

Guidelines for Preparation
 

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 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.)

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<b>Authority for Issuance</b>	<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>
<b>History and Business</b>	<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>
<b>Property Description</b>	<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>
<b>Affiliated Companies</b>	<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.)

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<b>Management</b>	<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>
<b>Capitalization</b>	<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>
<b>Funded Debt</b>	<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>
<b>Stock Provisions</b>	<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>
<b>Employees – Labor Relations</b>	<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>
<b>Shareholder Relations</b>	<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.)

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### 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.)

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### 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.)

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### 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).

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(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.)

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### 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."*