

NYSE AMEX SAMPLE INITIAL PUBLIC OFFERING LISTING APPLICATION

ORIGINAL LISTING APPLICATION

*Amended on: _____

No: _____

Approved on: _____

Date: _____

IPO CORPORATION

5620 Main Street
Anytown, New York 10621
Telephone (212) 555-5000

IPO CORPORATION (the "Company") hereby makes application to the NYSE Amex for the listing of:

10,000 issued and outstanding shares of its common stock, par value \$1.00 per share, and for authority to add to the list, upon official notice of issuance:

1,150,000 additional shares of its common stock to be issued pursuant to the Company's initial public offering (including the Underwriter's over-allotment option of 150,000 shares); plus

1,000,000 additional shares of its common stock upon exercise of warrants (expiring 4/15/____); plus

40,000 additional shares of its common stock upon conversion of the Company's outstanding Series A Preferred Stock; making a total of:

2,200,000 shares of said common stock, the listing of which is herein applied for (of a total authorized issue of 10,000,000 shares).

Other than the unissued reserved shares of common stock herein applied for, there are no authorized but unissued shares of common stock reserved for issuance for any specific purpose.

PROSPECTUS

Attached hereto and incorporated herein by reference is a copy of the Company's Prospectus dated _____ (the "Prospectus") used in connection with the sale of the common stock. An index appears on page ____ thereof. All of the common stock has been sold and the net proceeds of \$_____ million are being applied as set forth on page ____ of the Prospectus. There have been no material developments affecting the Company since the date of the Prospectus.

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.

IPO CORPORATION

By: _____

DULY AUTHORIZED OFFICER

PLEASE PRINT NAME AND TITLE

*Amended to reflect completion of the offering.

