

**Additions underlined.
Deletions [bracketed].**

NYSE Listed Company Manual

General Organization

Guide to Requirements for Submitting Data to the Exchange

This guide will aid in fulfilling the Exchange’s requirements for submitting data on a timely basis. Additional information relating to these requirements will be found in the Listing Agreement, a copy of which appears in the Manual at [Para.] Section 901.00 and thereafter.

Prompt submission is essential. All questions concerning requirements or interpretations thereof should be directed to the Company’s Exchange Representative.

Item	Due Date	No. of Copies	Listed Company Manual Ref.
<u>Press Releases Disclosing Material Corporate Developments</u>	<u>At least 10 minutes prior to release (between 9:00 a. m. and 5:00 p. m. EST), verbal communication should be given to the NYSE in line with the “Telephone Alert Policy” together with a copy of text promptly conveyed to the NYSE at least 10 minutes prior to release.</u>	<u>1</u>	<u>Section 202.06(B) Section 202.06 (C)</u>
Proxy Statement	When sent or given to any securityholders (30 days prior to meeting is recommended).	[6] <u>3</u>	[Para.] <u>Section 401.03</u> [Para.] <u>Section 402.01</u>
Dividend Notification	At least ten days in advance of record date.	1	[Para.] <u>Section 204.12</u>

Shareholders' Meeting/ <u>Notice of Record Date or Change of Record Date</u>	[Not later than the tenth day prior to the record date.] <u>At least ten days in advance of record date.</u>	1	[Para.] <u>Section 204.17</u> [Para.] <u>Section 204.21</u>
Changes in Treasury Stock	Within ten days after the end of a quarter in which a change occurs.	1	[Para.] <u>Section 204.25</u>
Changes in Executive Officers and Directors	As soon as practicable.	1	[Para.] <u>Section 204.10</u>
[Press Releases Disclosing Material Corporate Developments]	[At least 10 minutes prior to release (between 9:00 a. m. and 5:00 p. m. EST), verbal communication should be given to the NYSE in line with the “Telephone Alert Policy”, with copy of text promptly conveyed after the announcement is released.]	[1]	[Para. 202.06(B) Para. 202.06 (C)]
Additional Listing Applications	Two weeks prior to date shares are to be issued.	1	[Para.] <u>Section 703.01 (B)</u>

Section 2 Disclosure and Reporting Material Information

202.06 Procedure for Public Release of Information

(B) Telephone Alert to the Exchange

When the announcement of news of a material event or a statement dealing with a rumor which calls for immediate release is made shortly before the opening or during market hours (presently 9:30 A.M. to 5:00 P.M., New York time)*, the company must notify its Exchange representative by telephone at least ten minutes prior to release of the

announcement, to inform the Exchange of the substance of the announcement and the method by which the company intends to comply with the immediate release policy and providing the Exchange with the information necessary to locate the news upon publication. When the announcement is in written form, the company must also provide the text of such announcement to the Exchange [by email] through the Web-based notification methods specified in Section 204.00 at least ten minutes prior to release of the announcement. If the Exchange receives such notification in time, it will be in a position to consider whether, in the opinion of the Exchange, trading in the security should be temporarily halted. (See Rule 123D(1) for the Exchange's policies with respect to delayed openings and trading halts.) A delay in trading after the appearance of the news on the Dow Jones, Reuters or Bloomberg news wires provides a period of calm for public evaluation of the announcement. The halt also allows customers to revise the terms of limit orders on the specialist's book in view of the news announcement. Even if limit orders are not canceled or changed during the halt, the fact that trading is halted results in the reopening being considered a new opening, thereby enabling limit orders to participate at the new opening price regardless of the previously entered limit. A longer delay in trading may be necessary if there is an unusual influx of orders. The Exchange attempts to keep such interruptions in the continuous auction market to a minimum. However, where events transpire during market hours, the overall importance of fairness to all those participating in the market demands that these procedures be followed.

204.00 Notice to and Filings with the Exchange

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(A) Prompt [Written]Notice to the Exchange

Prompt [written] notice from the listed company to the Exchange is required in connection with certain actions or events [as specified in Sections 204.01 through 204.25, in addition to notice required to be given through the Exchange's telephone alert procedures. (See Section 202.06(B).)]. If a provision of the Listed Company Manual requires a company to give notice to the Exchange pursuant to this Section 204.00, the company shall provide such notice via a web portal or email address specified by the Exchange on its website (and the Exchange shall promptly update and prominently display the applicable information on its website in the event that it ever changes), except in emergency situations, when notification may instead be provided by telephone and confirmed by facsimile as specified by the Exchange on its website. For purposes of this Section 204.00, an emergency situation includes lack of computer or internet access; a technical problem on the systems of either the listed company or the Exchange; or an incompatibility between the systems of the listed company and the Exchange. If a material event or a statement dealing with a rumor which calls for immediate release is made shortly before the opening or during market hours, notice is required to be given through the Exchange's telephone alert procedures. (See Section 202.06(B).) If a rule containing a notification requirement does not specify that such requirement must be met

by complying with the notification procedures set forth in this Section 204.00, the company may use the methods provided by this Section 204.00 or any other reasonable method. Listed companies are encouraged to contact their Exchange representative if they have any questions about the appropriate method of providing notification under applicable Exchange rules.

204.06 Closing of Transfer Books

Prompt notice is required to be given to the Exchange in accordance with Section 204.00 of the fixing of a date for closing of the transfer books or taking of a record of shareholders (in respect to a listed security) for any purpose. This notice should be received by the Exchange not later than the tenth day prior to the closing or record date, unless arrangements have been made in advance for a shorter period of advance notice.

204.12 Dividends and Stock Distributions

Prompt notice will be given to the Exchange as to any dividend action or action relating to a stock distribution in respect of a listed stock (including the omission or postponement of a dividend action at the customary time as well as the declaration of a dividend). Such notice is in addition to immediate publicity and should be given at least ten days in advance of the record date. The dividend notice should be given to the Exchange [preferably by FAX (212) 656-5893; or, if by telephone, promptly confirmed by FAX, telegram or letter] in accordance with Section 204.00. Notice should be given as soon as possible after declaration and in any event, no later than simultaneously with the announcement to the news media. The notice should include:

204.17 Meetings of Shareholders

The Exchange is required to be given at least ten days' notice of the fixing of a date for the closing of transfer books in connection with any meeting of shareholders. See Section 204.21. The notice should include the record date and the meeting date and should be provided in accordance with Section 204.00.

204.21 Record Date

Prompt notice is required to be given to the Exchange of the fixing of a date for the taking of a record of shareholders, or for the closing of transfer books (in respect of a listed security), for any purpose. The notice should state the purpose or purposes for which the record date has been fixed. This notice should be [FAXED (212) 656-5893; or,

if by telephone, promptly confirmed by FAX, telegram or letter] provided to the Exchange in accordance with Section 204.00.

204.22 Redemption of Listed Securities

In addition to giving the matter immediate press publicity, the company is required to give prompt notice in accordance with Section 204.00 to the Exchange of any corporate action it may take toward redemption, retirement or cancellation of a listed security (in whole or in part). Such notice is required to be received by the Exchange not later than the fifteenth day prior to the redemption date.

In addition, the company is required to give notice to the Exchange in accordance with Section 204.00 of any action, other than that which it may take itself, which will lead to redemption, retirement, or cancellation of a listed security as soon as it acquires knowledge of such action.

Section 3 Corporate Responsibility

311.01 Publicity and Notice to the Exchange of Redemption

A company's listing agreement with the Exchange requires that prompt publicity be given and prompt notice be sent to the Exchange of corporate action (or any action of which the company has knowledge) which will result in, or which looks toward, either the partial or full call for redemption of a listed security.

Full responsibility for the release of such news is placed upon the company. The company should coordinate with its trustee or agent so that the company may be assured such obligation has been fulfilled.

The company shall follow the timely disclosure/telephone alert procedures of the Exchange which are found in [Paras.] Sections 202.05 and 202.06(B).

The news release and notice to the Exchange shall be made as soon as possible after taking corporate action which will lead to, or which looks toward, partial or full redemption, or as soon as possible after the company acquires knowledge of any such action taken by others, and should be made by the fastest available means. Notice to the Exchange shall be received by the Exchange at least fifteen days in advance of the redemption date. Attention is called to the act that the Exchange must receive at least ten days' notice of any date for the taking of a record of shareholders or closing of transfer books.

In the case of a total redemption, immediate notice to the Exchange has the additional importance of enabling the Exchange to give prompt notice of the redemption over its ticker system as a precaution against the investing public dealing in the security without knowledge of the impending redemption. It also permits the Exchange promptly to issue a ruling as to the basis of further dealings in the security, attach a special designation to its ticker symbol, and take other steps for continuance of an orderly market in the security.

Information to Be Included in Publicity and Notice to the Exchange

The press release and notice to the Exchange should indicate:

- The redemption date, redemption price and any dividend or interest to be paid upon redemption.
- If provision is to be made for payments of redemption funds to holders of the redeemed security prior to the redemption date, when such funds will be available to holders.
- The name and address of the redemption or paying agent.
- If a redeemed security is convertible, the name and address of the conversion agent, the rate of conversion and the date and time when the conversion period will expire. If there will be a period during which conversions cannot be effected, indicate the dates beginning and ending that period.
- Where the securities to be redeemed are convertible, if any dividend declared (or accrued) on or before the date of the redemption remains unpaid on the class of security issuable upon conversion of the securities to be redeemed, whether or not shares issued upon such conversion will be entitled to receive such dividend.
- If, in the case of a partial redemption, a record date is to be employed or if the transfer books are to be closed for the purpose of a determination of the shares to be redeemed, the date of record or dates of closing and reopening of the books.
- In the case of a partial redemption, the total number (or maximum number) of shares to be redeemed.
- In the case of a partial redemption of bonds, the total principal amount of bonds to be redeemed, and the dollar amount of interest which will be paid on the redeemed securities upon redemption.

The notice to the Exchange should also indicate:

- The method, in the case of a partial redemption, by which shares to be redeemed will be selected (pro rata, by lot, etc.).

•Whether, in the case of a partial redemption, the transfer books will be closed permanently with respect to the shares to be redeemed, when such closing will take place or whether stamped certificates will be issued upon transfer of the shares to be redeemed.

[The notice to the Exchange must be in writing, and if possible delivered by hand to the Exchange. If immediate hand delivery cannot be made, notice to the Exchange of the redemption action should be given by telephone no later than simultaneously with the release of the information to the newspapers and news wire services and confirmed promptly by FAX (212) 656-5893.]

Section 4 Shareholder's Meetings and Proxies

401.02 Notice to the Exchange

The Exchange requires immediate notification [by phone and in writing (or FAX (212) 656-5893)] in accordance with Section 204.00 of dates set in connection with the calling of any meeting of shareholders. A minimum of ten days' notice is required prior to the record date (including any change in record date) established (or closing of the transfer books) for determination of shareholders entitled to vote at the meeting. The notice must indicate the meeting and record dates and should describe the matters to be voted upon at the meeting, unless accompanied by printed material being sent to shareholders which describes those matters.

402.01 Filing Proxy Material with the Exchange

[Six]Three definitive copies of the proxy material (together with proxy card) shall be filed with the Exchange not later than the date on which such material is sent, or given, to any security holders. This number includes the three copies of such material required to be filed with the Exchange by Rule 14a-6(c) under the Securities Exchange Act of 1934.

Section 6 Agencies, Depositories, Trustees

601.00 Services to be Provided by Transfer Agents and Registrars

(A) No change.

(B) **For Listed Bonds**

The term “bond” includes any security evidencing indebtedness.

A company having bonds listed on the Exchange is required to maintain facilities where:

- All bonds of the company listed on the Exchange which may be registered as to principal and interest, or as to principal only, may be accepted for registration.
- All such bonds which are convertible or called for redemption will be accepted for such conversion or redemption.
- All rights or benefits pertaining to ownership of listed bonds of the company, and issued, granted or allotted by the company, will be accepted for transfer, payment or exercise.
- Principal of, and interest on, all bonds of the company listed on the Exchange will be payable.

Note: Transfer agents need not notify the Exchange of each issuance of shares, nor is it necessary for registrars to obtain a release from the Exchange before registering additional shares. It is necessary only for transfer agents to notify the Exchange of the number of shares outstanding at the end of each calendar quarter. The notification should be provided within 10 days of the end of the quarter in accordance with Section 204.00. [Preferably, this information should be sent by email to SharesAdmin@nyse.com, as an attachment in the appropriate file format. Please contact NYSE Securities Operations at the same email address for file format requirements. Alternatively, a fax may be used for this purpose. The number is (212) 656-5893.]

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