

EXHIBIT 5

Added text underlined;
Deleted text in [brackets]

NYSE Listed Company Manual

* * * * *

102.06 Minimum Numerical Standards - Acquisition Companies

* * * * *

In determining the suitability for listing of an AC, the Exchange will consider:

- the experience and track record of management;
- the amount of time permitted for the completion of the Business Combination prior to the mandatory dissolution of the AC;
- the nature and extent of management compensation;
- the extent of management's equity ownership in the AC and any restrictions on management's ability to sell AC stock;
- the percentage of the contents of the trust account that must be represented by the fair market value of the Business Combination;
- the percentage of voting publicly-held shares whose votes are needed to approve the Business Combination;
- the percentage of the proceeds of sales of the AC's securities that is placed in the trust account; and
- such other factors as the Exchange believes are consistent with the goals of investor protection and the public interest.

SpinCo ACs

An AC will be permitted to contribute (the "Contribution") in a spin-off or similar corporate transaction a portion of the amount held in the AC's trust account to a trust account of another entity ("SpinCo AC") as provided below:

- (i) in connection with the Contribution, each AC public shareholder has the right, through one or more corporate transactions, to redeem a portion of its shares of common stock or

units, as applicable, for its pro rata portion of the amount of the Contribution in lieu of being entitled to receive shares or units in the SpinCo AC;

(ii) the requirement of this Section 102.06 that the AC provide each public shareholder voting against a Business Combination with the right to convert its shares of common stock into a pro rata share of the aggregate amount then on deposit in the trust account (net of taxes payable, and amounts disbursed to management for working capital purposes), provided that the Business Combination is approved and consummated, will be considered satisfied by pro rata distribution to such shareholders of the amounts in the trust account after having been reduced by the Contribution;

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

(iii) the Contribution will remain in a trust account for the benefit of the shareholders of the SpinCo AC in the manner required for ACs listed under this Section 102.06;

(iv) the SpinCo AC meets all applicable initial listing requirements for an AC listing in connection with an initial public offering under this Section 102.06; it being understood that, following such spin-off or similar corporate transaction:

(A) the 80% described in the first paragraph of this Section 102.06 shall, in the case of the AC, be calculated based on the aggregate amount remaining in the trust account of the AC at the time of the agreement to enter into the Business Combination as reduced by the Contribution, and, in the case of the SpinCo AC, be calculated based on the aggregate amount in its trust account at the time of its agreement to enter into a Business Combination, and

(B) the right to convert and opportunity to redeem shares of common stock on a pro rata basis required for ACs listed under this Section 102.06 shall, in the case of the AC, be deemed to apply to the aggregate amount remaining in the trust account of the AC after the Contribution to the SpinCo AC, and, in the case of the SpinCo AC, be deemed to apply to the aggregate amount in its trust account;

(v) in the case of the SpinCo AC, and any additional entities spun off from the SpinCo AC, each of which will also be considered a SpinCo AC, the three-year period (or such shorter period specified by the AC's constitutive documents or by contract) within which a listed AC must consummate its Business Combination under this Section 102.06 will be calculated based on the date of effectiveness of the AC's IPO registration statement; and

(vi) in the aggregate, through one or more opportunities by the AC and one or more SpinCo ACs, public shareholders will have the ability to convert or redeem shares, or receive amounts upon liquidation, for the full amount of the trust account established by the AC as described in the first paragraph of this Section 102.06 (excluding any deferred underwriters fees and taxes payable on the income earned on the trust account).

For the avoidance of doubt, the conditions above will similarly apply to successive spinoffs or similar corporate transactions.

Continued Listing Standards

The continued listing criteria applicable to both ACs and SpinCo ACs are set forth in Section 802.01B hereof.

* * * * *

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

* * * * *

Criteria for Acquisition Companies ("ACs")

The criteria of listed Acquisition Companies ("ACs") set forth below are also applicable in their entirety to listed SpinCo ACs (as defined in Section 102.06).

* * * * *