

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

The NYSE MKT Company Guide can be accessed at <http://wallstreet.cch.com/AMEX/CompanyGuide/>.

The Application for Listing of Additional Shares can be located at https://www.nyse.com/get-started/reference#Additional_Shares.

Where to file:

NYSE Regulation, Inc.
Issuer Regulation
11 Wall Street, 22nd Floor
New York, NY 10005

Or

Submit via email directly to the assigned corporate compliance analyst. Please call (212) 656-5846 if the assigned corporate compliance analyst is not known.

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 MKT-listed securities.

In the case of a proposed charter amendment under which a previously listed security is to be changed into a new security ("Technical Original Listing"), the time schedule should be so arranged that the substitution of the new security 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 offerings or exchange offerings.

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

Upon receipt of the listing application in relation to any application for the listing of additional securities, the Exchange will send the listed company an invoice for the applicable listing fees (see Section 142 for computation of amount). The listed company is required to promptly submit the applicable fee in the manner specified by the Exchange's invoice.

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
- 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)⁴
 - inspector of election results (if transaction submitted to a vote)
- List of shareholders participating in the transaction

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
- 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)

Public Offering, Shelf Offering, or ATM offering/Equity Distribution

- 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.
- Preliminary prospectus
- Underwriting agreement
- List of shareholders taking down 10% or more of the offering or becoming a 5% shareholder as a result of the offering
- For ATM offering/equity distribution: Confirmation Letter (See sample in Appendix E)

Stock Option or Compensatory/Remuneration Plan

- Proxy statement and Inspector of election results
- Copy of the plan

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
- 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).

⁴ 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.

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)

- Consulting agreement and copy of warrant/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
- Settlement Agreement
- Copy of warrant agreement or option agreement (if applicable)

Employee Stock Purchase Plan/401K Plan/DRIP

- Cover letter briefly describing the plan
- 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
- Prospectus

Forward Stock Split or Stock Dividend

- Cover letter
- Reconciliation Sheet (see Appendix A)

Technical Original 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)
- Reconciliation Sheet (see Appendix A)
- Inspector of election results (if stockholder approval was required)

Technical Original Listing: Reincorporation or Reorganization

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