

EXHIBIT 5

Added text underlined;  
Deleted text in [brackets]

NYSE Listed Company Manual

\* \* \* \* \*

**312.07 Where Shareholder**

Where shareholder approval is a prerequisite to the listing of any additional or new securities of a listed company, or where any matter requires shareholder approval, the minimum vote which will constitute shareholder approval for such purposes is defined as approval by a majority of votes cast on a proposal in a proxy bearing on the particular matter. For purposes of the foregoing, a company must calculate the votes cast in accordance with its governing documents and any applicable state law.

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