



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)