

**EXHIBIT 5**

Added text underlined;  
Deleted text in [brackets].

NYSE Listed Company Manual

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**102.08 Minimum Numerical Standards – Subscription Receipts**

The Exchange will list Subscription Receipts subject to the following requirements:

(a) The issuer must be an NYSE listed company that is not currently non-compliant with any applicable continued listing standard.

(b) The proceeds of the Subscription Receipts offering are designated solely for use in connection with the consummation of a specified acquisition that is the subject of a binding acquisition agreement (the “Specified Acquisition”).

(c) The proceeds of the Subscription Receipts offering will be held in an interest-bearing custody account controlled by an independent custodian.

(d) The Subscription Receipts will promptly be redeemed for cash (i) at any time that the acquisition agreement in relation to the Specified Acquisition is terminated, or (ii) if the Specified Acquisition does not close within twelve months from the date of issuance of the Subscription Receipts, or such earlier time as is specified in the operative agreements. If the Subscription Receipts are redeemed, the holders will receive cash payments equal to their proportion share of the funds in the custody account, including any interest earned on those funds.

(e) If the Specified Acquisition is consummated, the holders of the Subscription Receipts will receive the shares of common stock for which their Subscription Receipts are exchangeable.

(f) At the time of initial listing, the Subscription Receipts must have a price per Subscription Receipt of at least \$4.00, a minimum total market value of publicly-held shares\* of \$100 million, 1,100,000 publicly-held shares,\* and 400 holders of round lots.

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

\* Shares held by directors, officers, or their immediate families and other concentrated holdings of 10 percent or more are excluded in calculating the

number of publicly-held shares.

\* \* \* \* \*

## **202.06 Procedure for Public Release of Information; Trading Halts**

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### **(B) Telephone Alert to the Exchange; Trading Halts**

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Whenever the Exchange halts trading in a security of a listed company for any of the reasons set forth above or implements any other required regulatory trading halt, the Exchange will also halt trading in (i) any listed Equity Investment Tracking Stock that tracks the performance of such listed company or (ii) any listed Subscription Receipt that is exchangeable by its terms into the common stock of such company.

\* \* \* \* \*

### **802.01B Numerical Criteria for Capital or Common Stock (including Equity Investment Tracking Stock).—**

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Criteria for Preferred Stock, Guaranteed Railroad Stock and Similar Issues

The Exchange will promptly initiate suspension and delisting procedures with respect to Preferred Stock, Guaranteed Railroad Stock and Similar Issues if:

- (i) the aggregate market value of publicly-held shares is less than \$2,000,000, or
- (ii) the number of publicly-held shares is less than 100,000.

These types of securities are not eligible to follow the procedures outlined in Sections 802.02 and 802.03.

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

The Exchange will consider initiating suspension and delisting procedures with respect to Subscription Receipts if:

- (i) the number of publicly-held shares\* is less than 100,000; or
- (ii) the number of holders is less than 100.

\* Shares held by directors, officers, or their immediate families and other Concentrated holdings of 10 percent or more are excluded in calculating the number of publicly-held shares.

The Exchange will immediately initiate suspension and delisting procedures with respect to Subscription Receipts if:

(i) the total market capitalization of the Subscription Receipts is below \$15 million over 30 consecutive trading days;

(ii) the issuer's related common equity security ceases to be listed on the Exchange; or

(iii) the issuer announces that the Specified Acquisition (as defined in Section 102.08) has been terminated.

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

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#### **902.06 Listing Fees for Short-Term Securities**

The Listing Fees and Annual Fees in this section apply to "short-term" securities, or those securities having a term of seven years or less, such as, but not limited to, structured products listed under Section 703.18 (Contingent Value Rights), the equity criteria set out in Section 703.19 (Other Securities) and Section 703.21 (Equity-Linked Debt Securities), and traded on the equity floor of the Exchange. This Section 902.06 does not apply to short-term securities listed under Sections 703.15 (Foreign Currency Warrants and Index Warrants), 703.17 (Stock Index Warrants) [or], 703.22 (Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities) or 102.08 (Subscription Receipts).

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#### **Annual Fees**

Annual Fees are based on the total number of securities outstanding per listed issue. The Annual Fee is equal to the greater of the minimum fee or the fee calculated on a per share basis.

Per Share Rate	[\$0.001025] <u>\$0.00105</u> per share [(.00105 as of January 1, 2017)]
Minimum Fee (Except Warrants to Purchase Equity	[\$15,000 (]\$20,000 [as of January 1, 2017)]

Securities)

Minimum Fee - Warrants to \$5,000  
Purchase Equity Securities

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