

EXHIBIT 5

New text is underlined. There is no deleted text.

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The Nasdaq Stock Market LLC Rules

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IM-5101-2. Listing of Companies Whose Business Plan is to Complete One or More Acquisitions

Generally, Nasdaq will not permit the initial or continued listing of a Company that has no specific business plan or that has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

However, in the case of a Company whose business plan is to complete an initial public offering and engage in a merger or acquisition with one or more unidentified companies within a specific period of time, Nasdaq will permit the listing if the Company meets all applicable initial listing requirements, as well as the conditions described below.

(a) – (e) No change.

(f) The Company will be permitted to contribute a portion of the amount held in the deposit account to a deposit account of another entity (the “Contribution”) in a spin-off or similar corporate transaction as provided in the following provisions of this paragraph (f):

(i) the requirements in paragraphs (d) and (e) of this IM-5101-2 that shareholders of the Company must have the right to convert or redeem their shares of common stock into a pro rata share of the aggregate amount in the deposit account (net of taxes payable and amounts distributed to management for working capital purposes) at the times specified in such paragraphs may be based on the amounts in the deposit account of the Company at such times after having been reduced by the Contribution provided that, in connection with the Contribution, the Company’s public shareholders shall have had the right, through one or more corporate transactions, to redeem a portion of their shares of common stock (or, if units were sold in the Company’s initial public offering, units) for their pro rata portion of the amount of the Contribution in lieu of being entitled to receive shares or units in the entity spun off (the “SpinCo SPAC”);

(ii) the public shareholders of the Company receive shares or units of the SpinCo SPAC on a pro rata basis, except to the extent they have elected to redeem a portion of their shares of the Company in lieu of being entitled to receive shares or units in the SpinCo SPAC;

(iii) the amount distributed to the SpinCo SPAC will remain in a deposit account for the benefit of the shareholders of the SpinCo SPAC in the same manner as described in paragraph (a) of this IM-5101-2;

(iv) the SpinCo SPAC meets all applicable initial listing requirements, as well as the conditions described in paragraphs (a) through (e) of this IM-5101-2; it being understood that, following such spin-off or similar corporate transaction:

(A) for purposes of paragraph (b) of this IM-5101-2, the 80% described therein shall, in the case of the Company, be calculated based on the aggregate amount remaining in the deposit account of the Company at the time of the agreement to enter into the initial combination after the contribution to the SpinCo SPAC, and, in the case of the SpinCo SPAC, be calculated based on the aggregate amount in its deposit account at the time of its agreement to enter into its initial combination, and

(B) for purposes of paragraphs (d) and (e) of this IM-5101-2, the right to convert and opportunity to redeem shares of common stock on a pro rata basis, respectively, shall, in the case of the Company, be deemed to apply to the aggregate amount remaining in the deposit account of the Company after the contribution to the SpinCo SPAC, and, in the case of the SpinCo SPAC, be deemed to apply to the aggregate amount in its deposit account;

(v) in the case of the SpinCo SPAC, and any additional entities spun off from the SpinCo SPAC, each of which will also be considered a SpinCo SPAC, the 36-month period described in paragraph (b) of this IM-5101-2 (or such shorter period that the Company specifies in its registration statement) will be calculated based on the date of effectiveness of the Company's IPO registration statement; and

(vi) in the aggregate, through one or more opportunities by the Company and one or more SpinCo SPACs, public shareholders will have the ability to convert or redeem shares, or receive amounts upon liquidation, for the full amount of the deposit account established by the Company as described in paragraph (a) of this IM-5101-2 (excluding any deferred underwriters fees and taxes payable on the income earned on the deposit account).

For the avoidance of doubt, the conditions above will similarly apply to successive spin-offs or similar corporate transactions, *mutatis mutandis*.

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