

Added text underlined;
Deleted text in [brackets].

NYSE Listed Company Manual

* * * * *

106.02 [Specialist] Designated Market Maker (“DMM”) Allocation

The Exchange has developed procedures to ensure that the allocation of stocks to [specialist] DMM units is carried out objectively and with the highest degree of professionalism. Selecting the best available [specialist] DMM unit is of the utmost importance to the Exchange because of the principal role [specialists] DMMs play in providing the finest marketplace for securities trading.

As soon as the Exchange makes the allocation decision, the company is immediately notified by telephone and in writing of the name of the [specialist] DMM firm, selected background information on the firm and the reasons why the firm was selected.

106.03 Original Listing Ceremonies

The Exchange invites the company's directors and officers to participate in listing ceremonies on the first day of trading.

The program begins with a visit to the trading floor to witness the first trade in the company's stock.

Traditionally, a company official will arrange through his broker for the purchase of the first one hundred shares of the company's stock.

Following the trading floor ceremonies there is a tour of Exchange facilities, which includes a discussion of the role of the [Specialist] DMM in the Exchange marketplace and how the Exchange monitors the [Specialist's] DMM's activities. A luncheon concludes the festivities.

The company's Exchange representative will arrange the day's activities. The Exchange has a public relations area which will coordinate the publicity for the event including picture taking on the trading floor.

* * * * *

402.09 Exchange Proxy Contest Rules

* * * * *

(E) Rule 460—[Specialists] DMMs Participating in Contests or Serving as Directors

(a) [No member who is a specialist, no partner of a member firm in which such member is a partner or employee, no stockholder, director or officer in a member corporation with which such member is associated as a member, no such firm or corporation, nor any employee of any of them, shall participate in a proxy contest of a company if such member specializes in the stock of that company.] No DMM member or his or her DMM unit or any other member, principal executive, or officer or employee of such DMM unit shall participate in a proxy contest of a company if such DMM member is registered in the stock of that company.

(b) [No member who is a specialist, no partner of a member firm in which such member is a partner, or employee, no stockholder, director or officer in a member corporation with which such member is associated as a member, nor any employee of any of them, shall be a director of a company if such member specializes in the stock of that company.] No DMM member or his or her DMM unit or any other member, principal executive, officer or employee of such DMM unit shall be a director of a company if such DMM member is registered in the stock of that company.

* * * * *

806.01 Change of [Specialist] DMM Unit upon Request of Company

(a) A listed company may file with the Corporate Secretary of the Exchange a written notice (the "Issuer Notice"), signed by a senior official with the rank of Corporate Secretary or higher of the company['s chief executive officer], that it wishes to request a change of [specialist] Designated Market Maker ("DMM") firm. The Issuer Notice shall indicate the specific issues prompting this request. The Corporate Secretary shall provide copies of the Issuer Notice to the [specialist] DMM firm currently registered in the security, the Exchange's Global Corporate Client Group, and NYSE Regulation[, Inc.] ("NYSER"). After said written notice and completion of NYSER's review, the security shall be put up for allocation pursuant to Exchange Rule 103B, subject to the provisions of subparagraph (b) below.

(b) NYSER shall review the Issuer Notice and any [specialist] DMM response and may request a review of the matter by the NYSER Board of Directors. No change of [specialist] DMM firm may occur until NYSER makes a final determination that it is appropriate to permit such change. In making such determination, NYSER may consider all relevant regulatory issues, including without limitation whether the requested change appears to be in aid or furtherance of conduct that is illegal or violates Exchange rules, or in retaliation for a refusal by a [specialist] DMM to engage in conduct that is illegal or violates Exchange rules. Notwithstanding NYSER's review of any matter raised during the process described herein, NYSER may at any time take any regulatory action that it may determine to be warranted.

* * * * *