

Additions underscored
Deletions [bracketed]

NYSE Listed Company Manual

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902.03 Fees for Listed Equity Securities

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Initial Application Fee

[Effective January 1, 2013, a]An issuer shall be required to pay an Initial Application Fee of \$25,000 in connection with applying to list an equity security on the Exchange, except that an issuer:

- (i) applying to list within 36 months following emergence from bankruptcy and that has not had a security listed on a national securities exchange during such period;
- (ii) relisting a class of stock that is registered under the Exchange Act that was delisted from a national securities exchange and only if such delisting was:
 - (a) within the previous 12 calendar months; and
 - (b) due to the issuer's failure to file a required periodic financial report with the Commission or other appropriate regulatory authority; or
- (iii) transferring the listing of any class of equity securities from any other national securities exchange

shall not be required to pay an Initial Application Fee in connection with the application for such listing. None of these Initial Application Fee waivers are applicable to the listing of any class of securities if the issuer's primary class of common stock remains listed on another national securities exchange.

An issuer that is required to pay the Initial Application Fee shall pay such fee prior to receipt of eligibility clearance to list an equity security on the Exchange pursuant to §702.02. Payment of the Initial Application Fee, when required, is a prior condition to eligibility clearance being granted to list an equity security on the Exchange. The Initial Application Fee, which is non refundable unless otherwise specified, shall be applied towards applicable Listing Fees.

If an issuer pays an Initial Application Fee in connection with the application to list an equity security but does not immediately list such security, the issuer shall not be

required to pay a subsequent Initial Application Fee if it later lists such security so long as:

- (i) the issuer has a registration statement regarding such security on file with the Commission; [or,]
- (ii) if the issuer withdraws its registration statement, the issuer refiles a registration statement regarding such security within 12 months of the date of such withdrawal[.]; or
- iii) if the issuer is an emerging growth company (as defined in Section 2(a)(19) of the Securities Act and Section 3(a)(80) of the Exchange Act) and/or a foreign private issuer (as defined in Rule 3b-4(c) under the Exchange Act) and has submitted a confidential, nonpublic draft registration statement (for purposes of this rule, a “Confidential Submission”) to the Commission pursuant to Section 6(e) of the Securities Act or the foreign issuer nonpublic submission policy of the Commission’s Division of Corporation Finance:
 - (a) the issuer has submitted to the Commission through the Commission’s electronic submission system a Confidential Submission within the previous 120 days (for purposes of this rule, a “Current Confidential Submission”) and the issuer provides evidence of such Current Confidential Submission to the Exchange; or
 - (b) if the Confidential Submission has ceased to be a Current Confidential Submission, then, within 12 months of the date such Confidential Submission ceased to be a Current Confidential Submission the issuer resubmits a Confidential Submission regarding such security and the issuer provides evidence of such Confidential Submission to the Exchange, or publicly files a registration statement regarding such security.

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Calculating Listing Fees

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U.S. Issuer

Example A: A U.S. issuer listing 300,500,000 common shares in the context of an initial public offering [or transfer from another market] would pay total Listing Fees of \$250,000 as follows:

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