Exhibit 5

Underlining indicates new text; [brackets] indicate deletions.

NYSE Company Manual

* * * * *

703.22 Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities

The Exchange will consider listing equity index-linked securities ("Equity Index-Linked Securities"), commodity-linked securities ("Commodity-Linked Securities") and currency-linked securities ("Currency-Linked Securities") and, together with Equity Index-Linked Securities and Commodity-Linked Securities, "Index-Linked Securities") that in each case meet the applicable criteria of this Section 703.22.

The payment at maturity with respect to Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities is based on the performance of:

  (i) in the case of Equity Index-Linked Securities, [are securities that provide for the payment at maturity of a cash amount based on the performance of] an underlying index or indexes of equity securities[.] (an "Equity Reference Asset"), or [The payment at maturity with respect to Commodity-Linked Securities and Currency-Linked Securities is based on]

  (ii) in the case of Commodity-Linked Securities, one or more physical commodities or commodity futures, options or other commodity derivatives or Commodity Trust Shares (as defined in Exchange Rule 1300B) or a basket or index of any of the foregoing ([the] a "Commodity Reference Asset"), or

  (iii) in the case of Currency-Linked Securities, one or more currencies, or options or currency futures or other currency derivatives or Currency Trust Shares (as defined in Exchange Rule 1300A) or a basket or index of any of the foregoing ([the] a "Currency Reference Asset").

Index-Linked Securities may or may not provide for the repayment of the original principal investment amount. The Exchange may submit a rule filing pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934 (the "1934 Act") to permit the listing and trading of Index-Linked Securities that do not otherwise meet the standards set forth below [in paragraphs (A) and (B)].

The Exchange will consider for listing and trading pursuant to Rule 19b-4(e) under the 1934 Act, [securities under this Section 703.22] Index-Linked Securities provided the following criteria are met[.]:

(A) Issuer Listing Standards

The issuer must be an entity that:

(1) If the issuer is a New York Stock Exchange-listed company, the entity must be a company in good standing (i.e., meets Continued Listing Criteria); if an affiliate of an NYSE-listed company, the NYSE-listed company must be a company in good standing; if not listed, the issuer must meet the size and earnings requirements of Sections 102.01 - 102.03 or Sections 103.01 - 103.05. (Sovereign issuers and supranational entities will be evaluated on a case-by-case basis.)

(2) – (3) No Change.

(B) Issue Listing Standards

The issue must:

(1) - (5) No Change.

(6) [Not base its] The payment at maturity [on] may or may not provide for a multiple of the [negative] direct or inverse performance of an underlying [index or indexes, Commodity Reference Asset or Currency Reference Asset, as the case may be, although the payment at maturity may or may not provide for a multiple of the positive performance of an underlying index or indexes, Commodity Reference Asset or Currency Reference Asset, as the case may be.] Reference Asset; however, in no event will a loss or negative payment at maturity be accelerated by a multiple that exceeds three times the performance of an underlying Reference Asset.

(C) Requirements Specific to Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities.

[In addition, t]The issue must meet one of the criteria set forth [in I, II or III] below.

I. Equity Index-Linked Securities Listing Standards

(1) The Exchange will consider listing Equity Index-Linked Securities that meet the requirements of this subparagraph ([B]C) (I), where the payment at maturity or earlier redemption is based on an index or indexes of equity securities, securities of closed-end management investment companies registered under the Investment Company Act of 1940 (the "1940 Act") and/or investment company units. The issue must meet the following initial listing criteria:

(a) No Change.

(b) The index or indexes to which the security is linked shall either (1) have been reviewed and approved for the trading of investment company units or options or other derivatives by the Commission under Section 19(b)(2) of the 1934 Act and rules thereunder and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements for non-U.S. stocks, continue to be satisfied, or (2) the index or indexes meet the following criteria:

  (i) No Change.

  (ii) [Each component security shall have trading volume in each of the last six months of not less than 1,000,000 shares per month, except that for each of the lowest dollar weighted component securities in the index that in the aggregate account for no more than 10% of the dollar weight of the index, the trading volume shall be at least 500,000 shares per month in each of the last six months;] Component stocks that in the aggregate account for at least 90% of the weight of the index each shall have a minimum global monthly trading volume of 1,000,000 shares, or minimum global notional volume traded per month of $25,000,000, averaged over the last six months;

  [(iii) Indexes based upon the equal-dollar or modified equal-dollar weighting methodology will be rebalanced at least quarterly;

  (iv) In the case of a capitalization weighted index or modified capitalization weighted index, the lesser of the five highest dollar weighted component securities in the index or the highest dollar weighted component securities in the index that in the aggregate represent at least 30% of the total number of component securities in the index, each have an average monthly trading volume of at least 2,000,000 shares over the previous six months;]

  ([v]iii) No underlying component security will represent more than 25% of the dollar weight of the index, and the five highest dollar weighted component securities in the index will not in the aggregate account for more than 50% of the weight of the index (60% for an index consisting of fewer than 25 component securities);

  (iv[i]) 90% of the index's [dollar weight] numerical value and at least 80% of the total number of component securities will meet the then current criteria for standardized options trading on a national securities exchange; an index will not be subject to this requirement if (a) no underlying component security represents more than 10% of the dollar weight of the index and (b) the index has a minimum of 20 components; and

  (v[ii]) All component securities shall be either:

(A) [s] Securities (other than foreign country securities and American Depository Receipts ("ADRs")) that are (i) issued by a 1934 Act reporting company or by an investment company registered under the 1940 Act, which in each case is listed on a national securities exchange and (ii) an "NMS stock" (as defined in Rule 600 of SEC Regulation NMS); or

(B) [be f] Foreign country securities or ADRs, provided that foreign country securities or foreign country securities underlying ADRs having their primary trading market outside the United States on foreign trading markets that are not members of the Intermarket Surveillance Group ("ISG") or parties to comprehensive surveillance sharing agreements with the Exchange will not in the aggregate represent more than [20%] 50% of the dollar weight of the index, provided further that[.]:

   (i) the securities of any one such market do not represent more than 20% of the dollar weight of the index, and

   (ii) the securities of any two such markets do not represent more than 33% of the dollar weight of the index.

(2) The issue must meet the following continued listing criteria:

(a) The Exchange will commence delisting or removal proceedings (unless the Commission has approved the continued trading of the subject Index-Linked Security), if any of the initial listing criteria described in [(B)(I)(1)] paragraphs (1)(a) and (1)(b)(2) above are not continuously maintained, except that:

(i) the criteria that no single component represent more than 25% of the dollar weight of the index and the five highest dollar weighted components in the index can not represent more than 50% (or 60% for indexes with less than 25 components) of the dollar weight of the index, need only be satisfied [for capitalization weighted, modified capitalization weighted and price weighted indexes as of the first day of January and July in each year] at the time the Index is rebalanced; and

[(ii) the total number of components in the index may not increase or decrease by more than 33-1/3% from the number of components in the index at the time of its initial listing, and in no event may be less than ten (10) components;]

(ii[i]) [the trading volume of each component security in the index must be at least 500,000 shares for each of the last six months, except that for each of the lowest dollar weighted components in the index that in the aggregate account for no more than 10% of the dollar weight of the index, trading volume must be at least 400,000 shares for each of the last six months; and] Component stocks that in the aggregate account for at least 90% of the weight of the index each shall have a minimum global monthly trading volume of 500,000 shares, or minimum global

notional volume traded per month of $12,500,000, averaged over the last six months.

[(iv) in a capitalization weighted index or modified capitalization weighted index, the lesser of the five highest weighted component securities in the index or the highest weighted component securities in the index that in the aggregate represent at least 30% of the total number of stocks in the index have had an average monthly trading volume of at least 1,000,000 shares over the previous six months.]

(b) In connection with an Equity Index-Linked Security that is listed pursuant to Section 703.22, the Exchange will commence delisting or removal proceedings (unless the Commission has approved the continued trading of the subject Index-Linked Security) if an underlying index or indexes fails to satisfy the maintenance standards or conditions for such index or indexes as set forth by the Commission in its order under Section 19(b)(2) of the 1934 Act approving the index or indexes for the trading of options or other derivatives.

(c) The Exchange will also commence delisting or removal proceedings (unless the Commission has approved the continued trading of the subject Index-Linked Security), under any of the following circumstances:

(i) No Change.

(ii) if the value of the index or composite value of the indexes, if applicable, is no longer calculated or widely disseminated on at least a 15-second basis [during the time the Equity Index-Linked Securities trade on the Exchange] with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout the Exchange's trading hours; or

(iii) No Change.

(d) Index Rebalancing—Indexes will be rebalanced at least annually.

([C]D) Firewalls

* * * * *

 ([D]E) Index-Linked Securities will be subject to the Exchange's equity trading rules, except that Index-Linked Securities traded on the NYSE Bonds system will be subject to the trading rules applicable to securities trading on such system.

([E]F) Trading Halts

* * * * *

 ([F]G) Surveillance Procedures

No Further Change.

* * * * *