defined in paragraph (iii)(D) above[:]. For purposes of calculating the 85% limitation, the holdings in listed and over-the-counter derivatives will be calculated as the aggregate gross notional value of the derivatives.

(A) **Commodities and commodity-based assets**. For each commodity or commodity that underlies a commodity-based asset held by the Trust, at least one of the following in (1) – (3):

(1) the commodity trades on a market that is an Intermarket Surveillance Group ("ISG") member; provided that the Exchange may obtain information about trading in such commodity from the ISG member;

(2) the commodity underlies a futures contract that has been made available to trade on a designated contract market for at least six months; provided that the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in ISG, with such designated contract market; or

(3) on an initial basis only, an exchange-traded fund designed to provide economic exposure of no less than 40% of its net asset value to the commodity lists and trades on a national securities exchange.

(B) Securities. Each security held by the Trust shall meet the criteria of Rule 5735 (Managed Fund Shares), Sections (b)(1)(A), (B), or if the security is a listed option, trades on an ISG market.

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