

EXHIBIT 5

Added text underlined;  
Deleted text in [brackets]

NYSE Listed Company Manual

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102.09 Minimum Numerical Standards - Subscription Warrants

(a) For purposes of this Section 102.09, a "Subscription Warrant" is a warrant issued by a company organized solely for the purpose of identifying an acquisition target and exercisable into the common stock of such company upon entry into a binding agreement with respect to such acquisition.

(b) The Exchange will list Subscription Warrants subject to the following requirements:

(i) The issuer of the Subscription Warrants must be a company formed solely for the purpose of issuing the Subscription Warrants and consummating the acquisition of one or more operating businesses or assets with a value (calculated at the time of entry into the acquisition agreement) equal to at least 80% of the aggregate exercise price of the Subscription Warrants (an "Acquisition").

(ii) For a transaction to qualify as an Acquisition, the resultant entity must qualify for initial listing on the Exchange and the acquisition agreement must provide that the transaction will be consummated only if the resultant entity will be listed on the Exchange or another national securities exchange.

(iii) At the time of initial listing, the Subscription Warrants must: (A) have an aggregate exercise price of at least \$250 million; (B) have at least 1,100,000 publicly held Subscription Warrants outstanding, with an aggregate exercise price of at least \$200 million; (C) have at least 400 holders of round lots; (D) have an exercise price per share of common stock of at least \$10.00; and (E) expire in no more than 10 years.

(iv) The Subscription Warrants may not be fully exercisable for common stock of a company until after such company enters into a binding agreement with respect to the Acquisition and may not limit the ability of holders to exercise such warrants in full prior to the closing of such Acquisition.

(v) The proceeds of the exercise of the Subscription Warrants will be held in an interest-bearing custody account controlled by an independent custodian, pending the closing of such Acquisition.

(vi) The shares of common stock issued upon exercise of the Subscription Warrants will promptly be redeemed by the issuer of such Subscription Warrants for cash (A) upon termination of the acquisition agreement; or (B) if the Acquisition does not close within

twelve months from the date of exercise of the Subscription Warrants, or such earlier time as is specified in the operative agreements. If the shares issuable upon exercise of the Subscription Warrants are redeemed, the holders will receive cash payments equal to their proportional share of the funds in the custody account, including any interest earned on those funds.

(vii) The sale of the Subscription Warrants and the issuance of the common stock of the issuer in exchange for the Subscription Warrants must both be registered under the Securities Act.

(viii) The issuer of the Subscription Warrants will be subject to the same corporate governance requirements under Section 303A hereof as an issuer of listed common stock.

(ix) the Acquisition must be approved by a majority of the independent directors of the issuer of the Subscription Warrants.

(c) Public holders of Subscription Warrants do not include those held by directors, officers, or their immediate families and other concentrated holdings of 10 percent.

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802.01B Numerical Criteria for Capital or Common Stock (including Equity Investment Tracking Stock)

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**Criteria for Subscription Receipts Listed Under Section 102.08**

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**Criteria for Subscription Warrants Listed Under Section 102.09**

- (a) The Exchange will immediately initiate suspension and delisting procedures of an issuer's Subscription Warrants if:
- i. the number of publicly-held Subscription Warrants is fewer than 100,000;
  - ii. the number of public holders of such Subscription Warrants is fewer than 100; or
  - iii. the total market capitalization of such Subscription Warrants is below \$15 million over 30 consecutive trading days.

(b) Public holders of Subscription Warrants do not include those held by directors, officers, or their immediate families and other concentrated holdings of 10 percent.

(c) An issuer of Subscription Warrants will not be eligible to follow the procedures outlined in Sections 802.02 and 802.03 with respect to the criteria in paragraph (a) and any such security will be subject to delisting procedures as set forth in Section 804.

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