

October 17, 2003

Nancy J. Sanow, Esq.
Assistant Director
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Amendment No. 3 to File No. SR-NYSE-2002-33
Relating to Corporate Governance

Dear Ms. Sanow:

Pursuant to communications between the staff of the Divisions of Corporation Finance and Investment Management of the Securities and Exchange Commission and the New York Stock Exchange staff, the Exchange hereby submits this Amendment No. 3 to the above-captioned filing. The Exchange hereby revises its Form 19b-4 (and Exhibit 1 thereto), as well as Exhibit A thereto, as follows.

1. Change to Section 3(a) of the Form 19b-4 and Section II A.1 of Exhibit 1 thereto.

Amend the last sentence of the third paragraph on page 9 of the Form 19b-4, as well as the last sentence of the third full paragraph on page 38 of Exhibit 1 thereto, to Amendment No. 2 to 2002-33 filed on October 8, 2003, as follows:

[Such procedures must be set forth in the audit committee charter.] This responsibility must be addressed in the audit committee charter.

2. Change to Exhibit A.

Substitute the following text, which appears in Exhibit A to the filing (deletions are bracketed; additions are underlined):

Listed Company Manual

* * * *

303.00 Corporate Governance Standards

* * * *

303A

General Application

* * * *

Equity Listings

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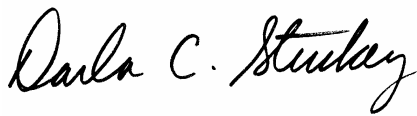
Closed-End and Open-End Funds

* * * *

Rule 10A-3(b)(3)(ii) under the Exchange Act requires that each audit committee must establish procedures for the confidential, anonymous submission by employees of the listed issuer of concerns regarding questionable accounting or auditing matters. In view of the external management structure often employed by closed-end and open-end funds, the Exchange also requires the audit committees of such companies to establish such procedures for the confidential, anonymous submission by employees of the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the management company, as well as employees of the management company. [Such procedures must be set forth in the audit committee charter.] This responsibility must be addressed in the audit committee charter.

* * * *

Sincerely,



Darla C. Stuckey
Corporate Secretary