

EXHIBIT 5

Added text underlined;
Deleted text in [brackets].

NYSE Listed Company Manual

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102.09 Minimum Numerical Standards - Subscription Warrants

(a) For purposes of this Section 102.09, a "Subscription Warrant" is a warrant issued by a company organized solely for the purpose of identifying an acquisition target and exercisable into the common stock of such company only upon consummation of such acquisition.

(b) The Exchange will list Subscription Warrants subject to the following requirements:

(i) The issuer of the Subscription Warrants must be a company formed solely for the purpose of issuing the Subscription Warrants and consummating the acquisition of one or more operating businesses or assets with a value (calculated at the time of entry into the acquisition agreement) equal to at least 80% of the aggregate exercise price of the Subscription Warrants (an "Acquisition"). The Subscription Warrants must be issued without consideration to the securityholders of another previously existing company.

(ii) For a transaction to qualify as an Acquisition, the resultant entity must qualify for initial listing on the Exchange and the acquisition agreement ("Acquisition Agreement") must provide that the transaction will be consummated only if the resultant entity will be listed on the Exchange or another national securities exchange.

(iii) At the time of initial listing, the Subscription Warrants must:

(A) have an aggregate exercise price of at least \$250 million;

(B) have at least 20 million publicly held Subscription Warrants outstanding, with an aggregate exercise price of at least \$200 million;

(C) have at least 400 holders of round lots;

(D) have an exercise price per share of common stock of at least \$10.00;

(E) have an opening trading price on the first day of listing of at least \$1.00 per Subscription Warrant; and

(F) expire in no more than 10 years.

(iv) A Subscription Warrant may provide by its terms that the issuer may (1) determine, at issuance, that each Subscription Warrant may be exercisable for a specified number of shares greater than one share; and (2) determine, at the time it enters into an Acquisition Agreement, that the exercise price per share may be increased above the exercise price specified at the time of original issuance of such Subscription Warrants.

(v) The distribution of the Subscription Warrants and the issuance of the common stock of the issuer upon exercise of the Subscription Warrants must both be registered under the Securities Act.

(vi) The Subscription Warrants may not be tendered for exercise into common stock of a company until after such company has:

(A) entered into a binding agreement with respect to the Acquisition; and

(B) complied with all requirements of the federal securities laws with respect to such exercise, including, as appropriate, the filing and effectiveness of a post-effective amendment to the registration statement filed in connection with the original distribution of the Subscription Warrants or the filing and effectiveness of a new registration statement in connection with the exercise of such Subscription Warrants.

(vii) The Subscription Warrants must provide for a period of at least 20 business days after effectiveness of such post-effective amendment or new registration statement during which holders may elect to exercise Subscription Warrants effective upon closing of the Acquisition, which period may expire prior to the date of consummation of the Acquisition. The terms of the Subscription Warrants must not in any other way limit the ability of holders to exercise such Subscription Warrants in full.

(viii) The proceeds of the exercise of the Subscription Warrants will be held in an interest-bearing custody account controlled by an independent custodian, pending the closing of such Acquisition. The shares will be issued to the tendering holders of Subscription Warrants and the proceeds released to the issuer by the independent custodian at the time of closing of the Acquisition.

(ix) The independent custodian will promptly return the funds tendered in payment of the exercise price of Subscription Warrants to the tendering holders (A) upon termination of the Acquisition Agreement; or (B) if the Acquisition does not close within twelve months from the date of entry into the definitive agreement with respect to the Acquisition or such earlier time as is specified in the operative agreements. Such holders will receive cash payments equal to their proportional share of the funds in the custody account, including any interest earned on those funds.

(x) The issuer of the Subscription Warrants will be subject to the same corporate governance requirements under Section 303A hereof as an issuer of listed common stock.

(xi) the Acquisition must be approved by a majority of the independent directors of the issuer of the Subscription Warrants.

(c) Public holders of Subscription Warrants do not include those held by directors, officers, or their immediate families and other concentrated holdings of 10 percent.

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

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Criteria for Subscription Receipts Listed Under Section 102.08

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

- i. the number of publicly-held shares* is less than 100,000;
- ii. the number of public holders* is less than 100;
- iii. the total market capitalization of the Subscription Receipts is below \$15 million over 30 consecutive trading days;
- iv. the issuer's related common equity security ceases to be listed on the Exchange;
or
- v. the issuer announces that the Specified Acquisition (as defined in Section 102.08) has been terminated.

* 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. "Public holders" exclude holders that are directors, officers, or their immediate families and holders of other concentrated holdings of 10% or more.

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.

Criteria for Subscription Warrants Listed Under Section 102.09

- (a) The Exchange will immediately initiate suspension and delisting procedures of an issuer's Subscription Warrants if:
- i. the number of publicly-held Subscription Warrants is fewer than five million;
 - ii. the number of public holders of such Subscription Warrants is fewer than 100;
 - iii. the total market capitalization of such Subscription Warrants is below \$15 million over 30 consecutive trading days; or
 - iv. the average trading price of the Subscription Warrants is less than \$0.25 over 30 consecutive trading days.

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(b) Public holders of Subscription Warrants do not include those held by directors, officers, or their immediate families and other concentrated holdings of 10 percent.

(c) An issuer of Subscription Warrants will not be eligible to follow the procedures outlined in Sections 802.02 and 802.03 with respect to the criteria in paragraph (a) and any such security will be subject to delisting procedures as set forth in Section 804.00.

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