

Text of the Proposed Rule Changes

Additions are underscored. Deletions are [bracketed].

**NYSE Listed Company Manual**

\* \* \* \* \*

**312.07 Where Shareholder**

Where shareholder approval is a prerequisite to the listing of any additional or new securities of a listed company, or where any matter requires shareholder approval, the minimum vote which will constitute shareholder approval for [listing] such purposes is defined as approval by a majority of votes cast on a proposal in a proxy bearing on the particular matter[, provided that the total vote cast on the proposal represents over 50% in interest of all securities entitled to vote on the proposal].

\* \* \* \* \*