

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 2" 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. Opinion of Counsel addressed to the Exchange, as to:
 - 9a Legality of the company's organization.
 - 9b Authorization of the issuance of the securities for which listing application is made.
 - 9c Validity of the securities for which listing application is made.
 - 9d Whether shares are, or will be when issued, fully-paid and non-assessable.
 - 9e Personal liability of shareholders under laws of the jurisdiction in which the company is organized and the jurisdiction in which its principal place of business is located.
 - 9f The date and nature of any order or proceeding of any federal or state regulatory authority prerequisites to issuance of any unissued securities covered by the application and, if such steps have not been completed, the present status thereof.
 - 9g Whether shares are registered under the Securities Act of 1933 and/or reason why registration under the Securities Act of 1933 is not required.
 - 9h Whether counsel, any partner of counsel or any member of a firm rendering the opinion is a director or officer of the company.
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.