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SAN FRANCISCO

December 11, 2006

BOULDER

Via electronic mail

COLORADO SPRINGS

Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

DENVER

Re: *SR-NASDAQ-2006-040*
Business Wire's Comments on NASDAQ Proposed Rule Change To
Modify Fees

Dear Ms. Morris:

LONDON

Business Wire, a wholly owned subsidiary of Berkshire Hathaway, is a leading transmitter of full-text news releases, regulatory filings and multimedia content to journalists, financial professionals, investor services, regulatory authorities and the general public (collectively described herein as "information dissemination services"). Business Wire provides these services to private and public companies throughout the United States and worldwide.

LOS ANGELES

MUNICH

Business Wire is writing to comment on NASDAQ's proposal to increase the fees it charges to companies listed on the exchange while simultaneously forcing those companies to purchase from NASDAQ certain additional extrinsic services (including, among other things, information dissemination services) – which NASDAQ has not previously provided – even if listed companies prefer to purchase those services solely from a different (and better) provider.

SALT LAKE CITY

In the short term, acceptance of NASDAQ's proposal would (1) significantly burden competition and increase the costs imposed on NASDAQ listed companies, in violation of (*inter alia*) Section One of the Sherman Act; (2) substantially reduce the transparency of NASDAQ's pricing

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Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 2

and operations; and (3) create both actual and apparent conflicts of interest inimical to ensuring the fair operation of a national exchange.

In the long term, acceptance of NASDAQ's proposal likely would result in NASDAQ obtaining a monopoly in the market for information dissemination services provided to NASDAQ companies, in violation of (*inter alia*) Section Two of the Sherman Act. The proposal would thus inflict further harm on the interests of listed companies, the investing public, and competing providers of information dissemination services such as Business Wire. The scale of the harm is significant, as Business Wire alone provides more than \$25 million in information dissemination services annually to more than 1,400 of NASDAQ's approximately 3,400 listed companies.¹

Consequently, Business Wire respectfully submits that the proposed rule change should be rejected for at least three reasons:

(1) The proposed pricing structure would violate federal and state antitrust laws. In particular, NASDAQ's use of its market power in the market for its core service (listing on the exchange) to require companies interested in purchasing that core service also to purchase information dissemination services is a classic example of "tying" in blatant violation of Section 1 of the Sherman Act. In addition, the likely long-term effect of the proposal would be to drive competitors from the market, thus leading to a NASDAQ monopoly of the market of information

¹ NASDAQ's proposal is beginning to receive considerable media attention focusing on anti-competitive concerns. See Jonathan Keehner, *Nasdaq Press Release Push Raises Antitrust Queries*, Reuters, Dec. 7, 2006; Aaron Lucchetti and Kara Scannell, *Profit in Mind, Nasdaq is Raising Fees – and Brows*, Wall St. J., Dec. 8, 2006; Edgar Ortega, *Movers: Nasdaq Plan to Raise Fees Riles Some Firms*, Int'l Herald Tribune, Dec. 11, 2006.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 3

dissemination services provided to NASDAQ companies, in equally blatant violation of Section 2 of the Sherman Act.²

In evaluating proposed rule changes, the Commission rejects proposals that would “impose any burden on competition not necessary or appropriate in furtherance of the purposes of [the Exchange Act].”³ A plain violation of the antitrust laws certainly meets that standard.

(2) The proposed pricing structure would create opacity, not transparency, in pricing. It would no longer be possible for companies to compare the price and quality of various services offered by competing vendors and choose the vendor that best meets their needs (*e.g.*, the fee for the core service of listing on NASDAQ could no longer be compared with that for listing on NYSE; the fee for information dissemination by NASDAQ could no longer be compared with that for dissemination by Business Wire, PR Newswire, or others). An important Commission goal is to increase transparency, but NASDAQ’s proposal would do the opposite. Notably, both the London Stock Exchange and the Vancouver Stock Exchange have recently considered a structure such as NASDAQ proposes, and rejected it for the very reason that it significantly reduces transparency.

(3) The proposed pricing structure likely would lead to significant conflicts of interest at NASDAQ. As a national exchange and self regulating organization, NASDAQ is (along with others) responsible for monitoring the adequacy of listed companies’ disclosure of information to the public. Under NASDAQ’s proposal, much of that disclosure would be

² Indeed, it likely would *also* lead to a monopoly in the market for information dissemination services provided to NYSE companies, as the NYSE would surely view the Commission’s acceptance of NASDAQ’s proposal as authorization to do the same.

³ See §§ 6(b)(8) and 15A(b)(9) of the Exchange Act.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 4

performed by NASDAQ's own subsidiary, creating at the least the appearance of a conflict of interest and potential favoritism. An important Commission goal is the maintenance of investor confidence in the exchange system. Once again, NASDAQ's proposal would do the opposite.

Of the comments received through December 11, more than 80% oppose the proposal, most on the principal ground that bundling of disparate

(Continued on next page.)

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 5

services is bad for competition and bad for the listed companies. Some recently filed comments in apparent support of the proposal were likely orchestrated by NASDAQ itself.⁴

⁴ We are informed NASDAQ has encouraged its listed companies to submit comments supporting NASDAQ and has even gone as far as distributing an email with scripted pro-NASDAQ comments. At least six of the comments submitted in support of NASDAQ's proposal have copied the language written by NASDAQ. Below is the text of an email distributed by NASDAQ's Relationship Manager in Menlo Park with references to comments copying NASDAQ's suggested language.

Below you will find some types of comments that have been made that you might find helpful.

Other Sample comments:

I wish to make the following comments regarding the above filing by NASDAQ.
. "We believe that NASDAQ's proposal will enhance competition in the market which is better for our company and its investors." [Copied into Scott 12/8 Comment.]

. We use NASDAQ Online on a daily basis, it is a very valuable tool that is provided to us by our listing and it is essential to performing our Investor Relations business practices. [Copied into Huber 12/8 Comment.]

. I believe that NASDAQ offering additional services helps my company with our disclosure and regulatory obligations, thereby facilitating our being a public company. [Copied into Scott 12/8 Comment.]

. I also believe that offering these services will enhance competition among the providers of those services. [Copied into Shropshire 12/8 Comment, Turcotte 12/8 Comment, Scott 12/8 Comment, and Huber 12/8 Comment.]

. Based on our satisfaction with NASDAQ's product, we will decide whether to purchase additional press release distribution and Edgar-filing services from NASDAQ. If we are not satisfied, we will continue to rely on its existing service provider for the remainder of its needs.

. Currently there are two service provides [sic], PR Newswire and Business Wire, who distribute approximately 85% to 90% of press releases for public companies listed on U.S. exchanges. [Copied into Scott 12/8 Comment.]

. Given this landscape, I believe that by offering companies like ours press releases it will enhance competition, thereby reducing our costs. To the extent that NASDAQ becomes a meaningful competitor to the existing providers, we will benefit from enhanced competition for their business. [Copied into Leslie 12/8 Comment.]

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 6

I. Relevant Background

NASDAQ describes itself as “the largest electronic screen-based equity securities market in the United States.” By number of companies listed and by number of shares traded, it is the largest securities market in the United States.

Federal and state laws require that companies listed by NASDAQ and other exchanges make substantial amounts of corporate information available to the general public in a timely and complete manner, and such companies also often wish to disseminate additional corporate information for various reasons. This dissemination of information has historically been handled by a third-party provider with the experience and facilities to ensure rapid, broad and accurate distribution. Over the last several years, the principal companies providing such services within the United States have been Business Wire, PR Newswire, MarketWire, and PrimeZone Media Network (“PrimeZone”). NASDAQ has never offered this service, though for a brief period it did identify MarketWire as its preferred vendor. On September 1, 2006, NASDAQ announced that it had completed its acquisition of PrimeZone, which is now a wholly-owned subsidiary of NASDAQ.⁵

On October 2, NASDAQ filed a Proposed Rule Change pursuant to Rule 19(b)(4), seeking “to modify certain fees for listing on The Nasdaq Stock Market.”⁶ Pertinent here are provisions on page 5 (increasing annual fees charged to issuers on the NASDAQ Global Market from 10-20% based upon the number of shares issued) and page 7 (increasing annual fee charged to

⁵ See <http://www.primezone.com/newsroom/news.html?d=104651>. NASDAQ in 2004 approached Business Wire about a proposed transaction pursuant to which Business Wire would replace Market Wire as the “preferred provider” of information dissemination services to NASDAQ-listed companies. Clearly NASDAQ has for some time sought entry into the information dissemination business and – lacking either the requisite expertise or the appetite for building that expertise internally and incrementally – has sought entry through acquisition. Had NASDAQ ever had the intention to make the investment necessary to build a first rate information dissemination business, it had the time to do so. The newly professed interest in making that investment should, in Business Wire’s view, be taken with a grain of salt.

⁶ See SR-NASDAQ-2006-040 at 1 (“October 2 Rule 19(b)(4) Application”).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 7

issuers on the NASDAQ Capital Market from 30-55% based upon the number of shares issued). NASDAQ sought to justify the increases in fees as follows (from page 10-11, with emphasis added):

The change in fees largely reflects the costs of providing issuer services and will allow enhancements to the services offered to NASDAQ listed companies. *Issuers listed on NASDAQ will receive a suite of products and services intended to assist companies with compliance functions, shareholder communications, and other corporate objectives.* In addition, the fee increases will help defray the costs of monitoring issuers for ongoing compliance with NASDAQ's listing standards. NASDAQ believes that these fee changes, and the enhanced services that will be made available as a result, will enable NASDAQ to better compete for listings both with other domestic exchanges and worldwide.

On the same day, NASDAQ sent a notice to NASDAQ-listed companies "announcing changes to NASDAQ's listing product and listing fees, subject to SEC approval," which stated in pertinent part:

NASDAQ is redefining the listing product to include a package of issuer benefits, previously not included as part of the annual listing fee. These products assist our listed companies with compliance, shareholder communications and visibility objectives. To support this initiative, NASDAQ has proposed a new pricing structure reflecting the addition of these products and services at a significant price advantage for NASDAQ-listed companies.

The proposed new pricing structure translates into a nominal annual fee increase – all companies will maintain a price advantage when compared to NYSE and ARCA listing fees.

The new value-added package of products and services are items that every listed company currently uses and needs and is valued well over the listing fee increase, represent a cost savings to your company.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 8

...

I look forward to sharing the details of the new package of products and services with you in the near future.⁷

Although the “suite of products and services” and “package of issuer benefits” were not defined, NASDAQ immediately began marketing its proposed fee increase to its listed companies by stating in part:

Pending SEC approval of our proposed fees you will receive as a benefit of your listing, a package of services starting in 2007. The package of services is designed to help you manage investor communications, comply with SEC regulations and to provide risk management intelligence. NASDAQ is still finalizing the package of services it will provide, however we expect to include some if not all of the following value added services:

- * Four (4) Audio Webcasts per year (1 per quarter)
- * Four (4) Press Releases per year (1 per quarter; up to 500 words each; U.S. CIRCUIT ONLY)
- * Four (4) 8-K Edgar Filings per year (1 per quarter)
- * Dynamic Annual Report including proxy material (1 per year).⁸

Although the proposal did not specify by whom the bundled information dissemination services would be provided, it was understood in the industry that they would be provided by NASDAQ’s newly-acquired subsidiary PrimeZone.

⁷ See NASDAQ October 2, 2006 8-K (attached hereto as Exhibit A) at 4. It is clear that NASDAQ sought to present its listed companies with a *fait accompli* and to mislead them by suggesting that the services NASDAQ intended to provide “for free” exceeded in value the very substantial amounts by which NASDAQ sought to increase fees.

⁸ See October 13, 2006 email from representative of NASDAQ Corporate Client Group (attached hereto as Exhibit B).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 9

NASDAQ's proposal was not well received. Several NASDAQ-listed companies complained about the proposal, PrimeZone's competitors (including Business Wire) protested the proposal as anticompetitive, and the Commission requested additional information. NASDAQ filed amendments to its Rule 19(b)(4) Application on October 30 and 31. The second (operative) amendment modifies the original proposal principally by (1) specifying the services that would be included in the pricing bundle, and (2) including arguments that NASDAQ believes justify its anticompetitive proposal. In particular, the amendment provides:

Finally, Nasdaq plans to offer the following services: four audio webcasts, four press releases, and four Form 8-K filing[s]. Of course these services cannot satisfy all of a typical company's disclosure and compliance requirements, but using these services a company could, for example, announce their earnings each quarter to investors in a press release, file that press release on a Form 8-K, and have an audio webcast to discuss the quarter's results. . . . Moreover, Nasdaq notes that these services are consistent with services that exchanges have long made available to their listed companies, which may or may not be used by those companies.⁹

NASDAQ's amendment did nothing to alter the principal substance of the original proposal and was, if anything, even less well received. The amendment did have a purpose, however, and it was not mysterious. Initially limiting the services in the bundle to the 4/4/4 package is an attempt to gain a beachhead that might at first glance appear unobjectionable. In fact, however, the play is for more than a beachhead, because the market reality is that listed companies do not "split" their information dissemination services among multiple providers, so that purchasing the 4/4/4 from PrimeZone effectively

⁹ See October 31, 2006 Amendment at 14.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 10

requires purchasing all information dissemination services from PrimeZone.¹⁰ And the unsupported statements regarding historic usage and the expansion of PrimeZone into a larger and more effective competitor are simply unsubstantiated assertions apparently written by antitrust counsel to give a patina of reasonableness to NASDAQ's plainly anticompetitive acts. For example, the statement regarding historic use is obviously in response to NASDAQ's understanding that whether two products or services are considered separate for purposes of a tying claim depends in part on historic patterns of whether they have or have not been purchased together. Notably, however, even with this understanding, NASDAQ's own submission is unable to provide any substantiation for its blithe (and inaccurate) assertion that listing services and information dissemination services have previously been bundled together. In fact, the history in this country – and relevant recent history elsewhere – is uniformly to the contrary.

NASDAQ further attempts to justify its proposal by asserting that it would make PrimeZone a more robust competitor in the information dissemination services market.¹¹ This claim is belied by NASDAQ's actual actions. To make PrimeZone a better competitor, NASDAQ would invest additional resources to make it more efficient and effective for potential customers. They have failed to do so, and instead have created a proposal designed to permit them to use its market power in listing services and significant oversight role to drive PrimeZone's competitors from the marketplace.

¹⁰ Numerous comments filed in response to the NASDAQ proposal confirm this basic market pattern when they state that they will be forced to pay twice if they choose to continue using their preferred provider of information dissemination services. *See, e.g.*, Olson 10/25 Comment; Borman 11/22 Comment; Humphrey 11/22 Comment; Shuster 11/26 Comment; Newbould 11/27 Comment; Murphy 11/27 Comment; Maples 11/27 Comment; Perry 11/28 Comment; Monigle 11/29 Comment; Remick 11/30 Comment. No comment suggests that a company might take a portion of its services “for free” from PrimeZone and use its preferred vendor for the remainder.

¹¹ *See* October 31, 2006 Amendment at 19-20.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 11

II. Reasons the Proposal Should Be Rejected

As the Commission is aware, fee proposals are properly accepted only if (among other things) they “do not impose any burden on competition not necessary or appropriate in furtherance of the purposes of [the Exchange Act], taking into consideration the competitive effects of permitting such schedule or fixed rates weighed against the competitive effects of other lawful actions which the Commission is authorized to take under this title.”¹² In addition, the rules of an exchange must “provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities.”¹³ Finally, the rules of an exchange must be designed to “remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest” and must not be “designed to permit unfair discrimination between customers, issuers, brokers, or dealers.”¹⁴

Business Wire respectfully submits that NASDAQ’s proposal fails each of those tests, for at least three independent reasons, and should therefore be rejected.¹⁵

¹² Exchange Act § 6(e)(1)(B)(ii); *see also id.* § 6(b)(8) (exchange rules may “not impose any burden on competition not necessary or appropriate in furtherance of the purposes of [the Exchange Act]”).

¹³ *Id.* § 6(b)(4).

¹⁴ *Id.* § 6(b)(5).

¹⁵ *See* Exchange Act § 19(b)(2)(B) (“The Commission shall approve a proposed rule change of a self-regulatory organization if it finds that such proposed rule change is consistent with the requirements of [the Exchange Act] and the rules and regulations thereunder applicable to such organization. The Commission shall disapprove a proposed rule change of a self-regulatory organization if it does not make such finding.”).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 12

A. Violation of the Antitrust Laws and Impact on Competition

NASDAQ's proposal would violate both Section One and Section Two of the Sherman Act, as well as analogous state laws and state laws against unfair competition. The main issues are discussed below.

1. *Section One – Tying*

“A tying arrangement is an agreement by a party to sell one product but only on the condition that the buyer also purchases a different (or tied) product”¹⁶ A tying arrangement violates Section 1 of the Sherman Act “if the seller has appreciable economic power in the tying product market and if the arrangement affects a substantial volume of commerce in the tied market.”¹⁷ Absent extremely rare circumstances, a tying arrangement is a *per se* violation of Sherman Act § 1 – that is, a tying arrangement is illegal, regardless of whether further investigation might reveal that the arrangement is “reasonable.”¹⁸ Thus, an antitrust violation is established if four requisites are met:

- (1) “that there exist two distinct products or services”;
- (2) “whose sales are tied together”;
- (3) “that the seller possesses appreciable economic power in the tying product market sufficient to coerce acceptance of the tied product”; and
- (4) “that the tying arrangement affects a not insubstantial volume of commerce in the tied product market.”¹⁹

¹⁶ *Eastman Kodak Co. v. Image Technical Services, Inc.*, 504 U.S. 451, 461 (1992) (internal quotation omitted).

¹⁷ *Id.*

¹⁸ *Id.* at 461-62.

¹⁹ *Paladin Associates, Inc. v. Montana Power Co.*, 328 F.3d 1145, 1159 (9th Cir. 2003) (internal quotations and citations omitted).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 13

All four of these elements are present here.

First, there can be no serious argument that the listing service that NASDAQ and other exchanges have historically provided is completely separate from the information distribution service that Business Wire and other entities have historically provided (and that NASDAQ now seeks to add). Two products are properly considered separate if there is “sufficient consumer demand so that it is efficient for a firm to provide [one] separately from [the other].”²⁰ Evidence of such separate demand is routinely obtained by considering the historical fact that the two products have been sold separately.²¹ Throughout the history of NASDAQ, companies have purchased listing services from NASDAQ and information dissemination services from third parties, proving beyond cavil that the markets are separate.²²

Second, there is no question that the NASDAQ proposal would tie the two products together. The only option for a company purchasing a NASDAQ listing would be to purchase NASDAQ/PrimeZone’s information dissemination services as well. In short, a company cannot purchase the listing service without paying for the news distribution service.

Importantly, the mere fact that NASDAQ does not charge separately for the ancillary services and may characterize them as being provided for “free” does not change the analysis since it merely elevates form over substance (particularly here, where the tying of products is accompanied by a significant price increase). As one Court of Appeal noted: “Of course, in a tying case if the evidence shows that the price of a bundled product reflects

²⁰ *Eastman Kodak*, 504 U.S. at 462.

²¹ *Jefferson Parish Hospital District No. 2 v. Hyde*, 466 U.S. 2, 22 (1984); *United States v. Microsoft*, 253 F.3d 34, 86-87 (D.C. Cir. 2001) (*en banc; per curiam*).

²² As noted, NASDAQ’s second amendment blithely asserts that “these services are consistent with services that exchanges have long made available to their listed companies, which may or may not be used by those companies.” NASDAQ provides no examples and Business Wire is aware of none in the U.S. London’s Stock Exchange *used to* bundle information dissemination services, but was ordered to stop due to concerns the practice was anti-competitive and reduced transparency.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 14

any of the cost of the tied product, ‘customers are purchasing the tied product, even if it is touted as being free.’”²³ In addition, the fact that a customer could purchase *additional* information dissemination services from a third party such as Business Wire is irrelevant to the tying analysis, which focuses on the forced purchase of an additional product from the antitrust violator, not on any other additional purchases a party might make.

Third, NASDAQ certainly has sufficient market power to “coerce” purchase of the tied product.²⁴ Under NASDAQ’s proposal, companies listed on NASDAQ must either purchase the ancillary services from NASDAQ or suffer the very significant costs attendant upon moving to a different exchange (or de-listing entirely). Those costs are particularly significant for smaller public companies, which tend disproportionately to be NASDAQ listed companies. Given this almost complete lack of choice available to NASDAQ-listed companies, the third requirement is easily met.²⁵

²³ *U.S. Philips Corp. v. International Trade Commission*, 424 F.3d 1179, 1191 n.4 (Fed. Cir. 2005) (quoting *Multistate Legal Studies, Inc. v. Harcourt Brace Jovanovich Legal & Professional Publications, Inc.*, 63 F.3d 1540, 1548 (10th Cir. 1995)); see also Areeda & Hovenkamp, *ANTITRUST LAW* Vol. IIIA ¶ 760b, p. 49 (2002) (“[T]he tie may be obvious, as in the classic form, or somewhat more subtle, as when a machine is sold or leased at a price that covers ‘free’ servicing.”).

²⁴ Notably, “market power” sufficient to establish a tying violation is a substantially lower threshold than the “monopoly power” necessary to establish a monopolization claim under Sherman Act § 2. See, e.g., *Eastman Kodak*, 504 U.S. at 462 (tying arrangement “violates § 1 of the Sherman Act if the seller has ‘appreciable economic power’ in the tying product market”) (quoting *Fortner Enterprises, Inc. v. United States Steel Corp.*, 394 U.S. 495, 503 (1969)).

²⁵ See, e.g., *Fortner Enterprises*, 394 U.S. at 502 (“Our tie-in cases have made unmistakably clear that the economic power over the tying product can be sufficient even though the power falls far short of dominance and even though the power exists only with respect to some of the buyers in the market. As we said in the *Loew’s* case, even absent a showing of market dominance, the crucial economic power may be inferred from the tying product’s desirability to consumers or from uniqueness in its attributes.”) (internal citations and quotations omitted).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 15

That conclusion is only reinforced by the coercive power over companies going public and/or smaller companies that NASDAQ can and will exercise by virtue of its status as the listing exchange. One can easily imagine the company seeking a successful IPO being given a checklist of what they must do by a helpful NASDAQ representative with an explanation of the public disclosure requirements. After that discussion, s/he will say “with respect to disclosure, PrimeZone will take care of it for you and you will not have to worry about anything; of course, you do have other options” With the imprimatur of the exchange that will be deciding whether to accept the company and play no small role in regulating the company, the speech is likely to be quite effective.

Fourth, the amount of commerce affected in the information dissemination market is far above the “not insubstantial” requirement. The threshold for meeting this requirement is extremely modest (indeed, so modest that it is virtually always conceded by defendants in tying cases). For example, the Supreme Court held in the leading case on this issue that the “not insubstantial” requirement is met if the amount of business foreclosed to competition is “substantial enough in terms of dollar-volume so as not to be merely *de minimis*.” *Fortner Enterprises, Inc. v. United States Steel Corp.*, 394 U.S. 495, 504 (1969); *see also Datagate, Inc. v. Hewlett-Packard Co.*, 60 F.3d 1421, 1426 (9th Cir. 1995) (potential impact on \$100,000 per year of sales sufficient to meet test); *Tic-X-Press, Inc. v. The Omni Promotions Co.*, 815 F.2d 1407, 1420 (11th Cir. 1987) (“While \$10,091.07 is not an overwhelmingly large amount, particularly compared with the 9-13.5 million in total ticket sales over the relevant period, it is certainly more than *de minimis*”). Although NASDAQ has now limited its proposal to a specified level of information dissemination services, this level (even setting aside likely future expansions by NASDAQ) more than satisfies the requirement.²⁶

Further, although a violation of the antitrust laws is surely enough reason to reject NASDAQ’s proposal, the concrete damage the proposal would cause should not be overlooked. In the short run, NASDAQ’s proposal

²⁶ For example, the four press releases and four 8-K filings alone would apparently cost \$2,180 at PrimeZone’s currently posted public rates (rates are not available for the webcasts and dynamic reporting). Multiplying by the approximately 3,400 listed companies yields a value in excess of \$7 million.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 16

would require listed companies either to use an inferior service provided by PrimeZone,²⁷ or to pay twice in order to obtain top-flight services from a best of breed competitor such as Business Wire. In the long run, competition in the information dissemination business – as in other industries – is necessary to ensure innovation, efficiency, and the long-term delivery of the best possible products and services at the minimum cost and price. NASDAQ’s proposal – intended to be the beginning of the end of real competition in the information dissemination business – would leave companies listing on NASDAQ without the very real short-term and long-term benefits of competition for a service they are required to purchase. Absent a very significant countervailing reason, such an elimination of competition should not be countenanced.

In sum, NASDAQ’s proposal would undoubtedly impose a “burden on competition not necessary or appropriate in furtherance of the purposes of [the

²⁷ There can be no serious dispute that PrimeZone’s services are not of the same caliber as those offered by Business Wire. For example, PrimeZone has only a single major office, compared to the nearly two dozen Business Wire offices throughout the country, and PrimeZone recently suffered a complete network failure that forced companies using PrimeZone to call others (including Business Wire) for emergency assistance.

Importantly, though, the Commission need not take Business Wire’s word for the fact that PrimeZone’s services are not first-rate. The market has spoken – on three separate occasions. First, PrimeZone is and has been unable to attract significant sales for its services. Second, PrimeZone and NASDAQ believe that the best way to obtain market acceptance is to force companies to purchase its services through the coercive power of the exchange. Third, numerous NASDAQ listed companies have submitted comments to NASDAQ’s proposal making clear that they would seek to continue using their current provider even though it would mean paying for the services twice. *See* Comments cited in note 9, *supra*.

Indeed, it is notable that *before* NASDAQ acquired PrimeZone, it considered PrimeZone *less* effective than its competitors. For example, its January 2006 edition of its Regulatory Requirements specifically recommended, at page 8, that disclosures be made via Business Wire, PR Newswire, or MarketWire, without any mention of PrimeZone. NASDAQ’s decision to push companies toward using PrimeZone thus is obviously inconsistent with what an exchange should desire – the most rapid and robust disclosure of material information possible.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 17

Exchange Act].”²⁸ Importantly, the proposal provides no significant benefit to investors, listed companies, or the exchange system that might make such a significant impact on competition “necessary” or “appropriate.” To the contrary, NASDAQ’s proposed pricing structure is at best completely irrelevant to the actual purpose of the exchange – providing a transparent, efficient, and fair venue for the purchase and sale of securities. Indeed, to the extent the proposal affects those goals at all it is most likely to impact them negatively – by trading the current transparent competitive system that has produced innovation and shareholder protection for years with a monopolistic opaque system providing less choice for companies and less robust information distribution for investors.

A useful real-world example is provided by the London Stock Exchange (the “LSE”). The LSE for many years held a monopoly over required information dissemination by companies listed on the exchange, through its subsidiary Regulatory News Service (“RNS”). The English Financial Services Authority (“FSA”) ended that monopoly in 2002, opening the information dissemination market to all competitors able to demonstrate that they could competently provide the required services.²⁹

The result of introducing competition has been felicitous for all concerned. RNS now competes with several other companies (including Business Wire, PR Newswire and others), offering its services at competitive and transparent prices. If one of the world’s largest exchanges recently moved *away* from monopolization and bundling and *toward* competition and transparency; there is no reason for NASDAQ to do the exact opposite.

²⁸ Exchange Act §§ 6(b)(8) and 15A(b)(9).

²⁹ News reports describing the change are attached hereto as Exhibit C.

Holme Roberts & Owen LLP

Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 18

In sum, the anti-competitive impact of NASDAQ's proposal, and the lack of any valid justification in terms of the Act's purposes, require that the proposal be rejected.³⁰

2. *Section Two – Attempted Monopolization*

The offense of attempted monopolization under Section Two is established if the party “(1) engage[s] in predatory or anticompetitive conduct with (2) a specific intent to monopolize and (3) a dangerous probability of achieving monopoly power.”³¹ Again, NASDAQ's proposal easily meets each requirement.

First, there is no question that pricing a product or service below marginal cost is predatory/anticompetitive conduct that can support an attempted monopolization claim.³² Here, to the extent one accepts NASDAQ's argument that it will be offering PrimeZone services for “free,” that price is obviously below any reasonable measure of marginal cost.

³⁰ Although it has not yet suggested it, NASDAQ may at some point propose that it not include dissemination services in the “bundle” of services along with its listing fee, but instead that it charge separately for information dissemination at a very low rate. Any such proposal would be an attempt to hide substance behind form. Selling information dissemination services at below cost levels to entities effectively required to purchase listing services is not only a violation of state laws (*see, e.g.*, Cal. Bus. & Prof. Code § 17043); it would remain an illegal “tie” between the listing services and the improperly discounted (albeit no longer “free”) information dissemination services. *See, e.g., United States v. Microsoft Corp.*, 253 F.3d 34, 87 (D.C. Cir. 2001) (“Direct competition on the merits of the tied product is foreclosed when the tying product is sold only in a bundle with the tied product or, though offered separately, is sold at a bundled price, so that the buyer pays the same price whether he takes the tied product or not. In both cases, a consumer buying the tying product becomes entitled to the tied product; he will therefore likely be unwilling to buy a competitor's version of the tied product even if, making his own price/quality assessment, that is what he would prefer.”).

³¹ *Spectrum Sports, Inc. v. McQuillan*, 506 U.S. 447, 456 (1993).

³² *See, e.g., Brooke Group Ltd. v. Brown & Williamson Tobacco Corp.*, 509 U.S. 209 (1993).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 19

Second, the intent to monopolize is easily inferred from the circumstances. If NASDAQ sought merely to have its new acquisition compete on even terms with Business Wire and others it could do so. Instead, NASDAQ seeks to “redefine” what a listing is, *i.e.*, to permanently have listed companies obtain their information dissemination services from NASDAQ.

Third, for purposes of this analysis, there is little question that the appropriate market to consider is the market for information dissemination services for NASDAQ-listed companies. Although NASDAQ might at some point claim that the market should include information dissemination services sold to NYSE-listed and/or other companies, it is quite clear that (among other things) such services are not reasonable substitutes as they are obviously insufficient to meet the legal and business requirements of the NASDAQ-listed companies. Further, NASDAQ’s control of the market for information dissemination services for NASDAQ-listed companies is not mitigated by any putative competition for listings between NYSE and NASDAQ in the first instance, given the expense and other difficulties associated with a move between exchanges.

With Business Wire and other competitors effectively eliminated from the market, PrimeZone would have an unfettered ability to raise prices and/or compromise services levels, for its own benefit but to the detriment of both listed companies and the investing public. Of course, a company can enjoy a high market share (even a 100% market share) without enjoying monopoly power, if there are actual or potential rivals available to enter the market if the company seeks to extract monopoly rents.³³ Here, however, there likely would be no such constraint. Eliminating the ability of Business Wire, PR Newswire, and other competitors to sell services to NASDAQ-listed companies might well itself bankrupt those companies. Even if it did not, there is every reason to believe that if NASDAQ’s proposal is accepted, the NYSE will be forced to (or at least choose to) follow suit. And the loss of that business as well would most certainly mean the end for Business Wire and other competitors in the information dissemination services industry. In the absence of actual or potential competitors, PrimeZone’s efforts at obtaining monopoly power would be complete.

³³ See, e.g., *Rebel Oil Co. v. ARCO*, 51 F.3d 1421 (9th Cir. 1995).

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 20

NASDAQ seeks to avoid its Section Two obligations by (1) limiting its initial obligatory purchase to the 4/4/4 bundle and claiming that that bundle represents only a small portion of the information dissemination services provided to NASDAQ-listed companies; and (2) asserting that its new proposal would “strengthen” PrimeZone as a competitor to Business Wire, PR Newswire, and other competitors that are currently more successful than PrimeZone. The first argument seeks to obscure NASDAQ’s true purpose and the structure of the market. The second argument is bold and clever, but completely at odds with antitrust law.

With respect to NASDAQ’s initial limitation to a 4/4/4 bundle, what is notably missing from NASDAQ’s proposal is any suggestion that such a limitation will be maintained. Indeed, NASDAQ itself claims that its proposal will strengthen PrimeZone’s ability to obtain other business from NASDAQ-listed companies. The analogy of an unassailable beachhead from which to expand its territory is perfectly apt. More to the immediate point, NASDAQ’s assertion that the 4/4/4 bundle covers only a portion of the information dissemination services purchased by NASDAQ-listed companies omits critical information of which NASDAQ is surely aware. Specifically, the vast majority of NASDAQ-listed companies obtain all their information dissemination services from a single provider, in light of the obvious inefficiencies and potential confusion caused by splitting a company’s needs among multiple providers.³⁴ Thus, an effective requirement that a company purchase some of its information dissemination services from PrimeZone would be, in practice, a requirement that a company purchase all of them from PrimeZone.

NASDAQ’s claim to be strengthening competition in the information dissemination services market is even more risible. Initially, competition in the information dissemination services is already fierce among several leading companies, including Business Wire, PR Newswire, and Market Wire, and NASDAQ’s suggestion to the contrary is baseless. Further, NASDAQ’s proposal would not turn PrimeZone into a more effective competitor, which would require expending the capital to expand its presence and improve its

³⁴ As noted above, the comments submitted by actual NASDAQ-listed companies bear this out, as many of them indicate that they would continue with their current service provider – even if forced to pay twice.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 21

product offerings and the execution of those offerings. Rather, NASDAQ's proposal would expand PrimeZone's market share not through superior competition but by using the coercive power of NASDAQ as a listing exchange.

B. Reduction in Transparency

One of the Commission's most significant goals over the last several years has been to increase transparency in connection with the listing and trading of securities. Transparency is a central component in efforts to ensure that all investors and listed companies enjoy a level playing field when making investment and capital decisions, and that U.S. stock exchanges retain the confidence of investors and companies alike.³⁵

NASDAQ's proposal, far from increasing transparency, substantially reduces it. Currently, listed companies pay a fee for the core service offered by NASDAQ – listing on a securities exchange. They also pay a separate fee, separately negotiated, for information dissemination services – both those required by law and those that the company feels are in its best interest. NASDAQ's proposal blurs the two fees into one, without making clear to anyone – whether the company or regulators – what portion of the fee is being paid for what service. This lack of transparency makes it more difficult for listed companies to evaluate alternatives available to them and to choose the one that best fits their needs.

The importance of transparency contributed substantially to prior decisions relating to the London Stock Exchange (discussed above) and the

³⁵ For example, in Remarks before the ICI Equity Markets Conference on September 23, 2004, SEC Director of the Division of Market Regulation stated in connection with a different but related subject (the pricing and provision of market data): “In this era of for-profit, publicly traded exchanges, we believe the historical constraints on individual members exercising control over SROs should be made explicit. Furthermore, comments on the Commission's market data proposal called for greater transparency of SRO revenues and expenses. The staff concurs and will recommend expanded public reporting by SROs of their financial and ownership structure.” See <http://www.sec.gov/news/speech/spch092304aln.htm> (copy attached at Exhibit D) at 7-8.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 22

Vancouver Stock Exchange, each of which ensured that there was full and transparent competition in the market for information dissemination. In particular, the Vancouver Stock Exchange in 1998 proposed to do essentially what NASDAQ proposes to do here. Traditionally, the VSE had allowed information dissemination by any qualified party. In 1998, the VSE proposed to give Canada NewsWire Ltd. a monopoly on news distribution for VSE listed companies (this is effectively what NASDAQ is proposing, since although companies could use a third party provider, they would have to pay twice in order to do so). VSE received enormous criticism of its proposal; a lawsuit was filed alleging that the proposed rule was an unlawful restraint of trade; and the British Columbia Securities Commission put the new policy on hold pending further review. Eventually, the VSE changed course and agreed that news distribution should be open to competition.³⁶

Again, this reduction in transparency cannot be justified by any countervailing concerns that might render the reduction “necessary” or “appropriate” in furtherance of the exchange’s purpose. In the present, pricing is completely transparent – both listing fees and information dissemination fees – and companies are able to choose from among several qualified providers of information dissemination services based on quality and price. NASDAQ’s proposal benefits no one – except perhaps in the short run NASDAQ itself – and is certainly not a “necessary or appropriate” reduction in transparency.

The benefits of transparency are alone sufficient to warrant rejection of NASDAQ’s proposal under the Commission’s general authority to regulate the fees and charges imposed by NASDAQ. In addition, however, NASDAQ’s proposal violates the provisions of Section 6(b)(4) of the Exchange Act, which requires that NASDAQ “provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities.” NASDAQ’s proposal fails to meet this standard because companies that use NASDAQ’s offered ancillary services (such as information dissemination) pay the same price as companies who choose instead to purchase such services from third parties. The second set of companies in that situation is simply subsidizing the first group of

³⁶ News reports describing the change are attached hereto as Exhibit E.

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 23

companies, by paying a portion of the costs that are incurred by NASDAQ to provide ancillary services at no cost. Under no reasonable definition is such an arrangement an “equitable allocation.”

C. Conflict of Interest

Although enforcing compliance with disclosure and other information dissemination requirements is ultimately within the bailiwick of the SEC, NASDAQ has substantial oversight of its listed companies’ compliance with the information dissemination requirements imposed by federal law and NASDAQ rules. For example, NASDAQ’s October 2006 publication titled “Regulatory Requirements” states in pertinent part:

NASDAQ’s MarketPlace Rules provide that NASDAQ will exercise broad discretionary authority over the initial and continued inclusion of securities in NASDAQ [and] may deny initial inclusion or apply additional or more stringent criteria for the initial or continued inclusion of particular securities or suspend or terminate the inclusion of particular securities in NASDAQ as inadvisable or unwarranted in the opinion of NASDAQ, even though the securities meet all enumerated criteria for initial or continued inclusion.³⁷

Specifically, a significant area of NASDAQ oversight is in the area of “Disclosure of Material News”; NASDAQ requires that listed companies both comply with Regulation FD and provide NASDAQ with advance notice of certain news events.³⁸

Given NASDAQ’s oversight in this area, there is an insuperable conflict of interest in NASDAQ also selling (or “giving away”) the very services the adequacy of which it is supposed to evaluate. At least three issues immediately present themselves:

³⁷ See “Regulatory Requirements” (October 2006) (copy attached hereto as Exhibit F) at 2; *see also id.* at 7 (discussing NASDAQ authority to order trading halts).

³⁸ *Id.* at 5.

Holme Roberts & Owen LLP

Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 24

- *First*, NASDAQ's authority to rule on the adequacy of the disclosures makes it inappropriate for NASDAQ itself (even if through a wholly owned subsidiary) to be making the disclosures. In essence, NASDAQ is requesting that it be allowed to rule upon its own work. The situation is only made worse by the fact that not all companies will use NASDAQ, leading to a situation rife with the possibility that certain companies (using NASDAQ) will receive or appear to receive more favorable treatment from NASDAQ than other companies (using Business Wire, PR Newswire, or another competitor).
- *Second*, NASDAQ is in a position, quite apart from its role evaluating the adequacy of disclosures, to determine how much disclosure is required in the first place. Notably, this conflict comes into play whether NASDAQ provides information dissemination services for "free" (as part of a bundled price) or NASDAQ charges for the services as an independent company would. In the first instance, NASDAQ would have an incentive to reduce the amount of disclosure required of its listed companies in order to save costs – which could impact the ability of investors to make appropriate and fully informed decisions. In the second instance, NASDAQ would have an incentive to increase the amount of disclosure required, thus imposing additional and unnecessary burdens on listed companies.
- *Third*, NASDAQ's decision to enter into ancillary businesses not directly relevant to its primary function of listing and facilitating trading of securities necessarily puts it in a position of having to determine which aspect(s) of its business should be provided the capital, management experience, and other tools necessary to function as well as possible. As the Commission itself put it in a different but related context last year: "Given the inherent tension between an SRO's role as a business and as a regulator, there undoubtedly is a temptation for

Holme Roberts & Owen LLP
Attorneys at Law

Nancy M. Morris
December 11, 2006
Page 25

an SRO to fund the business side of its operations at the expense of regulation.”³⁹

Notably, each of these conflicts of interest inhere not just in the particular proposal currently under consideration, but in the very concept of NASDAQ being a significant participant in the information dissemination business (and other business ancillary to its principal function).

III. Conclusion

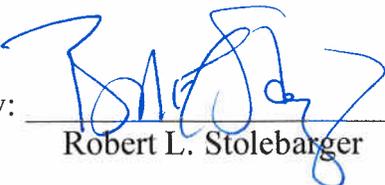
Business Wire appreciates your consideration of these important issues. Based on the preceding analysis, Business Wire believes that the Commission should: (1) deny NASDAQ’s proposal to increase its fees and tie disparate services into a single package; (2) require transparency in all future pricing proposals from NASDAQ; and (3) restrict NASDAQ’s ownership of and/or involvement in business outside its core function that create actual or apparent conflicts of interest.

If the Commission is amenable, we would be pleased to meet with the Commission to explain our concerns in greater detail.

Respectfully Submitted,

Robert L. Stolebarger and
Roger Myers
Richard M. Mooney
Holme Roberts & Owen LLP

James R. Doty
Brad Bennett
Baker Botts LLP

By: 
Robert L. Stolebarger

³⁹ See 17 CFR Part 240 (SEC “Concept Release Concerning Self-Regulation” dated March 8, 2005, also available at <http://www.sec.gov/rules/concept/34-50700.htm>) at text accompanying note 198; *see also id.* at text accompanying notes 272-73 (Commission proposing that SROs “be required to effectively separate their regulatory function from their market operations and other commercial interests”).

Exhibit A

NASDAQ STOCK MARKET INC

FORM 8-K
(Current report filing)

Filed 10/2/2006 For Period Ending 10/2/2006

Address	ONE LIBERTY PLAZA NEW YORK, New York 10006
Telephone	212-858-4750
CIK	0001120193
Industry	Investment Services
Sector	Financial
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 2, 2006 (October 2, 2006)

THE NASDAQ STOCK MARKET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-32651
(Commission File Number)

52-1165937
(I.R.S. Employer
Identification No.)

One Liberty Plaza, New York, New York 10006

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (212) 401-8700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On October 2, 2006, The Nasdaq Stock Market, Inc. sent a notice to listed companies announcing changes to Nasdaq's listing product and listing fees, subject to SEC approval. A copy of the notice to listed companies is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The pricing changes disclosed in the notice to listed companies are not expected to have a material

impact on Nasdaq's financial results.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Notice to Listed Companies dated October 2, 2006.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the changes to Nasdaq's listing product and listing fees. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ's control. These factors include, but are not limited to factors detailed in NASDAQ's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE NASDAQ STOCK MARKET, INC.

Dated: October 2, 2006

By: /s/_Edward S. Knight_
Edward S. Knight

Executive Vice President and General Counsel

Subject: Changes to the NASDAQ pricing structure add value to your listing

At NASDAQ, we strongly believe that your annual listing fee should represent more than just inclusion in a stock market -- it should provide tangible value back to your company and your shareholders. With this in mind, NASDAQ is redefining the listing product to include a package of issuer benefits, previously not included as part of the annual listing fee. These products assist our listed companies with compliance, shareholder communications and visibility objectives. To support this initiative, NASDAQ has proposed a new pricing structure reflecting the addition of these products and services at a significant price advantage for NASDAQ-listed companies.

- The proposed new pricing structure translates into a nominal annual fee increase -- all companies will maintain a price advantage when compared to NYSE and ARCA listing fees.
- The new value-added package of products and services are items that every listed company currently uses and needs and is valued well over the listing fee increase, representing a cost savings to your company.

Below are the proposed annual fee schedules for The NASDAQ Global and NASDAQ Global Select Markets and The NASDAQ Capital Market. These proposed fees are for 2007 and subject to SEC approval. I look forward to sharing the details of the new package of products and services with you in the near future. Please contact your NASDAQ Relationship Manager if you have any questions.

Sincerely,

/s/ Bruce Aust

Bruce Aust
Executive Vice President
NASDAQ Corporate Client Group

Proposed 2007 Annual Fee Schedule for The NASDAQ Global and NASDAQ Global Select Markets

TOTAL SHARES OUTSTANDING	PROPOSED ANNUAL FEE
Up to 10,000,000	\$30,000
10,000,001 to 25,000,000	\$35,000
25,000,001 to 50,000,000	\$37,500
50,000,001 to 75,000,000	\$45,000
75,000,001 to 100,000,000	\$65,500
100,000,001 to 150,000,000	\$85,000
Over 150,000,001	\$95,000

Proposed 2007 Annual Fee Schedule for The NASDAQ Capital Market

TOTAL SHARES OUTSTANDING	PROPOSED ANNUAL FEE
--------------------------	---------------------

All TSO

\$27,500

Proposed 2007 LAS Fees

Listing of Additional Shares

\$5000 or \$.01 per
additional shares

(whichever is higher with a
maximum of \$65,000)

Maximum annual fee

\$65,000

Exhibit B

PRIVILEGED & CONFIDENTIAL:

From: Caporale, Danielle [<mailto:Danielle.Caporale@nasdaq.com>]
Sent: Friday, October 13, 2006 1:49 PM
To: XXXXXXXXX
Subject: NASDAQ package of products and services for listed companies -

Gentlemen,

I'd like to follow-up on an email that Bruce Aust sent to you last week. The listing fees for -----are increasing (based on your TSO) from \$17,500 to \$27,500. With this increase, NASDAQ continues to be the price leader on listing your shares on a US exchange.

We will be offering a "package" of IR services. We offer these services to be more than just a place where you list your stock. Our group does a tremendous amount of due diligence around the companies that we partner with or purchase. We feel that these companies are best-of-breed, and/or offer a valuable service to our listed-companies. For example, our Insurance Agency specializes in management liability and we offer their expertise in D&O insurance as a resource for you to turn to to provide a complimentary review of your policy.

Pending SEC approval of our proposed fees you will receive as a benefit of your listing, a package of services starting in 2007. The package of services is designed to help you manage investor communications, comply with SEC regulations and to provide risk management intelligence. NASDAQ is still finalizing the package of services it will provide, however we expect to include some if not all of the following value added services:

Products/Services:

- *Four (4) Audio Webcasts per year (1 per quarter)
- *Four (4) Press Releases per year (1 per quarter; up to 500 words each; U.S. CIRCUIT ONLY)
- *Four (4) 8K Edgar Filings per year (1 per quarter)
- *Dynamic Annual Report including proxy material (1 per year)
- *NASDAQ Insurance Agency - Carpenter Moore Peer Benchmarking

Enhancements to current NASDAQ services including:

- *NASDAQ Online enhancements to include investor relationship management tools
- *New NASDAQ Market Intelligence Desk reporting

Since our announcement, I have received a couple of questions and would like to make sure that everyone is clear on several points:

- *The service package has been developed to differentiate NASDAQ by providing companies with a unique value for their listing. Your listing fee should represent more than just a "membership" fee.
- *The bundled services are just the latest addition to a broad package of support services available to you from NASDAQ Corporate Services such as:
 - *My services as your NASDAQ Relationship Manager
 - *The NASDAQ Market Intelligence Desk
 - *NASDAQ Online
- *It is completely up to you as to whether to take advantage of these services. Should you choose not to use any of the services that will have no impact on your new fee schedule.
- *We intend to continue innovating for the benefit of our listed companies and their investors.

Please call or email me with any questions you may have.

With kind regards,

Danielle

Danielle D. Caporale

The Nasdaq Stock Market, Inc.

Corporate Client Group

One Liberty Plaza

New York, NY 10006

212-401-8709

Exhibit C

FOCUS - 52 of 129 DOCUMENTS

Copyright 2001 Newspaper Publishing PLC
The Independent (London)

May 3, 2001, Thursday

SECTION: BUSINESS; Pg. 19

LENGTH: 328 words

HEADLINE: LSE TO LOSE MONOPOLY ON NEWS PROVISION

BYLINE: Susie Measure

BODY:

THE LONDON Stock Exchange will lose its monopoly on providing regulatory information about listed companies under proposals released yesterday by the Financial Services Authority.

The FSA, the City watchdog, plans to open the Regulatory News Service (RNS) to competition from other primary information providers to cut market costs and guarantee real-time dissemination of price-sensitive information to benefit private investors.

Under the proposals, published in a consultation paper, companies listed on the UK stock market could pick which information provider publishes their official announcements, such as mergers and acquisitions or results.

During the three-month consultation period, interested parties from private investors to the LSE will be invited to discuss such a new system. "If this goes ahead, we will then ask any companies interested in being primary information providers to come forward," an FSA spokesman said.

Andrew McStravick, director of operations at the LSE, said the exchange broadly welcomed the FSA's proposals. "We think a competitive environment will allow us to demonstrate the strength and advantages of RNS over other potential (information distribution) mechanisms. It will also allow us to operate RNS on a commercial basis, which at the moment we don't do."

The City watchdog calculates that running RNS now costs pounds 5.6m a year. The FSA estimates the total cost of the proposed competitive model would be pounds 3.2m; it pledges to pass on any associated cost savings via lowering the listing fees that companies pay the UK Listings Authority, part of the FSA.

Commenting on the pounds 1.5m a year that the LSE receives from the FSA towards operating RNS, Mr McStravick said: "We do not operate (it) on a cost-recovery basis." He said the exchange currently recouped about 20 per cent of the running costs by selling RNS to the likes of secondary providers like Reuters and Bloomberg.

LOAD-DATE: May 3, 2001

FOCUS - 47 of 129 DOCUMENTS

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Birmingham Post

December 4, 2001, Tuesday

SECTION: NEWS; Pg. 19

LENGTH: 510 words

HEADLINE: EXCHANGE-LISTED FIRMS FIND WORDS WILL COME CHEAP;
CITY VIEW

BYLINE: Richard Tyler

BODY:

Issued on the day the Financial Services Authority gained its much feared market abuse monitoring powers, a little-noticed proposal to open up the market for company announcements was made.

The plan is to allow a handful of private companies to become "primary information providers" and compete with the Stock Exchange, which until now has been the sole source of listed company news through its Regulatory News Service. The cost of the service was included within the Listing Authority's pounds 3,400 annual charge for maintaining a listing on the main market, but also included the Stock Exchange's own individual charges for each announcement and another less transparent payment based on the volume of trading in the company's shares.

From February this will all change. As part of the FSA's drive to improve competition in the sector it has offered licences to any news organisation that can pass its strict service criteria. So far Business Wire, Hugin Online, Newslink, PIMS, PR Line, PR Newswire and Waymaker have all applied to compete with the RNS.

Unlike Premiership football games, private investors will not have to go searching around different news providers to find the information they want as the FSA has guaranteed to provide a full compilation of news on its website if private companies don't step in.

But Reuters, Bloomberg and Hemscott are all likely to want to provide such a service.

But what's in it for the companies? Well, as some of the annual listing fee subsidises the service, companies may find they have a rebate on next year's listing payment -- the FSA is currently reviewing this issue.

And under the new scheme each company will be able to negotiate with their chosen news provider exactly the sort of service that best suits them.

So for Brownhills-based Castings, a per word deal may be appropriate as the forgers three-page interim statement, issued last week, was not word heavy.

In comparison, GKN issued a massive document at its last results briefing, giving details of how the company performed before and after the split with its pallets business. So a bulk discount deal may be more appropriate.

The FSA has calculated a FTSE 100 company should pay about pounds 4,300 a year for company announcements under the new regime. For a FTSE 250 constituent, this falls to pounds 3,000 and then pounds 1,000 for those in the FTSE 350 and below. The Stock Exchange, far from being concerned over the loss of its monopoly, is working its existing branded services hard and, now a listed company itself, is looking forward to making a profit. The RNS service was previously run at a break-even rate.

One new premium service is RNS Reach, which handles a company's traditional corporate news, like new product launches and promotions.

EXCHANGE-LISTED FIRMS FIND WORDS WILL COME CHEAP;CITY VIEW Birmingham Po

Perhaps this is where the big change will occur, as the primary news providers sell their regulatory news service cheaply in order to take on the more profitable general corporate and investor relations functions from traditional PR agencies.

LOAD-DATE: December 4, 2001

FOCUS - 46 of 129 DOCUMENTS

Copyright 2002 Newspaper Publishing PLC
The Independent (London)

January 26, 2002, Saturday

SECTION: BUSINESS; Pg. 19

LENGTH: 83 words

HEADLINE: INFO GROUPS TO COMPETE WITH RNS

BODY:

FOUR COMPANIES are set to attack the London Stock Exchange's monopoly over the provision of price-sensitive company announcements, but the onset of competition has been delayed until 2 April. The Financial Services Authority has cleared the information companies Business Wire, PR Newswire - part of United Business Media - Newlink and Pims to compete with the LSE's Regulatory News Service. The FSA said late last year it expected the new competitive regime to come into force in February.

LOAD-DATE: January 26, 2002

FOCUS - 45 of 129 DOCUMENTS

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ASAP

Copyright 2002 Haymarket Business Publications Ltd.
PR Week (UK)

February 8, 2002

SECTION: Pg. 2(1) ISSN: 0267-6087

ACC-NO: 83037367

LENGTH: 213 words

HEADLINE: FSA permits five firms to compete with LSE's service;
Financial Services Authority;London Stock Exchange Regulatory News Service;
Brief Article

BODY:

The Financial Services Authority has revealed the first wave of firms allowed to compete with the London Stock Exchange's Regulatory News Service (RNS).

But the FSA this week confirmed rival firms could come forward to run for primary information provider (PIP) status at anytime.

PIMS, Business Wire, PRNewswire, Newslink and the RNS itself have passed the first stage of the FSXs approval process, which is set to end the LSE's monopoly on the provision of price-sensitive company announcements from listed firms.

Three of the previously confirmed potential PIPs - Waymaker, HuginOnline and PR Line - declined to go through the initial auditing process, in which they must meet criteria including adequate security and transparent pricing.

But the FSA said companies can still come forward to apply for PIP approval: 'Those companies that have not yet come forward for the audit process can do so at a later date - there is no time restriction,' said FSA spokesman Patrick Humphris.

Waymaker is expected to apply for approval within weeks.

Humphris said the first wave of potential PIP's cleared to continue will now go through an independent audit process before a final decision by the FSA board later this month.

The FSA aims to introduce the new competitive PIP system on 2 April.

LOAD-DATE: December 30, 2005

FOCUS - 41 of 129 DOCUMENTS

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ASAP

Copyright 2002 Haymarket Business Publications Ltd.
PR Week (UK)

May 3, 2002

SECTION: Pg. 03 ISSN: 0267-6087

ACC-NO: 90335766

LENGTH: 157 words

HEADLINE: PR Newswire gains ground on RNS in battle for City news;
Regulatory Research Associates Inc. RNS;
Brief Article

BODY:

The fight for leadership in the regulatory news dissemination market is shaping up as a two-horse race between the London Stock Exchange's Regulatory News Service and PR Newswire.

Figures released this week from the Financial Services Authority, which opened up the market to competition two weeks ago, reveal RNS's grip on the sector is slipping.

RNS's share of financial company announcements fell to 88.5 per cent this week, putting out 7,804 announcements.

While the LSE-owned service remains the leader in the market, United Business Media's PR Newswire is gaining ground, notching up 824 announcements, or 9.3 per cent.

PR Newswire has reportedly signed non-exclusive deals with Brunswick, Tavistock Communications, The Maitland Consultancy and Financial Dynamics.

Other corporate clients include Logica, Cable & Wireless, BAA, Somerfield and Cadbury.

Rival regulatory information services only managed to bag just over two per cent between them.

LOAD-DATE: December 30, 2005

FOCUS - 28 of 129 DOCUMENTS

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ASAP

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PR Week (UK)

February 27, 2004

SECTION: Pg. 05 ISSN: 0267-6087

ACC-NO: 113641514

LENGTH: 81 words

HEADLINE: RNS continues to lose LSE ground;
Regulatory News Service, London Stock Exchange;
Brief Article

BODY:

Competition to provide regulatory news to the London Stock Exchange (LSE) has seen the LSE's own provider, the Regulatory News Service (RNS), lose market share, according to the latest data.

RNS's market share has dropped since it lost its monopoly in April 2002, and now accounts for 73.8 per cent of announcements, according to the data contained in Knowledge Technology Solutions' (KTS) bi-annual survey.

RNS is being challenged by rival providers PR Newswire, Business Wire and Waymaker.

LOAD-DATE: January 3, 2006

Exhibit D



**Speech by SEC Staff:
Remarks before the ICI Equity Markets Conference**

by

Annette L. Nazareth

*Director, Division of Market Regulation
U.S. Securities and Exchange Commission*

New York City, NY
September 23, 2004

Thank you so much for the opportunity to address the Investment Company Institute's 2004 Equity Markets Conference. The nature and pace of change in U.S. equity markets have been nothing short of phenomenal and the input of institutional investors in helping regulators comprehend these developments has been essential. Before I begin my talk let me remind you that my remarks represent my own views and do not necessarily reflect the views of the Commission or my colleagues on the staff.

As you all know, the Commission is in the thick of a rulemaking process that could ultimately result in some of the most important refinements to the U.S. equity market structure since the Exchange Act was amended in 1975. In Regulation NMS, the Commission has proposed a number of discrete rules designed to address the dramatic changes our markets have undergone in the past several years. These changes have been brought about by major developments in trading technologies and the rapid rise of alternative trading venues. While this innovation has been extremely beneficial for our markets overall, it has also exposed the fundamental tension that exists when electronic trading models interact with the floor-based trading models of traditional exchanges within our national market system.

Recognizing that the goals of the National Market System may no longer be furthered by certain legacy rules, the Commission engaged in considerable fact-finding efforts over the past few years to determine which areas required modernizing. While there was not clear consensus on solutions, the areas ripe for review were clear: the ITS trade through rule, intermarket access requirements (including the fees charged by market centers to access their quotes), subpenny quoting, and the allocation of revenues produced by the consolidated data networks. Because you have all had time to consider the Commission's proposals and had an opportunity to express your views through the notice and comment process, I will not reiterate the details of the proposals for you today. Rather, I will give you my overall impression of what the commenters had to say. The divergence

of these comments will demonstrate the challenges faced by the Commission as it strives to develop a level playing field for the market place of the future.

Before I highlight the views raised by commenters, however, I thought I would reflect upon the comment process generally. I have enormous respect for this process. It is a hallmark of our open, democratic form of government, and it provides us with invaluable insights into the effects of regulation on the marketplace. It also provides any member of the public a forum to express a personal viewpoint, without the constraint of balancing what is best for the public at large. And there is much truth to the old adage "where you stand depends on where you sit" - in other words - viewpoints are naturally influenced by one's business model. Trust me when I say that the Commission has ample experience with market participants speculating that any given rule proposal would alter the course of human history as we know it. Indeed, it is a rare rule proposal that does not elicit a comment that predicts "grass will grow on Wall Street" should the proposal be adopted. Does anyone remember that prediction? By the way, I should point out that in the future, if you intend to use the "grass will grow" comment, it has been updated. The new line is "your proposal will turn our market into a Starbucks." I thought it would be fun to take a few minutes to recall some dire predictions of the past to give you a feel for the difficult task we face at the Commission in assessing public comments. In the end, the predictions of doom for our markets, at least so far, have been grossly overstated and the results of the actions taken by the Commission and industry have generally resulted in a market place that is vibrant and creative -- a market place that remains the global leader known for dynamic innovations while remaining fair, orderly and protective of investors.

It is difficult to imagine today, but, when the Commission proposed the firm quote rule commenters argued that markets would be severely damaged because dealers would be less willing to supply liquidity. Moreover, in connection with the Commission imposing consolidated last sale trade reporting requirements on the OTC market, commenters argued that such action could "seriously impair the viability of the OTC market" and "might reduce the liquidity of the markets for [OTC stocks] because OTC market makers might be less willing to acquire a position" if their competitors could discover the size of their positions. Well the jury is in and the verdict is clear, both predictions fortunately were incorrect. Firm quotes have enhanced price discovery in our markets. In addition, I don't think any of us would argue with the contention that last sale trade reporting has significantly improved the OTC market and increased, rather than decreased, liquidity.

Perhaps the most notorious example of an initiative that generated significant consternation was the elimination of fixed commissions. Nothing short of the end of capitalism was predicted. Specifically, some contended that the existence of fixed commissions represented a primary incentive for being an NYSE member. Commenters argued that, if large members dropped their NYSE membership and engaged in upstairs dealer crossing, the specialist system would suffer an inexorable decline. In addition, certain economic studies purported to show that, without fixed commissions, price swings would grow more pronounced and sudden collapses on announcement of unexpected news could become commonplace. Some

even foretold periods of "destructive competition," in which many efficient firms would be pushed out of business by larger less efficient (but more diversified) firms. While there have been many changes in the ranks of securities firms since 1975, the predictions of market chaos have proved unfounded. Rather, the elimination of fixed-commissions directly benefited investors through commissions being driven lower by competitive forces and benefited the industry by introducing real competition to the market place.

This next one is my favorite, given the benefit of hindsight. In connection with the adoption of the Order Handling Rules, we received a number of comments that predicted that the rules would lead to a loss of anonymity and liquidity in ECNs. This would badly harm the ECNs' ability to attract order flow and ultimately harm one of the major users of ECNs - institutional investors. Well, as we all know, this prediction has been proved to be way off the mark.

I mention these examples not to gloat (I dare not, having probably participated in the drafting of similar letters myself) but rather to provide a sense of the challenges the staff faces in assessing the opposing views we hear. In truth, most of the comments we receive are well conceived and thoughtfully articulated. The staff's challenge is to listen carefully to what commenters have to say, reflect on the comments, and use their guidance where appropriate in fashioning our recommendations to the Commission. In Reg NMS, we seek to balance the comments consistent with our guiding principles: to enhance best execution; improve market efficiency; enhance price discovery; provide competition; encourage display of limit orders; and above all, do no harm.

We have received many insightful comments on Reg NMS. As with virtually all rulemakings, there is a divergence of opinion on some points. As the Commission carefully considers the comments and crafts final rules for possible adoption its task will be no different from that of its predecessors - to carefully balance the considered comments, along with its own analysis, crafting the most effective rules for the marketplace.

Reg NMS comments were perhaps most disparate with respect to the trade-through rule. Overall, the vast majority of commenters supported the principle of price protection. They expressed quite different opinions, however, on the best way to achieve that goal. Commenters were generally split into three groups regarding the need for, and structure of, a trade-through rule: (1) those who supported trade-through protection for automated markets' quotes and opposed any opt-out exception; (2) those who supported a trade-through rule but advocated an opt-out exception; and (3) those who did not believe any trade-through rule is necessary to protect the best prices and promote the display of limit orders.

Institutional commenters were nearly unanimous (with a few notable exceptions) in their strong support for a trade-through rule without an opt-out exception. They stressed that limit orders are the building blocks of public price discovery and efficient markets, and that an opt-out is contrary to the protection of limit orders. The major floor-based exchanges, many other regional exchanges, and two of the three associations representing individual investors agreed with the institutional investors on the need for a trade-through rule. These commenters emphasized that only automated

quotes deserve trade-through protection, however, explaining that quotes that are not immediately executable are not firm and should not be protected. They also felt that an opt-out exception would be unnecessary if only automated quotes received trade-through protection. Commenters argued that an opt-out exception could hurt retail investors, and allow participants to bypass legitimate, automatically accessible limit orders. These commenters supported a strong trade-through rule in order to protect and thereby encourage the use of displayed limit orders, thus promoting transparency and liquidity in the NMS.

A second group of commenters supported a trade-through rule, but specifically conditioned their support on inclusion of an opt-out exception. Some commenters thought that a trade-through rule would provide valuable protection to retail investors, but institutional investors should be allowed to opt-out. These commenters further argued that an opt-out exception is an important tool for investors with different investing strategies, e.g. those that value speed and those that are working large blocks.

A last group of commenters did not believe that any trade-through rule was necessary. This group included nearly all of the electronic markets and electronic traders, as well as the major traders' organization and a number of market making firms. Finally, two large institutional commenters opposed the adoption of a trade-through rule. These commenters generally believe that if market centers provide immediate and automatic trade executions against their published quotes and hidden access fees are eliminated, price competition would become the most meaningful standard of execution quality and market forces would then ensure that customers would receive the best price.

Commenters were split on whether a trade-through rule should be extended to the Nasdaq market. Several of the securities industry trade groups, two of the three retail investor representatives, and several pension funds, institutional investors, and large brokerage firms supported applying a trade-through rule to Nasdaq. The major floor-based exchanges and their representatives, as well as nearly all regional exchanges concurred. These commenters supported a uniform trade-through rule, stating that, by affirming the principle of price priority, such a rule would encourage the display of limit orders in all markets which, in turn, would improve price discovery and contribute to increased liquidity. Further, these commenters thought affirming the principle of price priority in all markets would increase investor confidence in the markets. Finally, these commenters argued that a uniform trade-through rule would facilitate a broker-dealer's ability to achieve best execution.

Commenters that opposed an expansion of the trade-through rule to Nasdaq generally included the electronic markets, electronic traders, and retail brokers. These commenters cited a lack of empirical evidence justifying the need for trade-through protection in this market. They believed that competitive forces alone had already achieved the objectives of the proposed trade-through rule.

Certainly the most debated element of the trade-through proposal is the opt-out exception. Those who opposed the opt-out exception expressed concerns that it would allow block traders to by-pass limit orders at a better

price posted by other investors, thereby discouraging the placement of limit orders and harming individual investors. Thus, these commenters believe that the opt-out exception would undermine the Commission's goal of price protection. Some commenters also suggested that the opt-out would degrade one of the core strengths of U.S. equities markets, the aggregation of retail and institutional investors' orders competing on the best price.

Many commenters also expressed support for the opt-out exception. These commenters believed that the opt-out exception would provide investors with needed flexibility to pursue their investment objectives. They also argued that an opt-out exception would promote greater competition among markets and would produce a more workable rule.

Several commenters discussed the relationship between the manual markets exception, the manual quote exception, and the opt-out exception, asserting that if the Commission were to adopt an exception to the trade-through rule for manual quotes, the opt-out exception would no longer be necessary. One of these commenters maintained that there was no justification for a customer not to get the best price if the quote is a firm, electronically accessible quote.

There was wide support for the concept of allowing automated or "fast" markets to trade through non-automated or "slow" markets. Commenters differed, however, on whether the Commission should set specific time standards for what qualifies as "fast". Many commenters specifically expressed support for a "quote-by-quote" exception to the trade-through rule that would allow market participants to trade-through manual quotes. Some of these commenters felt the quote distinction would allow hybrid markets to thrive. As with those who favored a manual market exception, manual quote advocates were split on whether the Commission should set standards as to what constituted an automated quote. Those opposed to the manual market and manual quote exceptions seemed to do so because they favored the much broader opt-out exception (with fewer restrictions on the use than were set out in the Commission's proposal.)

Commenters seemed to agree that if the trade-through rule is adopted, it would be appropriate to have exemptions in a number of circumstances, such as for intermarket sweep orders. Other commenters suggested that the Commission consider exemptions for block trades, VWAP trades, stopped orders, and portfolio basket trades. Each of these suggestions raises different issues that will have to be carefully considered. Clearly, any trade-through rule applicable to markets as active as, say, the top 50 stocks in the Nasdaq and the NYSE markets must accommodate a frenzy of orders and rapidly changing quotes. A carefully crafted rule would have provisions to avoid chasing ephemeral quotes and permit fast trading, while still protecting limit orders seeking an execution from being passed over by trades at inferior prices. I believe this could be achieved for both the listed and Nasdaq markets.

All that being said, as you know, the trade-through proposal is not the only piece of this market structure puzzle. The NYSE's proposed enhancements to the exchange's Direct+ automatic execution system has received much attention and will be the subject of a lively panel discussion later this morning. If the Commission adopts a trade-through rule that incorporates the automated vs. manual quote approach, rather than the automated vs.

manual market approach, then clearly the intent of the Direct + proposal is to satisfy the former requirement. The NYSE's stated intent is for the Direct+ enhancements to significantly broaden the parameters under which the exchange would offer automatic execution of those displayed quotes. The NYSE clearly hopes to position itself for a "fast/slow quote" trade through rule, if the Commission chooses that approach, by preparing to be in a "fast quote" mode the vast majority of the trading day for each of the securities it trades.

In those particular contexts when the NYSE's quotation is not accessible through automatic execution (such as to generate additional price discovery to handle an order imbalance), the expectation is that the quotation would be identified as such and order-routers could respond accordingly.

While the trade through component of Reg NMS has clearly generated the most comments, the other three proposals have also attracted significant attention. The subpenny proposal would prohibit market participants from accepting, ranking, or displaying orders, quotes, or indications of interest in a pricing increment finer than a penny, except for securities with a share price of below \$1.00. The overwhelming weight of comment on this proposal appears to be in favor of the Commission's approving it as proposed.

With respect to inter-market access, Reg NMS would modernize the terms of access to quotations and execution of orders in the NMS by, among other things, establishing standards for direct and indirect access to quotes in the National Market System. Overall, the majority of commenters seemed to support this "soft linkage" approach, but some still noted concerns with respect to the ability of a market center to remain inaccessible by posting quotes outside of an SRO' execution system. Comments were decidedly split, however; with respect to the Commission's proposal on access fees, which would place a 1 mil access fee cap with an aggregated cap of 2 mils on quotes in the NMS. Many securities firms and SROs argued that all non-subscriber access fees should be prohibited. Nearly all electronic markets and electronic traders opposed any limitation on access fees, arguing instead that competitive forces were sufficient to address them. Institutional investors, some securities firms, and Nasdaq seemed to support the de minimis fee proposal as a worthwhile compromise approach on an extremely difficult issue. The SROs did not want their transaction fees to be subject to any limitation, beyond the current review of proposed rule filings by the Commission.

Finally, on the topic of market data, the Commission sought to address distortions caused by market data rebates by proposing amendments to the plans for disseminating market information to the public that, among other things, would modify the formulas for allocating plan revenues to reward markets for more broadly based contributions to public price discovery. While commenters generally believed there are serious problems with the current formulas, many did suggest that the proposed formula was a trifle complex. Many comments, however, focused on the current level of fees charged by the market data networks and questioned whether such fees remain reasonably related to the cost of market data. They argued for addressing this issue as part of the market data proposal.

As we all know, the Commission and the securities industry has devoted

significant resources to this over the last five years. This record includes the Commission's 1999 Concept Release on market information fees and revenues, the public comments received in response to the Concept Release, and the 2001 report of the Commission's Advisory Committee on Market Information. These issues are enormously complex - they make our allocation formula look simple. Market data revenues impact several key areas. They play an important role in the current SRO funding scheme and, if changes are to be made to how SROs are compensated for market data, they must be made carefully. To effectively carry out their mission as front-line regulators and operators of market systems, SROs must have adequate funding. In the current competitive environment, with other traditional SRO revenue sources being squeezed, it is important to consider the broader SRO funding picture. Market data itself also plays a critical role in the U.S. securities markets. It is the information on which decisions to buy and sell securities are made. It also creates confidence in the fairness of the markets. Given its importance, we must strive to make market data widely available, which means it must be reasonably priced. We must also prevent dominant markets from abusing their market power in the pricing of this essential data. I plan to recommend that the Commission address the broader issues concerning market data in an SRO structure concept release that I will describe in a few moments, rather than in the approval phase for Reg NMS.

Whatever final Reg NMS rules the Commission may adopt, it is my belief that they will signal the Commission's continued belief in a core set of principles. The protection of limit orders across markets is essential to ensure that our markets attract deep liquidity. Wherever possible, rules should be designed to support and encourage the fulfillment of the agency duty of best execution. Furthermore, our National Market System is built on competition and so we must be vigilant to ensure that rules provide sufficient operational flexibility to allow the industry engine of innovation to continue driving the industry forward. It is my hope that the Commission will consider Reg NMS before year-end.

In addition to the many complex issues facing the Commission regarding the National Market System, the staff has recently spent considerable resources addressing the issues of SRO transparency, and governance, issues concerning SRO ownership, and the efficacy of the SRO system generally. As history tells us, without sufficient transparency, sound governance practices, and a structure that encourages the fulfillment of self-regulatory obligations, SROs can falter.

I expect in the next few months that the staff will recommend that the Commission consider issuing proposed rules that would pertain to the governance, administration, transparency, and ownership of SROs that are national securities exchanges or national securities associations, and the periodic reporting to the Commission of information by these SROs regarding regulatory programs. The rules we plan to recommend would improve governance standards that are generally akin to those required of public companies in the post Sarbanes-Oxley era. The rules would enhance the roles of independent directors, and encourage greater separation between the SRO's regulatory function and its market operations. In this era of for-profit, publicly traded exchanges, we believe the historical constraints on individual members exercising control over SROs should be made explicit. Furthermore, comments on the Commission's market data

proposal called for greater transparency of SRO revenues and expenses. The staff concurs and will recommend expanded public reporting by SROs of their financial and ownership structure.

While these rule proposals we plan to recommend are designed to enhance the governance, transparency, and oversight of SROs, the staff recognizes that changing conditions have raised broader questions about the structure and role of SROs. Thus, I anticipate that we will also recommend for the Commission to consider issuing a separate concept release that seeks public comment on a wide variety of issues that relate to the efficacy of the self-regulatory system, including its structure and funding.

In closing, I will note my belief that this is an historic moment in market regulation. The Commission has an opportunity to make some pivotal changes that could guide our equity markets into the new century. Likewise, we also have a duty to oversee vigorously the self-regulatory process and, at the very least, make improvements that are designed to ensure that our markets maintain the level of integrity that we have come to expect. The markets are rapidly changing. While change is often unsettling, a failure to adjust to changing market conditions, and to adapt our supervisory structure to maintain fair and orderly markets, risks losing our preeminent position and reputation for fairness in the global market place. Thank you.

<http://www.sec.gov/news/speech/spch092304aln.htm>

[Home](#) | [Previous Page](#)

Modified: 09/24/2004

Exhibit E

Copyright 1998 Canadian Corporate News Inc.
Canadian Corporate Newswire

August 5, 1998, Wednesday

LENGTH: 762 words

HEADLINE: Nearly 90 Per Cent of Companies Polled Oppose New VSE Policy, CCN Survey Reveals

SOURCE: NEWS RELEASE TRANSMITTED BY CANADIAN CORPORATE NEWS

BODY:

VANCOUVER, BRITISH COLUMBIA--Nearly 90 per cent of more than 200 Vancouver Stock Exchange -listed companies surveyed by Canadian Corporate News Inc. (CCN) are opposed to a controversial new policy under which the Exchange has granted a commercial monopoly to Canada NewsWire Ltd. (CNW), CCN announced today.

In a survey of 204 VSE-listed companies conducted by CCN staff between July 28 and August 4, 182 companies or 89.2 per cent of those contacted expressed disapproval of the VSE's new disclosure policy, which is scheduled to take effect Sept. 1. Under the new policy, about 95 per cent of the Exchange's 1,400-plus companies will be required to use CNW as their primary news disseminator, ending the current competitive marketplace.

Of the 182 companies that expressed opposition, fully 158 of them - or more than 77 per cent of those surveyed - registered "strong disagreement" with the VSE's new policy. Only three of the 204 companies surveyed, or 1.5 per cent of all those contacted, expressed support for the new policy.

"If there was any remaining doubt in anyone's mind about the degree of opposition to the VSE's new policy, these numbers should surely end the debate," said J. Peter Hunt, CCN's President. "When barely one company in a hundred can find anything positive to say about the VSE's deal to grant a monopoly to CNW, it tells me that something is fundamentally wrong with the new policy. I can only hope that the VSE is willing to listen to the companies it purports to represent."

Of the 204 companies polled, 125 or 61.3 per cent of them are existing CCN client firms. A further 34 firms are currently clients of CNW, and 45 companies currently use Stockwatch - an independent Vancouver-based news dissemination service - to distribute their press releases. All respondents were contacted by telephone or by fax by CCN staff, and asked to respond to a standard questionnaire.

"It's especially illuminating to note that opposition to the new VSE policy is across-the-board, regardless of which news dissemination service a company now uses," said Hunt. "Of the 34 CNW client firms that we contacted, 60 per cent expressed strong disagreement with the new policy, and only one of CNW's clients said they support it. As for the 45 Stockwatch clients we reached, all of them said they oppose the policy, with 96 per cent registering strong disagreement. In my books, that's about as close to a unanimous rejection of this misguided policy as one could reasonably expect."

In addition to voicing their opposition to the VSE policy by responding to CCN's survey, 59 or 47 per cent of the 125 CCN client firms contacted said they have written or plan to write letters of complaint on the issue to VSE President Michael Johnson. In a further demonstration of opposition, 30 of CCN's clients said they are considering de-listing from the VSE and moving to another Exchange, rather than abide by the new policy.

"Given the overwhelming evidence, I have to wonder who in the world supports this new policy besides the VSE and CNW," said Hunt. "If someone knows the answer to that question, it's time to speak up. With barely four weeks to go

before the new VSE policy takes effect, time is of the essence, not only for ourselves but for the hundreds of VSE-listed companies who stand to suffer potentially higher operating costs when this deal takes effect."

CCN has operated a Vancouver office since 1985 and currently has exclusive contracts with approximately 80 VSE-listed companies. A further 180 VSE companies have used CCN's services on an exclusive basis during the past year. During this period, CCN has issued approximately 2,000 news releases for VSE-listed client firms.

CCN, which employs approximately 100 people across the country at offices in Toronto, Montreal, Calgary, Vancouver and Ottawa, was formed in 1983 and ranks as one of Canada's largest news dissemination services. CCN currently has approximately 2,000 clients across Canada, including 125 of the 300 firms that comprise the prestigious TSE 300 Composite Index. In addition to its many VSE-listed clients, CCN's larger Vancouver-based corporate clients include Westcoast Energy, BC Tel, Finning International, International Forest Products and Teck Corp., among others.

FOR FURTHER INFORMATION PLEASE CONTACT:

Canadian Corporate News Inc. Judith J. Hutchins Senior Vice President, Western Region (604) 683-1066 or Canadian Corporate News Inc. J. Peter Hunt President (416) 362-0885

LOAD-DATE: August 13, 1998

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The Vancouver Sun (British Columbia)

August 7, 1998, Friday, FINAL EDITION

SECTION: BUSINESS; Pg. F1 / Front

LENGTH: 410 words

HEADLINE: VSE news distribution not in 'public interest': Exchange purporting to create a monopoly, filing to securities agency states.

BYLINE: ROD NUTT, SUN BUSINESS REPORTER; VANCOUVER SUN

BODY:

The Vancouver Stock Exchange decision giving Canada NewsWire a monopoly on distributing news releases from VSE-listed companies is not in the public interest, the B.C. Securities Commission was told Thursday.

"Public interest is served by a competitive marketplace," said Malcolm Maclean, counsel for competing news provider, Canadian Corporate News.

CCN and other news providers, including Canada Stockwatch, are seeking a stay from the commission of the contract between the VSE and Canada NewsWire that makes CNW sole disseminator of VSE-related information, effective Sept. 1, 1998.

In its 15-page filing with the commission, CCN said the VSE's new policy "is contrary to the public interest inasmuch as the VSE is, by its regulatory power, purporting to create a monopoly for news dissemination for listed companies."

It also said that the new VSE policy contravenes public interest by effectively encouraging inter-listed companies to de-list from the Vancouver Exchange.

The VSE has declined a request from the Toronto Stock Exchange to exempt TSE inter-listed companies from the filing requirement.

The new policy requires listed companies to submit news releases to the VSE by e-mail to its Internet site, replacing the paper filing system. The VSE will then transmit the news releases to Canada NewsWire.

"A lot of our members who are also VSE-listed are complaining about the coercive way the exchange is forcing them to sign up with CNW," said B.C. and Yukon Chamber of Mines executive director Bruce McKnight. "They are not complaining about filing electronically as such, but of the draconian methods of the VSE."

McKnight said some companies already use CNW and have a better rate than they would get with the VSE contract.

"And some companies also file for free via Canada Stockwatch," he said.

The filing with the commission said CNW will charge 58 cents a word to disseminate news releases.

Canada Stockwatch counsel Mark Skwarok said the charge-per-word under the VSE's new policy would likely have a "chilling" effect on releases.

"Canada Stockwatch issues free-of-charge," he said. "The service is paid for by subscribers."

Skwarok said releases received by hard copy are sent out by Canada Stockwatch within 20 minutes and releases filed electronically are disseminated instantly.

He said Canada Stockwatch would lose subscribers if its VSE-news dissemination service was lost to a CNW monopoly.

LOAD-DATE: August 8, 1998

CNWS ANNOUNCEMENT

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Canada NewsWire

December 4, 1998, Friday

ADVANCED-DATE: December 4, 1998, Friday

SECTION: Financial News

LENGTH: 247 words

HEADLINE: VSE Withdraws Electronic News Dissemination Policy

DATELINE: VANCOUVER, Dec. 4

BODY:

The Vancouver Stock Exchange ("VSE") advised the British Columbia Securities Commission today that the VSE's proposed electronic news dissemination policy, currently subject to a "stay", has been withdrawn.

The proposed electronic news dissemination policy was founded in the VSE's determination to expand investor interest and participation in the market, while improving investor protection. During the course of the stay, the VSE consulted a wide range of market participants in an effort to develop a resolution. Given their concerns, the VSE concluded that the appropriate course of action was to withdraw the policy. Therefore, listed companies will continue with the status quo and follow the VSE's existing disclosure policy, entitled Policy 7: Timely Disclosure.

The VSE thanks Canada NewsWire - the service provider identified in the proposed policy to disseminate VSE listed company news releases - for its ongoing cooperation, support and in meeting all obligations throughout the policy deliberations.

The VSE remains firm in its resolve to operate an honest, fair and efficient market for venture capital, in which investors are appropriately protected and listed companies can access the necessary capital to build their ventures.

To review the current policy, please visit the VSE's web site at www.vse.ca and select the "Policy 7: Timely Disclosure" link on the "In the News" section of the home page.

-30-

For further information: Pam Whitworth (604) 488-3126

ARTICLES COMMENTING ON THE CNW PROPOSAL

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The Vancouver Sun (British Columbia)

December 5, 1998, Saturday, FINAL EDITION

SECTION: BUSINESS; Pg. E1 / Front

LENGTH: 583 words

HEADLINE: VSE bows to pressure over news releases: Exchange reverting to old policy that allows listed companies to pick their own method of dissemination.

BYLINE: WILLIAM BOEI, SUN BUSINESS REPORTER; VANCOUVER SUN

BODY:

The Vancouver Stock Exchange has abandoned a plan to hand Canada NewsWire a monopoly for disseminating listed companies' news releases.

The VSE, under pressure from Canada NewsWire's competitors, said Friday it will stick to its old policy of leaving listed companies "at liberty to choose their own methods" for getting news releases to the public.

Several of CNW's competitors had complained to the B.C. Securities Commission, which put the new VSE policy on hold and scheduled a hearing for early next year.

One competitor, Canada Stockwatch, had filed suit in B.C. Supreme Court accusing the VSE of unlawful restraint of trade, complained to the federal Competition Bureau and commissioned a poll that found 84 per cent of VSE companies strongly opposed the new policy.

The VSE said in a statement it consulted "a wide range of market participants" after the commission put its plan on hold.

"Given their concerns, the VSE concluded the appropriate course of action was to withdraw the policy," the exchange said.

CNW president Tom Enright pointed out his company had been "invited to the table" by the VSE and signed an agreement in July to disseminate listed companies' news releases.

Asked about the status of that agreement, he said, "We've reached an amicable settlement and we're ready to move on."

He would not disclose terms of the settlement, saying CNW is a private company.

VSE communications director Pam Whitworth said the terms were confidential.

Enright said he wishes the debate about VSE policy could have focused on listed companies being able to reach a wider audience through CNW, Canada's largest commercial news-release network.

He said the door is open for VSE companies "to heighten their level of awareness with investors" by dealing with CNW.

Enright resisted the notion his company was being handed a monopoly.

"This was not a monopoly situation," he said, arguing VSE companies could have distributed releases to free services such as Stockwatch and Market News in addition to CNW.

An official of Canadian Corporate News said companies that charge to circulate news releases -- including CCN -- would have lost VSE business.

"We are a direct competitor of Canada NewsWire and certainly they would have created a monopoly," said Judy Hutchins, senior vice-president for CCN's western region.

Hutchins was pleased the VSE had found "the best solution" and abandoned the plan.

"We can get on with business now," she said.

Stockwatch editor John Woods thinks the main reason the VSE changed its mind is that its listed companies "persuaded the exchange to see the light and do what was right."

Woods said VSE officials had displayed "pig-headedness" but finally had no choice but to bow to the companies.

"Ultimately, a stock exchange simply is its listings. If its listings raise hell, the administration has to listen."

Woods said he now expects the commission to cancel its hearing, but Stockwatch will put its court action on hold rather than abandon it.

"Should the exchange come back with a similar bright idea in the future, we would revive the lawsuit."

Whitworth, asked if the VSE had made a mistake, said the new policy had been "a good idea, [but] not great timing."

"In hindsight, we would canvas input from a broader segment of the market."

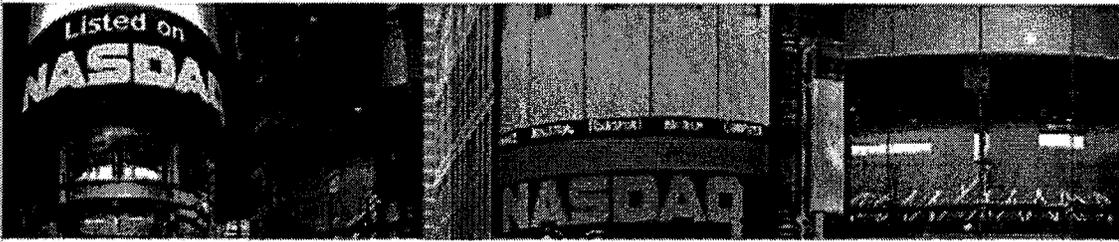
Whitworth said the VSE has no plans to introduce similar policies "in the near future," but added: "We can't predict market demands in the long run."

LOAD-DATE: December 6, 1998



Exhibit F

Regulatory Requirements



October 2006

NASDAQ

TABLE OF CONTENTS

Corporate Governance Requirements	1
Discretionary Authority	2
Hearings & Appeals	3
Disclosure Of Material News	5
MarketWatch	5
Regulation FD-Compliant Disclosure Methods	5
Prior Notification Of Material News	6
Material Notification Categories	6
Trading Halts	7
Releasing Material News During Regular And Extended Trading Hours	7
The NASDAQ Stock Market® Hours	7
Responding To Requests For Information	7
Information Security	8
Unusual Circumstances	8
Unusual Market Activity	8
How To Reach MarketWatch	8
Listing A New Class Of Securities	10
Guide To Notifications	11
Listing Of Additional Shares	12
Forward Stock Splits/Stock Dividends	13
Reverse Stock Splits	14
Cash Dividends And Distributions	15
Change In The Number Of Shares Outstanding	16
Change In The Company's Name	17
Change In The Company's Trading Symbol	18
Change In Title Of Security Or Par Value	19
Change In Transfer Agent Or Depositary	20
Substitution Listing Events	21
Change In Company's State Of Incorporation Or Place Of Organization	22
Mergers, Tender Offers And Redemptions/Extensions of Derivative Securities	23
Mergers	23
Tender Offers	23
Redemptions/Extensions Of Derivative Securities	23
Contacts	24

Guide To Periodic Reporting Requirements	25
Written Interpretations Of NASDAQ® Listing Rules.....	27
NASDAQ Resources.....	28
Directory Of News Services	30
Annual Report Resources.....	31
Sales Price Information.....	31
Marketplace Designation.....	31
Marketplace Description.....	31

CORPORATE GOVERNANCE REQUIREMENTS

All companies listed on The NASDAQ Stock Market are required to meet the high standards of corporate governance, as outlined in the NASDAQ Marketplace Rules.

NASDAQ corporate governance requirements address:

- Distribution of Annual and Interim Reports
- Independent Directors
- Audit Committees
- Shareholder Meetings
- Quorum
- Solicitation of Proxies
- Conflicts of Interest
- Shareholder Approval
- Stockholder Voting Rights
- Code of Conduct

Marketplace Rule 4350(a)(1) permits foreign private issuers to follow their home country governance practices in lieu of certain NASDAQ requirements. A foreign private issuer relying on this provision must disclose in its annual reports filed with the Securities and Exchange Commission (SEC) each requirement of Rule 4350 that it does not follow and the alternative home country practice it does follow. In addition, a foreign private issuer making its initial public offering or first U.S. listing on NASDAQ must disclose any such practices in its registration statement.

DISCRETIONARY AUTHORITY

NASDAQ's Marketplace Rules provide that NASDAQ will exercise broad discretionary authority over the initial and continued inclusion of securities in NASDAQ in order to maintain the quality of and public confidence in The NASDAQ Stock Market, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade or to protect investors and the public interest. Accordingly, NASDAQ may deny initial inclusion or apply additional or more stringent criteria for the initial or continued inclusion of particular securities or suspend or terminate the inclusion of particular securities in NASDAQ as inadvisable or unwarranted in the opinion of NASDAQ, even though the securities meet all enumerated criteria for initial or continued inclusion.

As set forth in the NASDAQ rules, NASDAQ may determine to suspend or terminate a listing if a company files for bankruptcy protection, a company's independent auditors issue a disclaimer opinion on the financial statements that are required to be audited or when financial statements do not contain a required certification. In addition, NASDAQ may determine to suspend or terminate a listing if a company fails to submit requested information, or makes any communication to NASDAQ containing a material misrepresentation or omits material information necessary to make a communication to NASDAQ not misleading.

HEARINGS & APPEALS

A company that is denied initial listing, that is being delisted for failure to satisfy the continued listing requirements or that has been issued a public reprimand letter may request a hearing.

- Hearing requests must be in writing and should be delivered electronically to hearings@nasdaq.com within seven calendar days of the date of the notice of denial, delisting, or public reprimand. In the absence of a means of electronic delivery, hearing requests may be sent to the following address by mail or fax, but must be received within the seven day notice period.

The NASDAQ Stock Market LLC
NASDAQ Listing Qualifications Hearings
Office of General Counsel
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8203
Fax: 301.978.8080

- In case of a delisting proceeding, a timely request for a hearing will stay the delisting pending a written determination by the NASDAQ Listing Qualifications Panel (Panel).
- Hearings are generally scheduled to take place within 30-45 days of the date of the request. Companies are provided an opportunity to submit written materials and a plan of compliance before the hearing, and may elect to make an oral presentation or to have their case decided solely on the basis of the written submission.
- A Panel, comprised of two independent professionals appointed by the NASDAQ Board of Directors, will review the case and render a decision. Written decisions are generally issued within 30 days of the date of the hearing. The Panel may grant an exception, deny initial or continued listing or transfer listing from The NASDAQ Global Select MarketSM or The NASDAQ Global MarketSM to The NASDAQ Capital Market[®]. The Panel has discretion to grant an exception to a listing standard for a period not to exceed 90 days from the date of the decision or 180 days from the date of the initial staff determination of deficiency. Denial of continued listing will result in the suspension of the company's securities within two business days of the date of the written decision.
- Determinations by the Panel may be appealed to the NASDAQ Listing and Hearing Review Council (Review Council) within 15 calendar days of the Panel's decision. An appeal to the Review Council does not stay the decision of the Panel or suspension of the company's securities.
- Determinations by the Panel may be called for review at the discretion of the Review Council within 45 calendar days of the Panel's decision. A call for review does not stay the decision of the Panel or the suspension of the company's securities, unless the Review Council specifies that it should.
- The Review Council may affirm, modify, reverse or remand the Panel's decision.
- Any determination of the Review Council may be reviewed by the NASDAQ Board at the discretion of any Board member.
- Any final decision of NASDAQ may be appealed to the U.S. Securities and Exchange Commission.
- A determination to delist a company's securities becomes final upon exhaustion of the company's appeal rights and the Review Council's and NASDAQ Board's review rights. When a delisting determination becomes final, NASDAQ will file a Form 25 and Notification of Delisting Determination with the SEC and provide a copy to the company. NASDAQ will also issue a press release announcing the final delisting determination and post a notice on its website. Removal of the securities from listing on The NASDAQ Stock Market will be effective no sooner than ten calendar days after the filing of the notification with the SEC.

A company that is delisted by NASDAQ may be eligible for quotation on the NASD's Over-the-Counter Bulletin Board (OTCBB) if a market maker files an application to register and quote the security in accordance with SEC Rule 15c2-11, and the application (Form 211) is cleared. Only a market maker, not the company, may file Form 211. For more information on the OTCBB, see www.otcbb.com.

DISCLOSURE OF MATERIAL NEWS

Companies listed on The NASDAQ Stock Market[®] are required to adhere to regulations regarding the disclosure of material news. "Material news" is information that would reasonably be expected to affect the value of a company's securities or influence investors' decisions.

NASDAQ requires, except in unusual circumstances, that NASDAQ-listed companies:

- Disclose, promptly to the public through any Regulation FD-compliant method (or combination of methods), material information which would reasonably be expected to affect the value of their securities or influence investors' decisions. NASDAQ recognizes all Regulation FD-compliant methods of disclosure for issuer compliance with NASDAQ disclosure obligations.
- Provide NASDAQ MarketWatch with advance notice of certain news events to permit MarketWatch to assess the news announcement for materiality and, in certain circumstances, implement temporary trading halts to allow for even dissemination of the material news. The company's material news notification may be provided to MarketWatch via the Electronic Disclosure submission service (available through www.NASDAQ.net), fax, phone or voicemail. See "How to Reach MarketWatch" on page 8.

MARKETWATCH

NASDAQ's MarketWatch provides real-time surveillance of listed company activity in The NASDAQ Stock Market. MarketWatch continually reviews news issued by NASDAQ-listed companies and monitors price and volume activity in NASDAQ securities on a real-time basis using automated surveillance systems — helping to provide an orderly market to protect both investors and listed companies.

MarketWatch neither approves nor disapproves the content of news announcements. Companies should consult with their investor relations and legal counsel regarding the appropriate content of news disclosures.

REGULATION FD-COMPLIANT DISCLOSURE METHODS

These methods include any one method (or combination of methods) listed below:

- Broadly disseminated press release
- Furnishing to or filing a Form 8-K or Form 6-K with the SEC
- Conference calls*
- Press conferences*
- Webcasts*

*So long as the public is provided adequate notice (generally by press release) and granted access.

PRIOR NOTIFICATION OF MATERIAL NEWS

NASDAQ issuers are required to provide prior notification of certain planned material news announcements to MarketWatch. Notification should be provided at least 10 minutes before the release of the information to the public. Issuers can notify MarketWatch of the material information through the Electronic Disclosure submission service (available on www.NASDAQ.net). If unable to provide notification electronically, issuers may also provide prior notification by fax or by phone. When using a conference call, press conference or webcast as the primary means of dissemination, issuers are required to provide prior notice to MarketWatch of certain material information by providing:

- The press release announcing the future conference call, press conference or webcast; and
- A descriptive summary of the material elements to be announced in the call, press conference or webcast if the press release does not contain a summary.

Depending on the materiality of the information and its anticipated effect on the price of the issuer's securities, MarketWatch may advise the issuer that a temporary trading halt is appropriate. When a trading halt is determined to be appropriate for material news dissemination primarily through methods other than a press release, a Form 8-K or Form 6-K filing (e.g., conference call, press conference or webcast), MarketWatch will work with the issuer to assess when the issuer expects to address the material news during the disclosure event and to time the dissemination period and trading resumption based on this assessment. It is the issuer's responsibility to promptly apprise MarketWatch of a change to this disclosure timetable.

MATERIAL NOTIFICATION CATEGORIES

Issuers are required to notify MarketWatch prior to the release of material information included in the following list of events. Not all developments in these areas will warrant a temporary trading halt. In addition to this list of events, NASDAQ encourages issuers to avail themselves of the opportunity for advance notification to MarketWatch in situations where they believe, based upon their knowledge of the significance of the information, that a temporary trading halt may be necessary or appropriate.

- Financial-related disclosures, including quarterly or yearly earnings, earnings restatements, pre-announcements or "guidance"
- Corporate reorganizations and acquisitions, including mergers, tender offers, asset transactions and bankruptcies or receiverships
- New products or discoveries, or developments regarding customers or suppliers (e.g., significant developments in clinical or customer trials and receipt or cancellation of a material contract or order)
- Senior management changes of a material nature or change in control
- Resignation or termination of independent auditors or withdrawal of a previously issued audit report
- Events regarding the issuer's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders or public or private sales of additional securities)
- Significant legal or regulatory developments
- Any event requiring the filing of a Form 8-K or Form 6-K

TRADING HALTS

When a material announcement is made by a company, a temporary trading halt may be required to allow all market participants to fully assess the news and understand its impact.

Trading halts provide an opportunity for investors to gain equal access to information once the material news is disseminated. A pause in trading benefits existing and potential shareholders by ensuring that material news is distributed equally among all market participants and by ensuring that all trading is based on publicly held facts. Although trading halts may vary in length, trading is normally resumed in a stock about 30 minutes following the dissemination of the material announcement through the news media or another Regulation FD-compliant manner. The decision to halt trading is made by MarketWatch. Among the factors considered are:

- Timing of the material disclosure by the company; and
- Relative importance of the news and other factors that may necessitate a trading halt.

RELEASING MATERIAL NEWS DURING REGULAR AND EXTENDED TRADING HOURS

The process of reviewing issuer disclosures for materiality and the consideration of temporary news-related trading halts occurs during regular market hours as well as during pre-market and after-hours trading sessions. Generally, a trading halt may not be necessary when coverage of a material news announcement is fully disseminated prior to 7:00 a.m. or after 8:00 p.m., Eastern Time (ET).

THE NASDAQ STOCK MARKET HOURS

7:00 a.m., ET - 9:30 a.m., ET	Pre-Market
9:30 a.m., ET	Regular Market Open
4:00 p.m., ET	Regular Market Close
4:00 p.m., ET - 8:00 p.m., ET	After-Hours

RESPONDING TO REQUESTS FOR INFORMATION

NASDAQ-listed companies must promptly respond to calls and provide full responses to all requests for information by MarketWatch related to:

- Unusual market activity in their securities; or
- Other events that may have a material impact on the trading of their securities.

Under NASDAQ rules, a NASDAQ listing includes an obligation to disclose information to MarketWatch that the company is not otherwise disclosing to the investing public or financial community. MarketWatch is required to keep non-public information confidential and to use such information only for regulatory purposes or as required by law.

INFORMATION SECURITY

MarketWatch will primarily discuss undisclosed corporate developments, material news or unusual market activity with a corporate officer of the company.

When a company receives a call from a MarketWatch analyst, the company officer may verify the identity of the caller by calling the analyst back through the NASDAQ MarketWatch main number, prior to discussing any company information.

When a company initiates a call to MarketWatch to discuss material news, MarketWatch analysts may verify the identity of the caller to ensure the security of potentially material information. In this case, the analyst will call the corporate officer at the company's main number or will call the corporate officer directly at the phone number on file with NASDAQ.

UNUSUAL CIRCUMSTANCES

Under unusual circumstances, companies are not required to make public disclosure of material events. (For example, where it is possible to maintain confidentiality of those events, and immediate public disclosure would prejudice the ability of the company to pursue its corporate objectives.) However, NASDAQ issuers remain obligated to disclose this information to NASDAQ upon request, pursuant to Rules 4310(c)(15) and 4320(e)(13).

UNUSUAL MARKET ACTIVITY

Whenever unusual market activity takes place in a security, a listed company should determine whether conditions requiring corrective action exist. If so, the company should take whatever action is appropriate. If rumors or unusual market activity indicate that information on impending developments has become known to the investing public, a clear public announcement may be required as to the state of negotiations or development of the company's plans. Such an announcement may be required, even though the matter has not yet been presented to the company's board of directors for consideration. It may also be appropriate, in certain circumstances, to publicly deny false or inaccurate rumors that are likely to have, or have had, an effect on the trading of a company's securities or an influence on investment decisions.

HOW TO REACH MARKETWATCH

Companies may speak with a MarketWatch analyst from 6:30 a.m. until 8:00 p.m., ET, Monday – Friday toll-free at 800.537.3929 or call 301.978.8500.

Material disclosures can be submitted directly to MarketWatch 24 hours a day through the Electronic Disclosure submission service accessible to authorized users at www.NASDAQ.net. Please contact your NASDAQ Director for access to this submission service.

If a company is unable to submit material disclosures electronically, material news can be faxed to MarketWatch at 301.978.8510.

Outside of normal business hours, companies are still obligated to provide prior notification to MarketWatch of certain material information. Before 6:30 a.m. and after 8:00 p.m., ET, if NASDAQ-listed companies are not able to submit the material information via the Electronic Disclosure submission service or fax, companies may leave voicemail messages outlining the material news at 800.537.3929 or 301.978.8500.

Companies do not need a verbal confirmation of prior notification from a MarketWatch analyst. An Electronic Disclosure submission, fax, phone call or overnight voicemail to NASDAQ that provides the complete information is sufficient.

LISTING A NEW CLASS OF SECURITIES

Companies listed on The NASDAQ Stock Market must complete an application to list a new class of securities that is not currently listed on NASDAQ.

The application must be signed by an officer of the company and accompanied by the required fee. The company should review the Application Guides regarding the submission of supporting documentation and other corporate actions required to process the application.

Form: *Listing Application: New Class of Securities*
Please note that this form should be used only for listing a new class of securities.

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Send To: The NASDAQ Stock Market LLC
Listing Qualifications
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8055

When: For an unregistered issue, upon filing the initial draft registration statement with the SEC; or a registered issue, no later than 30 days prior to the anticipated trade date.

GUIDE TO NOTIFICATIONS

Companies are required to notify The NASDAQ Stock Market when taking certain actions. The following chart outlines necessary forms and deadlines. Please note that additional supporting documentation may be required.

Guide to Notifications

Company Action	NASDAQ Form	Due Date	Send 1 Copy to ¹
Listing of Additional Shares	<i>Notification Form: Listing of Additional Shares</i>	Refer to table on form	A
Forward Stock Splits and Stock Dividends	<i>Notification Form: Listing of Additional Shares</i>	No later than 10 calendar days prior to record date	A/B
Reverse Stock Splits	<i>Notification Form: Substitution Listing Event</i>	No later than 15 calendar days prior to record date	B
Cash Dividend and Distribution Notices	<i>Notification Form: Cash Dividend/Distribution</i>	No later than 10 calendar days prior to record date	B
Change in Number of Shares Outstanding (5% or more)	<i>Notification Form: Change in the Number of Shares Outstanding</i>	10 calendar days after occurrence	B
Change in Company Name	<i>Notification Form: Change in Company Record and Listing Agreement</i>	No later than 10 calendar days after the change ²	A/B
Change in Trading Symbol	<i>Notification Form: Change in Company Record</i>	At least two business days prior to occurrence	B
Change in Title of Security or Par Value	<i>Notification Form: Change in Company Record</i>	No later than 10 calendar days after the change ²	B
Change in Transfer Agent or Registrar	No form - written notification required	On occurrence	A
Substitution Listing Events ³	<i>Notification Form: Substitution Listing Event</i>	No later than 15 calendar days prior to the corporate event	B
Change in State of Incorporation or Company's Place of Organization	<i>Notification Form: Substitution Listing Event</i>	As soon as practicable after implementation of change	B
Mergers	No form - written notification required	Prior to the declaration of the shareholder meeting date	B
Tender Offers	No form - written notification required	As soon as practicable after the launch of the tender offer	B
Redemptions/Extensions of Derivative Securities	No form - written notification required	At least three business days prior to the change	B

¹ NASDAQ Filing Addresses:

A. The NASDAQ Stock Market LLC
Listing Qualifications
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8038

B. The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381

² However, NASDAQ recommends that the submission be made no later than two business days prior to the requested change.

³ Substitution Listing Event is defined as: 1) Reverse stock split; 2) Re-incorporation or a change in the company's place of organization; 3) The formation of a holding company that replaces a listed company; 4) Reclassification or exchange of a company's shares for another security; 5) The listing of a new class of securities in substitution for a previously-listed class of securities; or 6) Any technical change whereby the shareholders of the original company received a share-for-share interest in the new company without any change in their equity position or rights.

LISTING OF ADDITIONAL SHARES

All companies* listed on The NASDAQ Stock Market are required to notify NASDAQ prior to:

- The establishment of, or a material amendment to, a stock option plan, purchase plan or other equity compensation arrangements, pursuant to which stock may be acquired by officers, directors, employees or consultants unless shareholder approval has been obtained;
- Issuing securities that may result in the potential change in control of the issuer;
- Issuing any common stock (or security convertible into common stock) in connection with the acquisition of the stock or assets of another company, if any officer or director or substantial shareholder of the issuer has a 5% or greater interest (or if such persons collectively have a 10% or greater interest) in the company to be acquired or in the considerations to be paid; or
- Entering into a transaction that may result in the potential issuance of common stock (or securities convertible into common stock) greater than 10% of either the TSO or the voting power outstanding on a pre-transaction basis;
- SEC Rule 10b-17 distributions:
 - Forward stock splits or dividends. For reverse stock splits, please see Substitution Listing Events on page 21.
 - Other distributions in cash or in kind, including a dividend or distribution of any security;
 - Subscription offering or rights offering/poison pill.

Form: *Notification Form: Listing of Additional Shares*

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Supporting

Documentation: Please see Notification Form for required supplemental documentation.

Send To:

The NASDAQ Stock Market LLC	and	The NASDAQ Stock Market LLC
Listing Qualifications		Corporate Data Operations
Listing of Additional Shares		80 Merritt Boulevard
9600 Blackwell Road		Trumbull, CT 06611
Rockville, MD 20850		Telephone: 203.375.9609
Telephone: 301.978.8008		Fax: 203.385.6381
Fax: 301.978.8038		Email: dividends@nasdaq.com

When: For SEC Rule 10b-17 notifications, the Listing of Additional Shares (LAS) Form and supporting documentation should be sent to Listing Qualifications and Corporate Data Operations 10 calendar days before the record date. For all other notifications, the LAS Form and supporting documentation should be sent to Listing Qualifications 15 calendar days prior to the issuance of the securities. Issuers are encouraged to contact NASDAQ to discuss their individual transactions where questions regarding shareholder approval may arise.

* American Depositary Shares and American Depositary Receipts are exempt from the LAS notification requirements.

FORWARD STOCK SPLITS/STOCK DIVIDENDS

Pursuant to SEC Rule 10b-17, companies must provide notice to The NASDAQ Stock Market 10 calendar days prior to the record date of a stock split or stock dividend.

Form: *Notification Form: Listing of Additional Shares*

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Supporting Documentation: Please see Notification Form for required supplemental documentation.

Send To:

The NASDAQ Stock Market LLC Listing Qualifications Listing of Additional Shares 9600 Blackwell Road Rockville, MD 20850 Telephone: 301.978.8008 Fax: 301.978.8038	and	The NASDAQ Stock Market LLC Corporate Data Operations 80 Merritt Boulevard Trumbull, CT 06611 Telephone: 203.375.9609 Fax: 203.385.6381 Email: dividends@nasdaq.com
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When: 10 calendar days prior to record date

Notes: If the stock split or dividend results in a change in the par value of the security, the company should also complete the *Notification Form: Change in Company Record*

If the stock split or dividend results in a 5% or greater change in the Total Shares Outstanding, the company must also complete the *Notification Form: Change in Total Shares Outstanding*.

If a new CUSIP number is required to effect the forward split, a fifth character, "D", will be appended to the issue trading symbol for 20 trading days to reflect the forward split.

REVERSE STOCK SPLITS

A reverse stock split is considered a "Substitution Listing Event", and companies are required to provide notice to The NASDAQ Stock Market 15 calendar days prior to the record date of a reverse stock split.

Form: *Notification Form: Substitution Listing Event*
Please note that NASDAQ assesses a \$7,500 non-refundable fee with this change.

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Supporting Documentation: Please see Notification Form for required supplemental documentation.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.502.5480
Email: nasdaqreorgs@nasdaq.com

When: 15 calendar days prior to record date

Notes: A reverse stock split will generally result in the company's trading symbol being appended with a fifth letter for 20 trading days. The letter, "D", will be added to designate a new issue.

If the reverse stock split results in a 5% or greater change in the Total Shares Outstanding, the company must also complete the *Notification Form: Change in Total Shares Outstanding*.

CASH DIVIDENDS AND DISTRIBUTIONS

Pursuant to SEC Rule 10b-17, companies must provide notice to The NASDAQ Stock Market 10 calendar days prior to the record date of a dividend or other distribution in cash or in kind, including a dividend or distribution of any security.

Form: *Notification Form: Cash Dividend/Distribution*

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381
Email: dividends@nasdaq.com

When: Minimum 10 calendar days prior to record date; however, more advanced notification is preferred.

Note: When a company is issuing rights and warrants and wants to trade the security on NASDAQ, the company is required to file an application for listing a new class of securities. See page 10. In this instance, distribution information must be provided to NASDAQ on or before the record date and no later than the date the registration statement becomes effective with the SEC or other regulatory agency.

Advanced notification of cash dividends and distributions allows NASDAQ to set the ex-dividend date two business days prior to the record date of a cash or stock dividend and distribution that is less than 25%. When a cash dividend, distribution, stock dividend or a stock split is 25% or greater, the ex-date will be set the first business day following the payable date. Notification also enables NASDAQ to display on NASDAQ terminals the amount and type of dividends on the ex-dividend date, to adjust the applicable index values and to help maintain a fair and orderly market in the company's securities. This enables the securities to be bought and sold without misunderstandings and disputes arising from stock and dividend distribution.

CHANGE IN THE NUMBER OF SHARES OUTSTANDING

When there is an aggregate increase or decrease of any class of securities that exceeds 5% of the shares outstanding as last reported in a periodic financial filing, the company must notify The NASDAQ Stock Market.

Form: *Notification Form: Change in the Number of Shares Outstanding*

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381
Email: dividends@nasdaq.com

When: No later than 10 calendar days after the occurrence

CHANGE IN THE COMPANY'S NAME

Every listed company is required to notify The NASDAQ Stock Market of any change in the company's name.

Forms: *Notification Form: Change in Company Record and Listing Agreement*
Please note that NASDAQ assesses a \$2,500 non-refundable fee in connection with this change.

Forms Online: These forms are available online at www.NASDAQ.com/about/listing_information.stm.

Send To:	The NASDAQ Stock Market LLC and	The NASDAQ Stock Market LLC
	Listing Qualifications	Corporate Data Operations
	Listing of Additional Shares	80 Merritt Boulevard
	9600 Blackwell Road	Trumbull, CT 06611
	Rockville, MD 20850	Telephone: 203.375.9609
	Telephone: 301.978.8008	Fax: 203.385.6381
Fax: 301.978.8038	Email: dividends@nasdaq.com	

The *Notification Form: Change in Company Record* should be sent to Corporate Data Operations. Please follow the instructions provided regarding submission of the \$2,500 fee. In addition, the *Listing Agreement*, a copy of the applicable proxy or board resolutions and a copy of the amended Articles of Incorporation should be sent to Listing Qualifications.

When: No later than 10 calendar days after the change; however, NASDAQ recommends that the submission be made no later than two business days prior to the requested change.

Note: To change a trading symbol, please refer to page 18.

CHANGE IN THE COMPANY'S TRADING SYMBOL

To change an existing trading symbol, a NASDAQ-listed company should first reserve a new symbol and then send a completed *Notification Form: Change in Company Record* to NASDAQ according to the instructions below.

Step 1: Reserve a New Trading Symbol

Please use the online Symbol Reservation Form at www.NASDAQ.com/about/FAQsSymbolReservation.stm to reserve a new trading symbol.

NASDAQ will send a Symbol Reservation Confirmation upon the reservation of the new symbol.

Note: Please review the Frequently Asked Questions regarding symbol reservations prior to submitting your request.

Step 2: Notify NASDAQ Corporate Data Operations

Complete the *Notification Form: Change in Company Record*. Please note that NASDAQ assesses a \$2,500 non-refundable fee in connection with this change.

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381
Email: nasdaqreorgs@nasdaq.com

When: At least two days prior to the requested symbol change date

CHANGE IN TITLE OF SECURITY OR PAR VALUE

Each listed company is required to notify The NASDAQ Stock Market when there is a change in the par value or title of its securities.

Form: *Notification Form: Change in Company Record*
Please note that NASDAQ assesses a \$2,500 non-refundable fee in connection with this change.

Form Online: This form is available online at www.NASDAQ.com/about/listing_information.stm.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381
Email: nasdaqreorgs@nasdaq.com

When: No later than 10 calendar days after the change; however, NASDAQ recommends that the submission be made no later than two business days prior to the requested change.

CHANGE IN TRANSFER AGENT OR DEPOSITARY

Each listed company is required to notify The NASDAQ Stock Market of any change in its transfer agent or depository.

Form: There is no applicable form, but written notification is required. A letter, signed by an officer of the company, must be sent to NASDAQ and should include the following information:

- Complete corporate name
- Effective date and
- Name of new transfer agent/depository.

Send To: The NASDAQ Stock Market LLC
Listing Qualifications
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8055

When: On occurrence.

SUBSTITUTION LISTING EVENTS

All companies* listed on The NASDAQ Stock Market are required to file the *Notification Form: Substitution Listing Event* when the following events occur:

- Reverse stock split;
- Re-incorporation or a change in the company's place of organization;
- The formation of a holding company that replaces a listed company;
- Reclassification or exchange of a company shares for another security;
- The listing of a new class of securities in substitution for a previously-listed class of securities; or
- Any technical change whereby the shareholders of the original company received a share-for-share interest in the new company without any change in their equity position or rights.

Form: *Notification Form: Substitution Listing Event*
Please note that NASDAQ assesses a \$7,500 non-refundable fee in connection with this change.*

Form Online: This form is available at www.NASDAQ.com/about/listing_information.stm.

Supporting Documentation: Please see Notification Form for supplemental information required.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.502.5480
Email: nasdaqreorgs@nasdaq.com

When: All notifications are required to be filed with NASDAQ 15 calendar days prior to the substitution listing event, with the exception of a re-incorporation or a change to a company's place of organization. For these events, the company shall notify NASDAQ as soon as practicable after the re-incorporation or the change in the company's place of organization has been implemented.

Please note that The NASDAQ Stock Market also requires notification when a company requests a change of its name, a change in the par value or title of its securities, or a voluntary change in its trading symbol. If such record-keeping changes occur as a result of a substitution listing event, the company should report all changes on the Substitution Listing Event form. No further action or fees are required.

* The Substitution Listing Event notification is applicable for securities that are listed on a national securities exchange and not designated by NASDAQ as national market system securities (e.g., dually listed securities); however, no fee payment is required.

CHANGE IN COMPANY'S STATE OF INCORPORATION OR PLACE OF ORGANIZATION

A change in the company's state of incorporation or place of organization is considered a "Substitution Listing Event", and companies are required to provide notice to The NASDAQ Stock Market as soon as practicable after the implementation of the change.

Form: *Notification Form: Substitution Listing Event*
Please note that NASDAQ assesses a \$7,500 non-refundable fee in connection with this change.

Form Online: This form is available at www.NASDAQ.com/about/listing_information.stm.

Supporting Documentation: Please see the Notification Form for supplemental documentation required.

Send To: The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.502.5480
Email: nasdaqreorgs@nasdaq.com

When: As soon as practicable after the implementation date

MERGERS, TENDER OFFERS AND REDEMPTIONS/ EXTENSIONS OF DERIVATIVE SECURITIES

Each listed company should advise The NASDAQ Stock Market as soon as possible regarding mergers, tender offers and redemptions or extensions of derivative securities.

There are no forms to report these corporate events. Please follow the applicable procedures outlined below for the specific corporate event.

MERGERS

If a NASDAQ-listed company is to merge with or be acquired by another company, the NASDAQ-listed company or its counsel should provide a letter to Corporate Data Operations with the following information:

- Whether the shareholders have approved the transaction;
- Name and contact for the acquiring entity;
- Merger consideration on a per-share basis (if an election, consideration for the non-electing shareholder should be provided);
- Confirmation that Certificate of Merger has been filed with the appropriate state or foreign agency; and
- Request to delist at the close of business on the day the merger is completed.

The company or its counsel should contact Corporate Data Operations prior to the declaration of the shareholder meeting date, so any extraneous issues that may arise as a result of the merger can be discussed in advance.

TENDER OFFERS

If applicable, the company should submit copies of the following information to Corporate Data Operations and to Listing Qualifications:

- Schedule TO from bidder or Offering Circular;
- Schedule 14D-9 from target or Offering Circular;
- A letter requesting delisting from NASDAQ. Please specify the effective date of the delisting as of the opening of business; and
- Notice of effectiveness of the merger.

The company or its counsel should contact Corporate Data Operations as soon as possible after the launch of the tender offer, so any extraneous issues that may arise as a result of the merger can be discussed in advance.

REDEMPTIONS/EXTENSIONS OF DERIVATIVE SECURITIES

The company should contact Corporate Data Operations by telephone at least three business days prior to the change in the redemption/expiration or extension dates of warrants, rights, convertible debentures or tender offers. The company will be requested to confirm the details of the corporate action in writing.

CONTACTS

Correspondence and inquiries regarding these corporate actions should be directed to the applicable NASDAQ staff as indicated below:

The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.502.5480
Email: nasdaqreorgs@nasdaq.com

and

The NASDAQ Stock Market LLC
Listing Qualifications
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8055
(For Tender Offers Only)

GUIDE TO PERIODIC REPORTING REQUIREMENTS

NASDAQ-listed companies are required to file with The NASDAQ Stock Market three copies of all reports and other documents filed or required to be filed with the Securities and Exchange Commission. This requirement is considered fulfilled if the company files the report or document with the SEC through the EDGAR system. In order to expedite filing review procedures, companies are strongly recommended not to send hard copies of filings to NASDAQ if they have already been filed electronically. A company that does not file through the EDGAR system is required to file with NASDAQ three copies of all reports.

In addition, Section 16 filings, Schedules 13-D and 13-G, and Form 144 filings related to NASDAQ-listed securities must be filed with NASDAQ. NASDAQ has received no-action relief from the Securities and Exchange Commission that allows the electronic filing of these documents through the SEC's EDGAR system to satisfy the obligation to file these reports with NASDAQ. A copy of filings not made using the SEC's EDGAR system should be sent to Listing Qualifications.

Guide to Periodic Reporting Requirements

Item	Date to be Filed with NASDAQ	Number of Copies
SEC Forms 10-K, 10-Q, 8-K, 6-K, 12b-25, 20-F, 40-F or Equivalent Documents	Concurrently with SEC filing	3
Annual Report (Glossy)	Not required by NASDAQ	0
Proxy Statement	When mailed to stockholders (preferably at least 20 days in advance of the meeting date). This serves as notice to NASDAQ of the meeting.	3
Registration Statement and Amendments	Concurrently with SEC filing	1
Prospectus	On effective date	1
Material News Announcement	At least 10 minutes prior to release	1
Listing Application	At least two weeks prior to date shares are to be issued	1
Schedules 13D and 13G	Concurrently with SEC filing	1
Dividend Notification	At least 10 days in advance of record date	1
Change in General Character of Business	Promptly	1
Forms 3, 4, 5 and 144	Concurrently with SEC filing	1
Information concerning material non-compliance with a listing requirement	Promptly following discovery	1

Send To: The NASDAQ Stock Market LLC (if not filed via EDGAR)
 Listing Qualifications
 9600 Blackwell Road
 Rockville, MD 20850
 Telephone: 301.978.8008

When: All required filings should be filed with NASDAQ on or before the date they are required to be filed with the SEC or other regulatory authority.

Please direct any questions regarding EDGAR to:

Securities and Exchange Commission
Office of Filings and Information Services
Filer Support Branch
Telephone: 202.551.8900

WRITTEN INTERPRETATIONS OF NASDAQ LISTING RULES

NASDAQ will provide a written interpretation of the application of NASDAQ listing rules to its issuers. In connection with such a request, a company is required to submit to NASDAQ a non-refundable fee. The fee to be submitted is generally \$2,000. However, if the company requests a response by a specific date that is less than four weeks, but at least one week after the date NASDAQ receives all information necessary to respond to the request, then the fee is \$10,000.

Please note that NASDAQ does not impose fees for requests related to initial listing on The NASDAQ Stock Market or requests for a financial viability exception pursuant to Marketplace Rule 4350(i)(2).

For specific instructions on the submission of an interpretative request, please see Staff Interpretative Letters at www.NASDAQ.com/about/StaffInterpLetters.stm.

NASDAQ RESOURCES

Companies that list on NASDAQ benefit from a portfolio of exceptional services and informational programs designed to provide value in all stages of going public and being a publicly held company. Companies can choose the channels that will best serve them, from one-on-one personal contact to fully automated access to services and information. At NASDAQ, we also understand the challenges that international companies face when entering the U.S. capital markets. NASDAQ provides the following services:

- **Corporate Governance** - Solid governance and effective risk oversight are critical elements for publicly held companies.
 - **Board Education Programs and Resources – NACD:** NASDAQ has formed a valuable alliance with the National Association of Corporate Directors (NACD), an independent, not-for-profit governance organization comprised of corporate directors from both public and private companies nationwide.
 - **Online Compliance Training - WeComply:** WeComply provides high-quality online compliance training customized to each company's specific needs. It's easy to update and is accessible to all employees.
 - **Compensation Benchmarking Analysis - Equilar, Inc.:** NASDAQ has a strategic alliance with Equilar, Inc., the leading, independent provider of executive and board compensation analysis solutions. Through its suite of easy-to-use web-based products, Equilar allows compensation professionals to instantly benchmark executive and director pay, compare overhang and run rates, as well as identify new equity awards using actual SEC data.
 - **Compliance Solutions – MetricStream:** MetricStream provides NASDAQ-listed companies discounted access to time-saving tools that can help automate and simplify processes to achieve compliance with the Sarbanes-Oxley Act (SOX) Section 404 and other regulatory requirements.
 - **Press Release Distribution - PrimeZone Newswire:** PrimeZone Media Network, a NASDAQ company, offers an easy and cost-effective way to distribute your material news, earnings announcements, press releases and media advisories directly to journalists, analysts, newswires, newsrooms, databases, websites and business professionals. Coverage includes international, national and local regions, as well as distribution to specialized markets and media outlets.
- **Risk Management** - Managing risk is a critical component of being a U.S.-listed company.
 - **The NASDAQ Insurance Agency - Carpenter MooreSM:** The NASDAQ Insurance Agency - Carpenter Moore offers companies a full service corporate insurance broker, specializing in the protection of officers, directors and corporate assets through customized risk management advice and insurance placement services. It serves as your primary resource for the Directors and Officers Insurance necessary to take your company public.
 - **Sarbanes-Oxley Section 403 Compliance - Restricted Stock Systems:** Restricted Stock Systems (RSS) Section 16 Manager provides automated insider holdings management with the power of true one-click EDGAR filing. NASDAQ-listed companies can receive special pricing on this market leading Sarbanes-Oxley Section 403 compliance solution.
- **Investor Relations** - A solid investor relations program helps U.S.-listed companies connect with investors.
 - **Global Shareholder Communications - Shareholder.com:** Through Shareholder.com, a NASDAQ company, companies can access a synchronized suite of IR and corporate governance solutions such as IR website management, webcasts and conference calls, investor intelligence and analyst research.
 - **NASDAQ International Investor Programs:** NASDAQ has developed a range of programs and services to generate more visibility for companies and to raise interest among institutional investors worldwide, including international conferences and portfolio manager meetings.

- **Aggregate Equity Research - Reuters®**: Reuters Knowledge for CorporatesSM provides in-depth, accurate, real-time information in an easy-to-update platform, complete with a sophisticated portfolio linking capability.
- **Issuer Visibility**: NASDAQ provides a number of services that help listing companies gain visibility both domestically and abroad.
 - **Breakthrough Research Coverage - Independent Research NetworkSM**: The Independent Research Network (IRN) was launched by NASDAQ and Reuters to address the growing need for independent, objective analysis on under-followed companies. Their approach is designed to enable companies to commission in-depth, independent equity research that has credibility in the marketplace.
 - **NASDAQ CEO Signature Series**: Hosted at the NASDAQ MarketSite®, this high-profile webcast interview connects a company's CEO with the investment community. The CEO can discuss your vision, strategies and new initiatives in a format that puts the company front and center with institutional and retail investors.
 - **NASDAQ MarketSite - Listing Day and Beyond**: Listing day events generate visibility and build excitement around a company's listing. The NASDAQ MarketSite in New York's Times Square offers a highly visible venue for an Opening Bell ceremony, press briefings and launch day events. Webcasting is available, so companies can share the excitement of their listing day events with employees, customers and investors. Many companies use the MarketSite on an ongoing basis to maximize visibility for analyst briefings, product announcements and other milestone events.
- **Market Monitor**: These market monitoring services provide you with access to everything you need to know about how your stock is trading, who your investors are and other key market information.
 - **The Market Intelligence Desk®**: The Market Intelligence Desk provides a critical touch point for timely trading analysis, market information and news. Dedicated Market Intelligence Desk representatives are assigned to listed companies and analyze, monitor and proactively communicate vital market and company information using 20 different information sources, many of them real-time.
 - **NASDAQ OnlineSM**: NASDAQ Online, our proprietary investor relations website, provides listed companies with a strategic equity management tool designed to support a solid investor relations strategy. NASDAQ Online features include:
 - Current stock activity and prices
 - Fundamental company data
 - Ownership information
 - Targeting tools
 - Analyst research and more
 - **The NASDAQ Director**: A key component of the high quality service that NASDAQ-listed companies receive is their NASDAQ Director. This dedicated professional works closely with assigned companies to answer questions and provide information on market matters and other issues that affect their companies' stocks.

DIRECTORY OF NEWS SERVICES

News Media Outlets

<p>Bloomberg Business News Newsroom 400 College Road East P.O. Box 888 Princeton, NJ 08540-0888 Telephone: 609.750.4500 Toll free: 800.444.2090 Fax: 609.897.8394 Email: release@Bloomberg.net</p>	<p>MarketWire 5757 West Century Boulevard. 2nd Floor Los Angeles, CA 90045 Telephone: 800.774.9473 Fax: 310.846.3701</p>	<p>PrimeZone Media Network (A NASDAQ Company) 5200 West Century Boulevard Suite 470 Los Angeles, CA 90045 Telephone: 800.307.6627 Fax: 310.642.6933 Web: http://www.primezone.com Email: sales@primezone.com</p>
<p>Business Wire 44 Montgomery Street 39th Floor San Francisco, CA 94104 Telephone: 415.986.4422 Fax: 415.788.5335</p>	<p>PR Newswire 810 7th Avenue 35th Floor New York, NY 10036 Telephone: 800.832.5522 Fax: 800.793.9313</p>	<p>Reuters 3 Times Square New York, NY 10036 Telephone: 646.223.6000 Fax: 646.223.6001</p>
<p>Dow Jones News Wire Harborside Financial Center 600 Plaza Two Jersey City, NJ 07311-3992 Telephone: 201.938.5400 Fax: 201.938.5600</p>		

ANNUAL REPORT RESOURCES

To assist companies in preparing annual reports, NASDAQ provides companies with the following resources:

SALES PRICE INFORMATION

The SEC instructs NASDAQ-listed companies to report high and low trade price information, rather than bid and ask information. High and low trade price information is provided on NASDAQ OnlineSM at www.NASDAQ.net. If you need a password to logon to the site, contact your NASDAQ Director.

MARKETPLACE DESIGNATION

The SEC requires companies to indicate the market on which it is listed. NASDAQ recommends companies use one of the following options to identify the marketplace:

- TEST**
NASDAQ
LISTED (NASDAQ-listed logo)
- Listed on NASDAQ[®]: ABCD
 - Listed on The NASDAQ Stock Market[®]
 - ABCD Company, Inc.'s common stock trades on The NASDAQ Global Select MarketSM under the symbol ABCD.
 - ABCD Company, Inc.'s common stock trades on The NASDAQ Global MarketSM under the symbol ABCD.
 - ABCD Company, Inc.'s common stock trades on The NASDAQ Capital Market[®] under the symbol ABCD.

MARKETPLACE DESCRIPTION

Companies may use the following description in their annual reports and other publications:

NASDAQ[®] is the largest U.S. electronic stock market. With approximately 3,200 companies, it lists more companies and, on average, trades more shares per day than any other U.S. market. It is home to companies that are leaders across all areas of business including technology, retail, communications, financial services, transportation, media and biotechnology. NASDAQ is the primary market for trading NASDAQ-listed stocks. For more information about NASDAQ, see the NASDAQ website at www.NASDAQ.com or the NASDAQ Newsroom at www.NASDAQ.com/newsroom.

For lists of NASDAQ companies, see www.NASDAQ.com.



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