

New York Stock Exchange Listing Application



Checklist

1. Six copies of a typewritten draft of the **listing application** (one of which must be an original document signed by an executive officer of the company) and three complete sets of attachments referenced by the application. In the case of an initial public offering, 12 copies of the preliminary prospectus and when available 10 copies of the final prospectus as well as the listing application. For both original listings and IPOs the application once finalized, must be printed and 12 copies submitted to the Exchange.
2. The **Statement of Understanding** regarding NYSE Allocation Policy and Procedures signed by an executive officer of the company.
3. **Allocation Decision** form signed by an executive officer of the company (if the company chooses to select a specialist unit under "Option 1" of the Allocation Policy and Procedures).
4. A **letter from the company** acknowledging its obligation to perform undertakings that are conditions of listing as outlined in the NYSE clearance letter.
5. One signed copy and one conformed copy of the **Form of Registration (Form 8-A)** pursuant to section 12(b) of the Securities Exchange Act of 1934. The company should file (simultaneous to submission of the application or shortly thereafter with the SEC.
6. For currently public companies a copy of a recent **distribution schedule** signed by the transfer agent.
7. For companies listing in conjunction with an initial public offering, a letter from the **underwriter undertaking** to distribute in such a manner to meet NYSE shareholder, public shares & public market value standards.
8. Certified copy of each of the following resolutions (samples attached):
 - 8a Resolution of the Board of Directors authorizing application to the Exchange for the listing of securities for which listing application is made.
 - 8b Resolution of the Board of Directors authorizing issuance of any *unissued* securities (e.g., option plans, shares to be issued upon conversion, etc.) for which listing application is made.
 - 8c Resolution of shareholders authorizing issuance (if corporate procedure requires such action) of any *unissued* securities (e.g., option plans, shares to be issued upon conversion, etc.) for which listing application is made.
 - 8d Resolution of the Board of Directors authorizing appointment of the transfer agent(s) and registrar(s).
9. Copies of opinions filed with the SEC in connection with recent public offerings or, if such opinions are unavailable, a certificate of good standing for the company from its state of incorporation.
10. **Listing Agreement** executed by the designated officer and affixed with the corporate seal.
11. **Listing Fee Agreement** executed by the designated officer and affixed with the corporate seal. Company will receive an invoice for the original listing fee and pro-rated continuing annual fee subsequent to the commencement of trading of the company's shares.

Checklist (cont.)

12. Proofs of temporary **stock certificates** (if alterations to existing certificates were required as a condition of listing) and definitive specimens when available.
13. **Letter from the transfer agent** stating that a sufficient supply of certificates is on hand to meet the demands of transfers and exchanges.
14. **Letter from the registrar** certifying the number of shares for which listing application is made.
15. **Memorandum with Respect to Unpaid Dividends, Unsettled Rights and Record Dates.**
16. Copy of the **corporate charter** with all amendments, certified by the secretary of the state of incorporation.
17. Copy of the **corporate by-laws** with all amendments, certified by the secretary of the company.
18. Copy of any **proxy/prospectus** made under the Securities Act of 1933 within the past year relating to the securities proposed for listing.
19. Copy of the certificate or order of any **public authority** (if applicable) having jurisdiction over the company in the matter of approving or authorizing issuance of any unissued securities proposed for listing.
20. Any other items or documents required as a condition of listing in the NYSE clearance letter to the company.

Guidelines for Preparation

 Listing Application to
 New York Stock Exchange, LLC

*(Application Number)**

(Date)

 (Company Name)

 Shares of

 Stock

 (Title)

 Par Value

 Cusip No.

and

[any additional securities e.g.: warrants, debt, stock purchase rights, preferred]

Original Listing

No. of shares of common stock issued as of:

No. of shareholders of record as of:

 (Date)

 (Date)

 (Number)

 (Number)

 (Excluding _____ shares held in treasury)
 (Number)

Description of Transaction

State that the listing application is the company's original application for the listing of its securities on the Exchange.

Cross-reference may be made to any Securities Act Prospectus, 10K or annual report attached as part of the application. To the extent that the required informational material is covered in the attachments, the data need not be repeated in the narrative sections. However, appropriate cross-references should be included under each caption.

Shares Applied for but not yet Issued

The material under this caption will be applicable only where unissued securities are included in the application.

The transactions for which share reserves are needed should be described in sufficient detail to set forth the essential facts.

If the company must reserve shares for a merger or acquisition that is scheduled to close around the time of the original listing date, consult with the company's Exchange representative for special instructions.

* Number to be assigned upon authorization by NYSE.

Guidelines for Preparation (cont.)

Authority for Issuance	<p>Give the dates directors approved the purpose for and issuance of any unissued securities covered by the application. If shareholder approval has been or will be given, give that date also.</p>
History and Business	<p>State where and when the company was organized, its form of organization, and the duration of its charter. Give in succinct form the history of its development and growth in the particular line of business now conducted. If organized as the result of a merger, consolidation or reorganization, trace the history of the predecessor companies. If organized through reorganization, describe briefly the circumstances leading to, and the effect of, the reorganization.</p> <p>Describe briefly the present business of the company and its subsidiaries or controlled companies, including the principal products manufactured or services performed, principal markets for products and raw materials, operations conducted, merchandising or product-distribution methods, and, in general, furnish such information as will serve to indicate clearly the growth and development of the particular industry in which the company is engaged and the growth and development of the company and the relative ranking it occupies in its field.</p> <p>If a material part of the business is dependent upon patents, proprietary formulae or secret processes, so state. Give date of expiration of principal patents or proprietary interests in principal formulae.</p> <p><i>Public Utilities</i> – In the case of public utilities, the description of the business should include the various services rendered by the system, the proportionate gross revenue derived from each service, and the territory and population served by each service.</p> <p>Indicate the number of customers, or meters in service, classifying them into categories such as residential, industrial or commercial, municipalities, etc.</p> <p>State the aggregate number of kilowatt-hours of electricity or cubic feet of gas, sold annually for the past five years and the aggregate revenue derived from each service annually during that period, for each customer classification.</p> <p>State average and peak loads and installed capacity, indicating whether the figures given represent rated capacity or actual capacity.</p> <p>Describe, in general terms, interconnection facilities and arrangements for purchases or sales of electricity and gas.</p>
Property Description	<p>Describe briefly the physical properties of the company and its subsidiaries or controlled companies, stating location, type of construction and area of plants and buildings, functions thereof, condition of equipment, acreage, transportation facilities, etc. State whether properties are owned or leased. Indicate normal capacity of plants in terms of units of production where possible.</p>
Affiliated Companies	<p>Give a list of all subsidiary or controlled companies, including all companies in which the company owns or controls directly or indirectly 50% or more of the voting power. Indicate as to each such company the amount of each class of capital stock outstanding and show the amount of each class owned, directly or indirectly, by the parent company. State briefly the proportionate revenue/earnings each such company has in the business.</p> <p>If the company has a substantial but less than controlling interest in any company or organization, such interests should be similarly described.</p> <p>Indicate, to the extent that the information is available, the name of any company, individual or other entity that owns, directly or indirectly, 10% or more of any class of voting stock of the company, and the extent of such ownership.</p> <p>If control of the company is held by any other company through lease or contract, describe the circumstances of such control.</p>

Guidelines for Preparation (cont.)

Management	<p>Give the names and titles of all directors and officers, stating other principal business affiliations they may have. Give a brief biographical outline for each of the principal officers of the company. If directors are elected by classes, so indicate.</p>
Capitalization	<p>Give a summary statement of changes in authorized stock capitalization of the company since organization, with reference to dates of corporate actions effecting such changes. This data may be given in narrative form if desired, but if changes have been numerous, a tabulated statement is preferable.</p> <p>Give in tabular form a statement as to substantial changes in the outstanding amounts of stock of the company over the period of the past five years, showing dates on which authorized for issuance, purpose of issuance and consideration received. The statement should show shares reacquired by the company or its subsidiary or controlled companies.</p>
Funded Debt	<p>State the aggregate amount of funded debt of the company and its subsidiary or controlled companies, and give a list of the outstanding issues and amounts, indicating amounts held by subsidiary or controlled companies. If such list is extensive, it may be attached to the application as an exhibit.</p>
Stock Provisions	<p>If application is being made to list stock, give a summary of the rights, preferences, privileges and priorities of the class of stock for which application is made. Provide similar information on any other class of stock that is senior or equal to the proposed issue.</p> <p>If application is being made to list one or more senior classes of stock, recite verbatim the charter provisions attaching thereto, and to each class on a parity therewith or senior thereto, in an exhibit appended to the application in addition to the summarized statement included in the application.</p> <p>Give a summary statement of any provisions of any indentures or agreements restricting payment of dividends or affecting voting rights of the class of stock applied for.</p> <p>State whether or not shareholders of any class have pre-emptive rights to subscribe to additional issues, whether by charter provision or statute.</p>
Employees – Labor Relations	<p>State total number regularly employed and, if subject to seasonal fluctuation, the maximum and minimum numbers employed during the preceding 12 months.</p> <p>State dates and duration of material work stoppages due to labor disagreements during the past three years, and the general terms of settlement of such disagreements.</p> <p>Describe briefly any pension, retirement, bonus, profit participation, stock purchase, insurance, hospitalization, or other plans of benefit to employees that may be in effect.</p>
Shareholder Relations	<p>Describe briefly the procedures followed by the company in the field of shareholder relations, indicating, among other things, the method by which shareholders are informed of either a declaration of dividends or a failure to declare a dividend at an accustomed time; whether interim statements of earnings are mailed to shareholders or released to the press; how soon after the close of the period such interim statements usually are available; and whether the company advises shareholders or otherwise gives periodic publicity to the progress of the company or to new developments in its affairs (otherwise than through interim statements of earnings or annual reports and proxy statements).</p>

Guidelines for Preparation (cont.)

Dividend Record

State the amount of dividends (per share and in the aggregate) paid by the company (or its predecessors) during each of the five preceding years. Show stock dividends separately, indicating, in respect to each stock dividend, the percentage amount, the number of shares issued in payment, the amount per dividend share, the aggregate charged against earnings or retained earnings, and the basis for calculating the amount charged.

State the aggregate and per share amount of any preferred dividend arrearages.

Indicate whether dividends have been paid on a quarterly, semiannual or annual basis and state how long dividends have been paid without interruption.

State the record date, payment date and date of declaration with respect to each dividend paid during the past two years.

Options, Warrants, Conversion Rights, etc.

State the terms and conditions of any options, purchase warrants, conversion rights or any other commitments, whether of definitive or contingent nature (including stock compensation or remuneration plans), under which the company may be required to issue any of its securities. If there are no such commitments, so state.

In the case of options granted to directors, officers or employees and stock compensation or remuneration plans relating to directors, officers or employees, indicate whether or not the options or plans, or some measure or proposal implementing them, were approved by shareholders and, if so approved, the date of approval.

If any of the above data is fully stated under "Capitalization Section" or elsewhere in the application, it may be omitted here and reference made to the other statement.

Litigation

Describe all pending litigation of a material nature in which the company or any of its subsidiaries or controlled companies may be involved that may affect its income from, title to or possession of any of its properties.

Business, Financial and Accounting Policies

Independent Public Accountants – State the name of independent public accountants; how long they have audited the company's accounts; when and by whom they were appointed; whether or not they report directly to the board of directors; whether they make a continuous or periodic audit; the extent of their authority to examine all records and supporting evidence; whether or not they are authorized or invited to attend shareholders' meetings; whether they do attend such meetings; and, if they do attend, whether or not they are authorized to answer questions raised by shareholders.

Chief Executive Officer – State the name and title of the chief executive officer.

Chief Financial Officer – State the name and title of the company's chief financial officer; to whom he reports and the extent of his authority; whether or not he attends meetings of the board of directors.

Commitments – Indicate whether or not it is the policy of the company to make future commodity commitments to an extent that may materially affect its financial position.

Indicate whether or not, in the normal course of business, it is necessary to expand working capital through short-term loans (or otherwise) to a material extent.

Other Policies – Describe other policies, in cases where, because of the nature of the industry or circumstances peculiar to the company, unique business, financial or accounting policies are considered to be of material effect in determination of the company's income or its financial position, or in interpretation of its financial statements.

Guidelines for Preparation (cont.)

Financial Statements

Include in the listing application the following financial statements:

- A summary statement of earnings, prepared in conformity with generally accepted accounting principles, for the last five fiscal years.
- Consolidated financial statements, prepared in conformity with generally accepted accounting principles, together with the report of the company's independent public accountants.
- The latest available interim financial statements for the current fiscal year, prepared in conformity with generally accepted accounting principles. The interim statements shall include a report thereon by the company's chief financial officer if such statements have not been audited.
- Pro- forma or "giving effect" consolidated financial statements in cases where there has been, or is contemplated, any major financing, recapitalization, acquisition or reorganization.

Parent Company Statements – Statements of the parent company as a separate corporate entity may also be required if such statements appear essential or desirable. In general, parent company statements are not required in cases where the subsidiaries are wholly owned and do not have any substantial amount of funded debt outstanding.

Form of Financial Statements – The Exchange does not attempt to prescribe the form or detail of the financial statements included in the listing applications. It is required that such statements be prepared in conformity with generally accepted accounting principles.

It is the practice of the Exchange to ask the company to submit its financial statements, initially, in the form in which they have been published in the annual reports to shareholders. Those statements are examined by the Exchange staff. Such changes as may seem desirable are discussed with the company.

When preparing financial statements for inclusion in a listing application, it should be noted that the Listing Agreement, filed by the company in support of the application, requires that all financial statements contained in the company's future annual reports to shareholders be in the same form as the statements contained in the listing application or as modified by agreement of the company and the Exchange.

Opinion of Counsel

The applicant must provide copies of opinions filed with the SEC in connection with recent public offerings or, if such opinions are unavailable, a certificate of good standing for the company from its state of incorporation.

Registration Under the Securities Exchange Act of 1934

A registration Statement on Form 8A has been filed with the Securities and Exchange Commission and the Exchange for registration of the Company's Common Stock pursuant to Section 12 (b) of the Securities Exchange Act of 1934, as amended.

Listing Agreement

State that the company has executed and filed a copy of the standard form of the Listing Agreement and that is available at the Exchange for review upon request.

Guidelines for Preparation (cont.)

General Information

Under this heading state:

Date on which fiscal year ends.

Principal business address and statutory address of the company.

Date and place of annual meeting and percentage of voting stock constituting a quorum for meetings of shareholders.

Names and addresses of transfer agent and registrar if listing of stock is applied for, or names and addresses of trustee (and co-trustee), fiscal and paying agents and agents for registry and interchange, if listing of bonds is applied for, and names and addresses of any other agencies for service of the securities for which the listing application is made.

Approximate number of round-lot holders, or total shareholders, including those held by nominees for member firms/fiduciaries. (The Exchange will supply these figures based upon its analysis).

(Company Name)

By: _____
(Name and Title)

The New York Stock Exchange, Inc., hereby authorizes the listing of _____ Shares of _____ Stock, \$ _____ Par Value, of _____ all of which are issued and outstanding. (Company)

The Exchange also authorizes the listing of _____ Additional Shares of _____ Stock upon official notice of issuance for the purposes set forth above, making a total of _____ Shares of _____ Stock authorized to be listed.

LAWRENCE LEIBOWITZ
Group EVP & Head of U.S. Markets & Global Technology
NYSE Euronext

DUNCAN L. NIEDERAUER
Chief Executive Officer
NYSE Euronext

Guidelines for Preparation (cont.)

Exhibits

Data included in the application as exhibits instead of the narrative section should be arranged in the same sequence as the occurrence of references thereto in the narrative section. Each exhibit should be alphabetically designated.

The exhibits should follow immediately after the signature page and shall be introduced by a paragraph reading:

"These exhibits constitute an essential part of the application. The statements of fact contained herein are made on the authority of the applicant corporation in the same manner as those in the body of the application.."



NYSE Policy/Procedures for Selecting a Designated Market Maker

NYSE Designated Market Makers (DMMs) have obligations to maintain orderly markets and facilitate price discovery in their assigned securities. Below is a summary of NYSE Policy and Procedures for selecting a DMM.

Issuer has two options

Option 1: Issuer selects an eligible DMM

Option 2: Issuer delegates authority to the Exchange to select an eligible DMM

Summary of Option 1:

- The Exchange will provide the issuer with a list of eligible DMMs and their contact information as well as certain market performance information on each.
- Prior to identifying its pool of candidates, the issuer may contact the DMMs to get better acquainted with their operations and management.
- The issuer must provide the Exchange with its list of DMM units to be included in the pool of candidates for interview.
- The size of the pool can range from a minimum of three to a maximum of six (the current number of registered DMM units, all of which are eligible).
- At time it submits its pool selection, the issuer must also provide a signed copy of the *NYSE Statement of Understanding* acknowledging it has read this summary description of the selection process.
- DMM units selected for the pool will be notified by the Exchange. Upon such notice, each DMM is strongly encouraged to cease communication with the issuer until the interviews are completed and the DMM selected.
- The interviews should be held within five business days after the issuer selects its pool. They may take place later or be conducted by telephone, where necessary.
- At least one representative of the listing company participating at the interview must be a senior official of the rank of Corporate Secretary or above. No more than three representatives of each DMM may participate. Each DMM representative must be an employee of the firm, and one must be the individual who is proposed to trade the company's stock.
- DMMs in the pool may provide marketing material to the Exchange, which will be given to the issuer before the scheduled interviews. The material may include performance data provided to the issuer by the Exchange.
- Within two business days of the interviews, the issuer should make its decision and submit the DMM Selection form. The form will be given to the issuer at time of the interviews. An issuer may request an extension from the Exchange if unable to complete its selection within the specified period.

NYSE Policy/Procedures for Selecting a Designated Market Maker (cont.)

- The selection decision will remain effective for six months. If the issuer does not list within a six month period, it must go through the selection process again choosing option one or two.
- The individual trader of the DMM selected must handle the stock for one year from date of listing.
- The DMM may designate a different individual during this period provided it notifies the Exchange of the change and the reasons, along with consent and approval of the issuer.

Summary of Option 2:

- An Exchange Selection Panel will make the decision at the request of the issuer.
- The Panel consists of three Floor members (one broker Executive Floor Governor and two broker Floor Governors) and three members of Exchange senior management.
- Panel members will receive all the information provided to the issuer, including the marketing materials submitted by each eligible DMM for consideration.
- An Exchange representative will promptly notify the issuer of its decision and immediately thereafter the DMM selected.
- As with option one, the length of time the decision remains in effect and the individual trader must handle the stock applies to this option.

Designated Market Maker Firms of the NYSE
Business Development Contacts

SPECIALIST FIRM / WEBSITE	CONTACT	PHONE	E-MAIL
Banc of America Specialists 14 Wall Street, 21 st Floor New York, NY 10005 www.bancofamericaspecialist.com	John Kosakowski Anna Sakalis	(212) 589-0152 (212) 589-0106	john.kosakowski@bankofamerica.com anna.sakalis@bankofamerica.com
Barclays Capital 45 Broadway, 20 th Floor New York, NY 10006 www.barclayscapital.com	Carmen Barone Brian Newman John Biggs	(646) 333-7016 (646) 333-7017 (212) 526-0134	Carmen.barone@barclayscapital.com Brian.newman@barclayscapital.com John.biggs@barclayscapital.com
Kellogg Specialist Group, LLC 14 Wall St., 27 th Floor New York, NY 10005 www.kellogggroup.com	Jim Stack Matthew Schwark	(212) 607-5076 (212) 607-5081	jstack@kellogggroup.com mschwark@kellogggroup.com
LaBranche & Co., Inc. One Exchange Plaza, 26 th Floor New York, NY 10006 www.labranche.com	Tom McLaughlin John Longobardi	(212) 820-0464 (212) 820-0442	mclaughlin@labranche.com jlongobardi@labranche.com
Spear, Leeds & Kellogg Specialists, LLC 1 New York Plaza, 42 nd Floor New York, NY 10004 www.slk.com	Tom Baumann Matthew Beck	(212) 902-2102 (212) 902-2167	tbaumann@slk.com mbeck@slk.com

Statement of Understanding*

Regarding NYSE Designated Market Marker Selection (DMM) Policy and Procedures

In connection with our original listing application to the New York Stock Exchange, we acknowledge that we have been provided with a summary of the NYSE DMM Selection Policy and Procedures and understand the options presented therein.

DMM Selection Option:

In accordance with the New York Stock Exchange DMM Selection Policy and Procedures, the company has selected:

Option 1 – (please initial selection) _____
The Company selects a pool of eligible DMMs (minimum of three) from which the company will interview and choose one. The list of DMM's that we have selected to interview accompany the Statement of Understanding.

Option 2 – (please initial selection) _____
We delegate authority to the Exchange Selection Panel to select an eligible DMM.

Signature (Corporate Secretary or higher)_____
Date_____
Title_____
Company

* The Statement of Understanding is to be submitted with the company's signed, original listing application.

Statement of Understanding*

Regarding NYSE Designated Market Maker (“DMM”) Policy and Procedures for a Spin-Off or Company Related to a NYSE Listed Company

In connection with our original listing application to the New York Stock Exchange, we acknowledge that we have been provided with a summary of the DMM Policy and Procedures. We have reviewed the policy and we understand the options presented therein.

Designated Market Maker Selection Option:

In accordance with the NYSE DMM Selection Policy and Procedures, the company has selected the following (please check applicable boxes):

To stay with the DMM unit _____ (name of DMM unit)
registered in the related listed company _____ (name of related listed company).

or

We choose one of the following options:

Option 1 – We select a pool of eligible DMMs (minimum of three). The list of DMM's that we have selected to interview accompany the Statement of Understanding.

Option 2 – We delegate authority to the Exchange Selection Panel to select an eligible DMM.

Signature

Date

Title

Company

* The Statement of Understanding is to be submitted with the company's signed original listing application.

Designated Market Maker Selection

In accordance with the NYSE Designated Market Maker Selection Policy and Procedures, we have interviewed each DMM from the pool we previously chose and have selected _____ to maintain the market in our company's shares on the New York Stock Exchange.

Signature (Corporate Secretary or higher)

Date

Title

Company

* The Company's DMM Selection form is to be submitted to the New York Stock Exchange staff within two business days after DMM Interviews have been completed. If trading of the company's shares is to occur the same week as the DMM Interviews, the company must submit this decision form on the day prior to trading, at the latest.

Listing Agreement

Nothing in the following Agreement shall be so construed as to require the Corporation to do any acts in contravention of law or in violation of any rule or regulation of any public authority exercising jurisdiction over the Corporation.

_____ (hereinafter called the "Corporation"), in consideration of the listing of the securities covered by this application, hereby agrees with the New York Stock Exchange (hereinafter called the "Exchange"), as follows:

- I.**
1. The Corporation will promptly notify the Exchange of any change in the general character or nature of its business.
 2. The Corporation will promptly notify the Exchange of any changes of officers or directors.
 3. The Corporation will promptly notify the Exchange in the event that it or any company controlled by it shall dispose of any property or of any stock interest in any of its subsidiary or controlled companies, if such disposal will materially affect the financial position of the Corporation or the nature or extent of its operations.
 4. The Corporation will promptly notify the Exchange of any change in, or removal of, collateral deposited under any mortgage or trust indenture, under which securities of the Corporation listed on the Exchange have been issued.
 5. The Corporation will:
 - a) File with the Exchange four copies of all material mailed by the Corporation to its stockholders with respect to any amendment or proposed amendment to its Certificate of Incorporation.
 - b) File with the Exchange a copy of any amendment to its Certificate of Incorporation, or resolutions of Directors in the nature of an amendment, certified by the Secretary of the state of incorporation, as soon as such amendment or resolution shall have been filed in the appropriate state office.
 - c) File with the Exchange a copy of any amendment to its By Laws, certified by a duly authorized officer of the Corporation, as soon as such amendment shall have become effective.
 6. The Corporation will disclose in its annual report to shareholders, for the year covered by the report:
 - a) The number of shares of its stock issuable under outstanding options at the beginning of the year; separate totals of changes in the number of shares of its stock under options resulting from issuance, exercise, expiration or cancellation of options; and the number of shares issuable under outstanding options at the close of the year.
 - b) The number of unoptioned shares available at the beginning and at the close of the year for the granting of options under an option plan.
 - c) Any changes in the exercise price of outstanding options, through cancellation and reissuance or otherwise, except price changes resulting from the normal operation of anti-dilution provisions of the options.
 7. The Corporation will report to the Exchange, within ten days after the close of a fiscal quarter, in the event any previously issued shares of any stock of the Corporation listed on the Exchange have been reacquired or disposed of, directly or indirectly, for the account of the Corporation during such fiscal quarter, such report showing separate totals for acquisitions and dispositions and the number of shares of such stock so held by it at the end of such quarter.
 8. The Corporation will promptly notify the Exchange of all facts relating to the purchase, direct or indirect, of any of its securities listed on the Exchange at a price in excess of the market price of such security prevailing on the Exchange at the time of such purchase.
 9. The Corporation will not select any of its securities listed on the Exchange for redemption otherwise than by lot or pro rata, and will not set a redemption date earlier than fifteen days after the date corporate action is taken to authorize the redemption.

Listing Agreement (cont.)

10. The Corporation will promptly notify the Exchange of any corporate action which will result in the redemption, cancellation or retirement, in whole or in part, of any of its securities listed on the Exchange, and will notify the Exchange as soon as the Corporation has notice of any other action which will result in any such redemption, cancellation or retirement.
11. The Corporation will promptly notify the Exchange of action taken to fix a stockholders' record date, or to close the transfer books, for any purpose, and will take such action at such time as will permit giving the Exchange at least ten days' notice in advance of such record date or closing of the books.
12. In case the securities to be listed are in temporary form, the Corporation agrees to order permanent engraved securities within thirty days after the date of listing.
13. The Corporation will furnish to the Exchange on demand such information concerning the Corporation as the Exchange may reasonable require.
14. The Corporation will not make any change in the form or nature of any of its securities listed on the Exchange, nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the securities as changed if the Exchange shall so require.
15. The Corporation will make available to the Exchange, upon request, the names of member firms of the Exchange which are registered owners of stock of the Corporation listed on the Exchange if at any time the need for such stock for loaning purposes on the Exchange should develop and in addition, if found necessary, will use its best efforts with any known large holders to make reasonable amounts of such stock available for such purposes in accordance with the rules of the Exchange.
16. The Corporation will promptly notify the Exchange of any diminution in the supply of stock available for the market occasioned by deposit of such stock under voting trust agreements or other deposit agreements, if knowledge of any such actual or proposed deposits should come to the official attention of the officers or directors of the Corporation.
17. The Corporation will make application to the Exchange for the listing of additional amounts of securities listed on the Exchange sufficiently prior to the issuance thereof to permit action in due course upon such application.

II

1. The Corporation will publish at least once a year and submit to its stockholders at least fifteen days in advance of the annual meeting of such stockholders and not later than three months after the close of the last preceding fiscal year of the Corporation, a balance sheet as of the end of such fiscal year, and a surplus and income statement for such fiscal year of the Corporation as a separate corporate entity and of each corporation in which it holds, directly or indirectly, a majority of the equity stock; or in lieu thereof, eliminating all intercompany transactions, a consolidated balance sheet of the Corporation and its subsidiaries as of the end of its last previous fiscal year and a consolidated surplus statement and a consolidated income statement of the Corporation and its subsidiaries for such fiscal year. If any such consolidated statement shall exclude corporations, a majority of whose equity stock is owned directly or indirectly by the Corporation; (a) the caption of, or a note to, such statement will show the degree of consolidation; (b) the consolidated income account will reflect, either in a footnote or otherwise, the parent company's proportion of the sum of, or difference between, current earnings or losses and dividends of such unconsolidated subsidiaries for the period of the report; and (c) the consolidated balance sheet will reflect, either in a footnote or otherwise, the extent to which the equity of the parent company in such subsidiaries has been increased or diminished since the date of acquisition as a result of profits, losses and distributions.

Appropriate reserves, in accordance with good accounting practice, will be made against profits arising out of all transactions with unconsolidated subsidiaries in either parent company statements or consolidated statements. Such statements will reflect the existence of any default in interest, cumulative dividend requirements, sinking fund or redemption fund requirements of the Corporation and of any controlled corporation, whether consolidated or unconsolidated.

2. All financial statements contained in annual reports of the Corporation to its stockholders will be audited by independent public accountants qualified under the laws of some state or country, and will be accompanied by a copy of the certificate made by such firm with respect to its audit of such statements showing the scope of such audit and the qualifications, if any, with respect thereto.

The Corporation will promptly notify the Exchange if it changes its independent public accountants regularly auditing the books and accounts of the Corporation.

3. All financial statements contained in annual reports of the Corporation to its stockholders shall be in the same form as the corresponding statements contained in the listing application in connection with which this Listing Agreement is made and shall disclose any substantial items of unusual or non-recurrent nature.

Listing Agreement (cont.)

4. The Corporation will publish quarterly statements of earnings on the basis of the same degree of consolidation as in the annual report. Such statements will disclose any substantial items of unusual or non-recurrent nature and will show either net income before and after income taxes or net income and the amount of income taxes.
5. The Corporation will not make, nor will it permit any subsidiary directly or indirectly controlled by it to make any, substantial charges against capital surplus, without notifying the Exchange. If so requested by the Exchange, the Corporation will submit such charges to stockholders for approval or ratification.
6. The Corporation will not make any substantial change, nor will it permit any subsidiary directly or indirectly controlled by it to make any substantial change, in accounting methods, in policies as to depreciation and depletion, or in bases of valuation of inventories or other assets without notifying the Exchange and disclosing the effect of any such change in its next succeeding interim and annual report to its stockholders.
7. The Corporation will maintain an audit committee in conformity with Exchange requirements (effective 6-30-78).

III

1.
 - a) The Corporation will maintain transfer facilities where:
 - 1) All stock of the Corporation listed on the Exchange will be accepted for the purpose of transfer.
 - 2) All such stock which is convertible or called for redemption will be accepted for such conversion or redemption.
 - 3) All subscription rights issued to holders of listed stock of the Corporation will be accepted for transfer or payment and securities subscribed for will be deliverable; and where all other rights or benefits pertaining to ownership of listed stock of the Corporation, which may be issued, granted or allotted by the Corporation, shall be accepted for transfer, exercise, payment and delivery.
 - 4) All dividends declared on stock of the Corporation listed on the Exchange will be payable.
 - b) If the transfer books for a security of the Corporation listed on the Exchange should be closed permanently, the Corporation will continue to split up certificates for such security into certificates of smaller denominations in the same name so long as such security continues to be dealt in on the Exchange.
 - c) The Corporation must also maintain registrar facilities for all stock of the company listed on the Exchange. The registrar must be located in close proximity to the location at which the transfer of such securities is serviced directly.
2. The Corporation will not appoint a transfer agent, registrar or fiscal agent of, nor a trustee under a mortgage or other instrument relating to, any security of the Corporation listed on the Exchange without prior notice to the Exchange, and the Corporation will not appoint a registrar for its stock listed on the Exchange unless such registrar, at the time of its appointment becoming effective, is qualified with the Exchange as a registrar for securities listed on the Exchange; nor will the Corporation select an officer or director of the corporation as a trustee under a mortgage or other instrument relating to a security of the Corporation listed on the Exchange.
3. The Corporation will have on hand at all times a sufficient supply of certificates to meet the demands for transfer. If at any time the stock certificates of the Corporation do not recite the preferences of all classes of its stock, it will furnish to its stockholders, upon request and without charge, a printed copy of preferences of all classes of such stock.
4. The Corporation will publish immediately to the holders of any of its securities listed on the Exchange any action taken by the Corporation with respect to dividends or to the allotment of rights to subscribe or to any rights or benefits pertaining to the ownership of its securities listed on the Exchange; and will give prompt notice to the Exchange of any such action; and will afford the holders of its securities listed on the Exchange a proper period within which to record their interests and to exercise their rights; and will issue all such rights or benefits in a form approved by the Exchange.

Listing Agreement (cont.)

5. The Corporation will solicit proxies for all meetings of stockholders.
6. The Corporation will issue new certificates for securities listed on the Exchange replacing lost ones forthwith upon notification of loss and receipt of proper indemnity. In the event of the issuance of any duplicate bond to replace a bond which has been alleged to be lost, stolen or destroyed and the subsequent appearance of the original bond in the hands of an innocent bondholder, either the original or the duplicate bond will be taken up and cancelled and the Corporation will deliver to such holder another bond therefore issued and outstanding.
7. The Corporation will pay when due any applicable Listing Fees established from time to time by the Exchange.

Date _____ By _____

Listing Fee Agreement

Agreement made this _____ day of _____ 20 _____ by _____

organized and existing under the laws of the State of _____ (hereinafter called the "Company"), with the New York Stock Exchange, Inc. (hereinafter called the "Exchange").**Witnesseth:**1. **Whereas** the Company has applied for the listing upon the Exchange of: _____

_____2. **Whereas** it is a condition precedent to the consideration of listing applications that this fee agreement be in effect between the Company and the Exchange covering the payment of initial and continuing annual fees.**Now, therefore**, in consideration of the Exchange receiving and considering the application for the listing of the aforementioned securities and subsequent applications, if any, for the listing of additional shares of such securities and/or other securities of the Company, the Company covenants and agrees to pay, when due, any applicable listing fees established from time to time by the Exchange.**In witness whereof**, the Company had caused these presents to be executed by its proper officers thereunto duly authorized and its corporate seal to be hereunto affixed, as of the day and year first above written.By _____
(Name and Title)Attest: _____
(Name and Title)

Stock Distribution Schedule

Record Date	Company
-------------	---------

Title of Stock Issue
Size of Holdings:

Number of Holders	Shares Held	Total Shares
	1 – 99	
	100 – 300	
	301 – 500	
	501 – 1,000	
	1,001 & up	
	Total	

The ten largest holdings on the Record Date were as follows:

1.	Shares	7.	Shares
2.	Shares	8.	Shares
3.	Shares	9.	Shares
4.	Shares	10.	Shares
5.	Shares		
6.	Shares	Total	Shares

Geographical Distribution

Holders		Shares	
Ala.	_____	Neb.	_____
Alas.	_____	Nev.	_____
Ariz.	_____	N.H.	_____
Ark.	_____	N.J.	_____
Cal.	_____	N.M.	_____
Colo.	_____	N.Y.	_____
Conn.	_____	N.C.	_____
Del.	_____	N.D.	_____
D.C.	_____	Ohio	_____
Fla.	_____	Okla.	_____
Ga.	_____	Ore.	_____
Hawaii	_____	Pa.	_____
Idaho	_____	R.I.	_____
Ill.	_____	S.C.	_____
Ind.	_____	S.D.	_____
Iowa	_____	Tenn.	_____
Kan.	_____	Texas	_____
Ky.	_____	Utah	_____
La.	_____	Vt.	_____
Me.	_____	Va.	_____
Md.	_____	Wash.	_____
Mass.	_____	W.Va.	_____
Mich.	_____	Wisc.	_____
Minn.	_____	Wyo.	_____
Miss.	_____	Other.	_____
Mo.	_____	Total	_____
Mont.	_____		

All stock is free for sale and is held under no syndicate, agreement or control.

Transfer Agent _____

Certified Correct _____

Memorandum with Respect to Unpaid Dividends, Unsettled Rights and Record Dates

Date: _____ Company: _____

Issue: _____

1. Have any dividends (cash or stock) been declared since the date of the last dividend mentioned in the listing application?

2. Are there any outstanding rights to subscribe or existing "when issued" trading that are not mentioned in the listing application?

3. Is a record of stockholders to be taken in the near future for any purpose (e.g., stockholder meetings, consents, etc.)?

By _____
(Name and Title)

Sample Documentation

- Corporate Resolutions
- Form 8-A / Form 20-F / Form 40-F
- Rule 315 Letter

Certificate of Secretary as to Adoption of Resolutions

CERTIFICATE

The undersigned hereby certifies that:

He/she is now and at all time herein mentioned has been the duly elected, qualified and acting Secretary of _____ (COMPANY NAME) _____, a duly organized and existing company, incorporated in (JURISDICTION OF INCORPORATION) _____, and in charge of the minute books and corporate records of said corporation. Attached hereto and marked Exhibit A is a true copy of resolutions duly adopted by the Board of Directors of said corporation on _____ (DATE) _____; and said resolutions have not been modified or rescinded and are at the date of this Certificate in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the corporate seal of said corporation on (DATE) _____.

(SIGNATURE)

(TITLE)

Corporate Resolutions

Listing on the New York Stock Exchange

WHEREAS, the Company's common stock, _____ par value (the "Common Stock" is currently listed and trading on the Over-the-Counter market or American Stock Exchange ("OTC" or "AMEX");

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE");

NOW, THEREFORE, BE IT RESOLVED, that all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on the NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Company of filing, listing or application fees, the preparation of temporary and permanent certificates for the Common Stock, and the appearance of any such officer before NYSE officials;

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on _____ and the NYSE, all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to delist and suspend the trading of the Common Stock on _____ upon the admission of the Common Stock to trading on the NYSE, including the preparation, execution and delivery of application, documents, forms and agreements with _____ and the SEC.

RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be _____.

RESOLVED FURTHER, that all officers of the Company be and each hereby is authorized from time to time to do, or cause to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Company to become listed and admitted to trading on the NYSE and, upon such admission to trading, to cause the Company to be delisted on _____ and otherwise to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby and expressly ratified, confirmed, adopted and approved.

VIA FEDERAL EXPRESS

Filing Officer
Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

RE:
Form 8-A / Form 20-F / Form 40-F
Registration of Common Stock, \$1 Par Value
Pursuant to Section (12b)

Gentlemen:

Enclosed please find the following:

1. Eight (8) copies of Form 8-A / Form 20-F / Form 40-F, one copy of which is manually signed and seven copies of which are conformed.
2. Certified check in the amount of \$_____ in payment of the registration fee.
3. Copy of this letter for filing stamp (along with a self-addressed stamped envelope).

In addition, please consider this a request for acceleration. It is my understanding that the registration will not be effective until the Commission has been notified by the New York Stock Exchange that _____ securities have been approved by the Exchange for listing and registration. We presently expect that to occur on _____.

Please feel free to contact me at _____ with any questions. Thank you.

Sincerely,

cc: New York Stock Exchange (one manually signed copy)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

.....
(Exact name of registrant as specified in its charter)

(Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

.....
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Ordinary Shares, nominal value () per share	<u>New York Stock Exchange, Inc.*</u>
American Depositary Shares (as evidenced by American Depositary Receipt representing () Ordinary Shares	<u>New York Stock Exchange, Inc.</u>

* Application to be made for listing, not for trading, in connection with the registration of American Depositary Shares.

Securities to be registered pursuant to Section 12(g) of the Act:
None

Information Required in Registration Statement

Item 1. Description of Registrant's Securities to be Registered

Furnish the information required by Item 202 of Regulation S-K or Item 202 of Regulation S-B, as applicable.

Instruction

If a description of the securities comparable to that required here is contained in any prior filing with the Commission, such description may be incorporated by reference to such other filing in answer to this item. If such description will be included in a form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act, this registration statement shall state that such prospectus shall be deemed to be incorporated by reference into the registration statement. If the securities are to be registered on a national securities exchange and the description has not previously been filed with such exchange, copies of the description shall be filed with copies of the application filed with the exchange.

Item 2. Exhibits. List below all exhibits filed as a part of the registration statement:

Instruction

See the instructions as to exhibits, set forth below.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant)

Date

By

*Print the name and title of the signing officer under his signature.

Instructions as to Exhibits

If the securities to be registered on this form are to be registered on an exchange on which other securities of the registrant are registered or are to be registered pursuant to Section 12(g) of the Act, copies of all constituent instruments defining the rights of the holders of each class of such securities, including any contracts or other documents that limit or qualify the rights of such holder, shall be filed as exhibits with each copy of the registration statement filed with the Commission or with an exchange, subject to Rule 12b-32 regarding incorporation of exhibits by reference.

1. Copies of the last annual report filed pursuant to section 13 or 15(d) of the Act or, if no such report has yet been filed, copies of the latest registration statement filed pursuant to Section 12(b) or (g) of the Act, or pursuant to the Securities Act of 1933.
2. Copies of all current, quarterly or semi-annual reports filed pursuant to Section 13 or 15(d) of the Act since the end of the fiscal year covered by the annual report filed pursuant to Instruction II.1 above, or if none, since the effective date of the latest registration statement so filed.
3. Copies of the latest definitive proxy statement or information statement, if any, filed with the Commission pursuant to Section 14 of the Act.
4. Copies of the charter and bylaws, or instruments corresponding thereto, and copies of any other documents defining the rights of holders of the securities to be registered.
5. Specimens or copies of each security to be registered hereunder.
6. Copies of the last annual report submitted to stockholders by the registrant or its predecessors. Such annual report shall not be deemed to be "filed" with the exchange or otherwise subject to the liabilities of Section 18 of the Act, except to the extent that it may already be subject thereto.

[Letterhead of Company Counsel]

New York Stock Exchange
New Listings and Client Service
20 Broad Street
17th floor
New York, New York 10005

Dear Mr./Ms.

[I am] [We are] Counsel to [insert name of Company] (the "Company"). In connection with the Company's listing on the New York Stock Exchange, [I] [We] hereby confirm that to the Company's knowledge, no officer, board member, or non-institutional shareholder with greater than 10% ownership of the company has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) in the past ten years. The term "officer" in the foregoing sentence is used as such term is defined by the Securities and Exchange Commission in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

Sincerely,

Executive Information

In order to ensure the accuracy of our records, *please complete this form in a typed format and submit along with your listing application.* Your cooperation in notifying the NYSE of any future officer or address changes is requested.

Company Name: _____

Company Address: _____

City, State & Postal Code: _____

Main Phone #: _____ Toll Free #: _____

Main Fax #: _____

WebSite: _____

Chairman

Name: _____ Preferred Salutation: _____

Title (if different): _____ Telephone #: _____

Mailing Address: _____ Fax #: _____

_____ E-Mail Address: _____

Chief Executive Officer

Name: _____ Preferred Salutation: _____

Title (if different): _____ Telephone #: _____

Mailing Address: _____ Fax #: _____

_____ E-Mail Address: _____

Chief Financial Officer

Name: _____ Preferred Salutation: _____

Title (if different): _____ Telephone #: _____

Mailing Address: _____ Fax #: _____

_____ E-Mail Address: _____

Corporate Secretary

Name: _____ Preferred Salutation: _____

Title (if different): _____ Telephone #: _____

Mailing Address: _____ Fax #: _____

_____ E-Mail Address: _____

Investor Relations Contact

Name: _____ Preferred Salutation: _____

Title (if different): _____ Telephone #: _____

Mailing Address: _____ Fax #: _____

_____ E-Mail Address: _____