

NYSE Amex Additional Listing Application

<i>For internal Use Only</i>
Application # : _____
Approval Date: _____

Section I Company and Issue Description

Company Name _____

Address _____

City, State, Zip Code _____

Contact Name and Title _____

Telephone # _____ Fax # _____ E-mail _____

Transfer Agent _____

Telephone # _____ Fax # _____

Listed Security _____ Trading Symbol _____ Par Value _____

Total shares issued and outstanding _____ as of _____

Shares held in treasury _____ as of _____

Section II Transaction Details

The Company hereby makes application to NYSE Amex for the additional listing of the following shares:

<u>Shares</u> ¹	<u>Purpose</u> ²	<u>Date of Board Authorization</u>	<u>Date of Shareholder Authorization (if applicable)</u>	<u>Anticipated Date of Issuance</u>
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_____ Total Shares

¹ For a forward stock split or stock dividend, make application for the difference between the shares issued and outstanding (i) prior to the split/dividend and (ii) after the split/dividend. (Note: any shares listed in Line 2 of the Reconciliation Sheet will automatically be affected by the factor of the split/dividend.) For listing of any ad hoc shares in connection with a dividend payment on a preferred stock (or notes), those shares should be listed in the Shares column. For any substitution listing (e.g., reverse split, reincorporation or reorganization) the shares should be listed as "N/A".

² For example, acquisition, private placement, stock option plan, stock split, inducement grant, etc.

Section III Insider Participation and Future Potential Issuances

yes no Does any Director, Officer or principal shareholder of the Company have a direct or indirect interest in the transactions?

yes no Does the transaction potentially require the Company to issue any shares in the future above the amount currently applied for? (For example for an earn-out, price protection, or reset provision.)

* If yes provide complete details in the space below of such insider interest along with Audit Committee minutes (if applicable) and/or of such future potential issuance(s). Attach a rider if additional space is needed.

Section IV Information for a Substitution Listing

<u>Check all applicable categories</u>	<u>Effective Date</u>
<input type="checkbox"/> Reverse Stock Split Ratio of _____-for- _____	_____
<input type="checkbox"/> Change in state of incorporation from _____ to _____	_____
<input type="checkbox"/> Other (please describe briefly):	_____

Does the transaction require the turn-in of listed securities or stock certificates? yes no

Complete the Reconciliation Sheet for any Substitution Listing (See Appendix A).

Section V Information for a Forward Stock Split or Stock Dividend

Forward Stock Split Ratio: _____-for-_____

Or

Stock Dividend per Share: _____%

Record Date: _____ -- _____ Payment Date: _____

Complete the Reconciliation Sheet for any stock split or stock dividend (See Appendix A).

Section VI Attachments and Signature

The following Company documents are incorporated by reference into this Additional Listing Application. If any such documents are filed via EDGAR, then indicate under what cover they are filed, the filing date and the exhibit number:

- a) _____
- b) _____
- c) _____
- d) _____
- e) _____
- f) _____
- g) _____
- h) _____
- i) _____
- j) _____

The Company hereby applies for the listing of the above mentioned additional shares and the undersigned hereby certifies that the statements made herein, and the papers and exhibits submitted in support hereof are, to the best of such person's knowledge and belief, true and correct.

By: _____
(Duly Authorized Officer)

Print Name: _____

Title: _____

Date: _____

Appendix A Reconciliation Sheet

Complete the following table with listed and unlisted share amounts. Use estimates where needed to account for option exercises, etc. between the record date and the effectiveness of the split, dividend or substitution.

1. Shares issued and outstanding *after* the substitution event: _____

Listed Reserves previously approved by NYSE Amex

Include shares underlying stock option plans, warrants, or other convertible instruments that have been *previously approved* by the NYSE Amex. Derivatives previously exercised (or partially exercised) should be netted out since they are included in line 1.

Purpose	Amount Before Substitution	Amount After Substitution
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Total Listed Reserves after Substitution: _____

3. Add lines 1 and line 2 together: _____

Unlisted Reserves not yet approved by NYSE Amex:

If the Company has not yet listed securities reserved for future issuance (e.g., shares underlying newly created stock option plans, warrants or other convertible instruments), please complete the following table.

Purpose	Amount Before	Amount After
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Total Unlisted Reserves after Substitution: _____

5. Total authorized for issuance by the Company (add lines 3 and 4): _____

Appendix B Filing Instructions (See also Part 3 of NYSE Amex Company Guide)

The NYSE Amex Company Guide can be accessed at www.nyse.com under Listings > Listings Services > NYSE Amex. Additional Listing Application (pdf format only) can be located in the same section.

Where to file:

Corporate Compliance
NYSE Regulation, Inc.
20 Broad Street, 17th Floor
New York, NY 10005

When to file:

Applications should be filed at least one to two weeks in advance of the date by which the Company wishes to issue additional NYSE Amex-listed securities

In the case of a proposed charter amendment under which a previously listed security is to be changed into a new security ("substitution listing"), the time schedule should be so arranged that the substitution of the new for the old security may be effected without any interruption in trading.

When it is essential that the securities be fully qualified for admission to trading by a certain date, the Exchange should be consulted at the earliest possible moment in order that a satisfactory time schedule may be arranged. This is particularly important in the case of rights or exchange offerings.

Listing Fees (Section 142 of NYSE Amex Company Guide):

The listing fees should accompany the application and may be paid via wire transfer or by check. If paying by check, make payable to the NYSE Amex. A company check or check from the company's law firm is acceptable. It does not need to be a certified check.

Additional Listing—\$0.02 per share subject to a minimum fee of \$2,000 and a maximum fee of \$45,000 per application subject to an annual maximum per company of \$60,000 (based on calendar year). Fees will not be assessed for issuances of treasury shares.

Substitution Listing—\$5,000 flat fee (\$10,000 for a Reverse Merger plus the variable fee, if applicable)

Wiring instructions—Available upon request.

What supporting documentation to include with the application (by transaction type):

Private Placement

- Cover letter briefly describing the salient terms of the transaction, including total consideration given and received by the Company, any conversion features, potential future issuances (e.g., price protections or resets, etc.), participation by insiders, comparison of per share selling price to current market and book values, and the use of proceeds
- Listing fees (see fee schedule above)
- Complete list of investors' legal names with their respective purchase amounts
- Applicable transaction documents:
 - private placement memorandum
 - stock purchase or subscription agreement
 - form of warrant or warrant agreement/placement agent warrant
 - form of debenture or note
 - certificate of designation
 - placement memorandum
 - registration rights agreements
 - audit committee minutes (for related party transactions)³
 - inspector of election results (if transaction submitted to a vote)

Merger or Acquisition

- Cover letter briefly describing the salient terms of the transaction, including a description of the assets acquired, the value of such assets and the total consideration paid, including any potential future issuances (e.g., earn-outs), and a complete description of any direct or indirect interest by Officers, Directors, Employees and/or principal shareholders of the Company in the company or assets to be acquired, or in the consideration to be paid
- Listing fees (see fee schedule above)
- Merger agreement or asset purchase agreement
- Financial statements of the target. If the securities to be listed are in connection with the acquisition of substantially all, or of a controlling interest in, a target's assets, include:
 - most recent audited financial statements; in cases where independently audited financial statements are not available, a manually signed statement certified by the chief accounting officer of the target must be submitted
 - latest interim or quarterly statements of the target
- Audit Committee minutes (for related party transactions)
- Inspector of election results (if transaction submitted to a vote)

³ Sales of stock (or securities convertible into common stock) should not be sold at a discount to officers or directors unless shareholder approval is obtained first.

Public Offering and Shelf Offering

- Cover letter briefly describing the transaction, including anticipated date of pricing, the first date the new shares are eligible to be traded and the effective date of registration statement.
- Listing fees (see fee schedule above)
- Preliminary prospectus
- Underwriting agreement

Stock Option or Compensatory/Remuneration Plan

- Listing fees (see fee schedule above)
- Proxy statement
- Copy of the plan
- Inspector of election results

Employment Inducement Grant

- Cover letter identifying the new hire by full legal name (including middle name), title, the new hire's employment history (covering a minimum of the last five years) and approximate start date. The Company should also make representation that the grant is an inducement material to the new hire entering into employment with the Company
- Listing fees (see fee schedule above)
- Employment agreement
- Press release announcing the material terms of the grant, including the recipient of the grant and the number of shares involved
- Independent Compensation Committee resolutions approving the grant. In lieu of a compensation committee meeting a Company may rely on a majority of its independent directors, meeting as a stand-alone body, to approve the inducement grant
- Copy option agreement or warrant agreement (if applicable)

Professional Service Fee or Consulting Arrangement

- Cover letter identifying the entity or individual performing the service, what specific services will be performed, the duration of the contract and whether or not the shares being issued are *eligible* to be registered on a Form S-8 with the SEC (if the shares are not eligible to be registered on a S-8, indicate so). If an entity is signing the agreement on behalf of the consultant, please identify the control person(s) by full legal name (including middle name)
- Listing fees (see fee schedule above)
- Consulting agreement
- Copy of warrant agreement or option agreement (if applicable)
- Inspector of election results (if stockholder approval is required under Section 711).

Litigation Settlement

- Cover letter identifying the recipient of the shares, the dispute or lawsuit being settled and the amount of consideration being paid
- Listing fees (see fee schedule above)
- Settlement Agreement
- Copy of warrant agreement or option agreement (if applicable)

Employee Stock Purchase Plan/401K Plan/DRiP

- Cover letter briefly describing the plan
- Listing fees (see fee schedule above)
- Copy of the plan
- Inspector of election results (where applicable)

Rights Offering (application for “poison pills” not required unless being triggered)

- Cover letter briefly describing the offering
- Listing fees (see fee schedule above)
- Prospectus

Forward Stock Split or Stock Dividend

- Cover letter
- Listing fees (see fee schedule above)
- Reconciliation Sheet (see Appendix A)

Substitution Listing, Reverse Stock Split

- Cover letter briefly describing the reverse split, the number of shares in the public float (post-split) and the approximate number of round-lot shareholders (post-split)
- \$5,000 listing fee
- Reconciliation Sheet (see Appendix A)
- Inspector of election results (if stockholder approval was required)

Substitution Listing, Reincorporation or Reorganization

- Cover letter briefly describing the reorganization
- \$5,000 listing fee
- Reconciliation Sheet (see Appendix A)
- New Listing Agreement
- Any other applicable documents (e.g., 8-A, amended charter or new articles of incorporation)

Appendix D The Aggregation Test

For purposes of the stockholder approval requirements (for example, Section 712 and 713 of the NYSE Amex Company Guide), Staff will aggregate two or more transactions when they in substance constitute parts of one larger transaction. While each situation involves a “facts and circumstances” analysis, the following factors are considered:

- Use of proceeds – For example, will the funds raised be used for the same or related purpose and/or will the funds raised in one of the transactions be used to finance another of the transactions?
- Timing – For example, were the transactions agreed to and/or completed within close time proximity to each other? While there is no “safe harbor,” generally transactions not within six months of each other will not be aggregated absent other compelling factors.
- Commonality of investors – For example, is there a substantial overlap between the investors or other participants in the transactions?
- Contingencies – For example, is one or more of the transactions contingent on completion of another of the transactions?
- Single plan of financing – For example, do the transactions constitute a single plan of financing? Was one contemplated at the time of the other?