

NYSE Listed Company Manual

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102.01 Minimum Numerical Standards—Domestic Companies—Equity Listings

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102.01C A company must meet one of the following financial standards.

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(F) Only adjustments arising from events specifically so indicated in the company's SEC filing(s) as to both categorization and amount can and must be made. Any such adjustment applies only in the year in which the event occurred except with regard to the use of proceeds or acquisitions and dispositions. Any company for which the Exchange relies on adjustments in granting clearance must include all relevant adjusted financial data in its listing application [as specified in Para. 702.04], and disclose the use of adjustments by including a statement in a press release (i) that additional information is available upon which the NYSE relied to list the company and is included in the listing application and (ii) that such information is available to the public upon request. This press release must be issued concurrently with any listing announcement issued by the company or, if a listing announcement is not issued, within 30 days from the date the company lists on the NYSE. The form of listing application and information regarding supporting documents required in connection with adjustments to historical financial data are available on the Exchange's website or from the Exchange upon request.

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103.01 Minimum Numerical Standards Non-U.S. Companies Equity Listings

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103.01B A company must meet one of the following financial standards:

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(C) Only adjustments arising from events specifically so indicated in the company's SEC filing(s) as to both categorization and amount can and must be made. Any such adjustments apply only in the year in which the event occurred except with regard to the use of proceeds or acquisitions and dispositions. Any company for which the Exchange relies on adjustments in granting clearance must include all relevant adjusted financial data in its listing application [as specified in Para. 702.04], and disclose the use of adjustments by including a statement in a press release (i) that additional information is available upon which the NYSE relied to list the company and is included in the listing application and (ii) that such information is available to the public upon request. This

press release must be issued concurrently with any listing announcement issued by the company or, if a listing announcement is not issued, within 30 days from the date the company lists on the NYSE. The form of listing application and information regarding supporting documents required in connection with adjustments to historical financial data are available on the Exchange's website or from the Exchange upon request.

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103.04 Sponsored American Depository Receipts or Shares ("ADRs")

In order to list ADRs, the Exchange requires that such ADRs be sponsored. Foreign private issuers sponsor their ADRs by entering into a deposit agreement with an American depository bank to provide, such services as cash and stock dividend payments, transfer of ownership, and distribution of company financial statements and notices, such as shareholder meeting material. This agreement is a required supplement to the basic Listing Agreement. [(See Section 901.00 for the text of the Listing Agreements.)] The form of Listing Agreement and information regarding supporting documents required in connection with listing ADRs are available on the Exchange's website or from the Exchange upon request.

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104.00 Confidential Review of Eligibility

The Exchange will undertake a free confidential review of the eligibility for listing of any company that requests such a review and provides the documents listed in Section 104.01 (for domestic companies) or Section 104.02 (for non-U.S. companies). A company may submit an original listing application only after it has been cleared to do so by the Exchange after completion of a free confidential eligibility review. (See Section 702.00 for a description of the original listing application process for an issuer which does not at the time of application have any other class of securities listed on the Exchange.)

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104.01 Domestic Companies

The following is a general outline of the information needed for the purpose of conducting a confidential eligibility review:

1. [Certified c] Copy of the charter and by-laws.
2. Specimens of bonds or stock certificates, if any.
3. The annual reports to shareholders for the last five years. (Two copies of the latest year.)
4. The latest available prospectus covering an offering under the Securities Act of 1933 (where available) and latest Form 10-K filed with the SEC.

5. The proxy statement for the most recent annual meeting.
- [6. A stock distribution schedule on the Exchange's form. (See Para. 904.01.)]
- [7]6. Supplementary data to assist the Exchange in determining the character of the share distribution and the number of publicly-held shares.
 - (a) Identification of 10 largest holders of record, including beneficial owners (if known) of holdings of record nominees.
 - (b) List of holdings of 1,000 shares or more in the names of Exchange member organizations.
 - (c) NASDAQ or other registered securities exchanges' volume and price range during each of the last two years.
 - (d) Summary, by principal groups, of stock owned or controlled by:
 - (1) Directors or officers and their immediate families.
 - (2) Other concentrated holdings of 10% or more.
 - (e) Shares held under investment letters (Securities Act of 1933) and not reported elsewhere under Item [7]5 (d).
 - (f) Estimate of number of non-officer employees owning stock and the total shares held.
 - (g) Company shares held in profit-sharing, savings, pension, or other similar funds or trusts established for benefit of officers, employees, etc. Indicate basis on which employees' participation is allocated or vested circumstances under which employees may receive company shares, and provision for 'pass through' of voting rights to employees or other methods of voting shares.

The form of listing application and information regarding supporting documents required in connection with the listing of domestic companies are available on the Exchange's website or from the Exchange upon request.

104.02 Non-U.S. Companies

The following is a general outline of the information needed for the purpose of conducting a confidential eligibility review:

1. [Certified c]Copy of the charter and by-laws or equivalent constitutional documents (translated into English).
2. Specimens of certificates traded or to be traded in the U.S. market, if any. Also, a copy of any depository agreement, if applicable.

3. The annual reports to shareholders for the last five years. (Two copies of the latest year.) If no English version is available, provide translation for last three years' reports.
4. The latest available prospectus covering an offering under the Securities Act of 1933 and latest annual SEC filing, if any. Where no SEC documents are available, provide a copy of the most recent document utilized in connection with an offering of securities to the public or existing shareholders as well as any filings made with any regulatory authority.
5. The proxy statement or equivalent material made available to shareholders for the most recent annual (general) meeting (translated into English).
6. [Worldwide and U.S. stock distribution schedules.
- 7.] Supplementary data to assist the Exchange in determining the character of the share distribution and the number of publicly-held shares. This information should be provided for both U.S. and worldwide holdings.
 - (a) Names of the 10 largest holders.
 - (b) Exchange member organizations holding 1,000 or more shares or other units.
 - (c) A list of the stock exchanges or other markets upon which the company's securities are currently traded as well as the price range and volume of those securities over the past five years.
 - (d) Stock owned or known to be controlled by:
 - (1) Directors, officers and their immediate families.
 - (2) Other holdings of 10% or more.
 - (e) Any type of restriction (and the details thereof) relating to shares of the company.
 - (f) Estimate of non-officer employee ownership.
 - (g) Company shares held in profit sharing, savings, pension, or similar plans for benefit of the company's employees.
- [8]7. If the company has any partially-owned subsidiaries, detail ownership (public or private) of the remainder (as well as any director or officer ownership therein).
- [9]8. A list of the company's principal bankers and a statement of the holdings of the applicant's stock by any one of these bankers which is in excess of 5%.

[10]9. The identity of any regulatory agency which regulates the company or any portion of its operations. Describe the extent and impact of such regulation on taxation, accounting, foreign exchange control, etc.

[11]10. Identification of the company's directors and principal officers by name, title and principal occupation.

[12]11. Total number of employees and general status of labor relations.

[13]12. A description of pending material litigation and opinion as to potential impact upon the company as operations.

The form of listing application and information regarding supporting documents required in connection with the listing of non-U.S. companies are available on the Exchange's website or from the Exchange upon request.

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107.00 Financial Disclosure and Exchange Information Requests

107.01 Auditing Standards

A company's qualification to list will be determined on the basis of financial statements that are either: (i) prepared in accordance with U.S. generally accepted accounting principles; or (ii) reconciled to U.S. generally accepted accounting principles as required by the Commission's rules; or (iii) prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, for Companies that are permitted to file financial statements using those standards consistent with the Commission's rules.

107.02 Auditor Registration

Each company applying for initial listing must be audited by an independent public accountant that is registered as a public accounting firm with the Public Company Accounting Oversight Board, as provided for in Section 102 of the Sarbanes-Oxley Act of 2002. See 15 U.S.C. 7212.

107.03 SEC Compliance

No security shall be approved for listing if the issuer has not for the 12 months immediately preceding the date of listing filed on a timely basis all periodic reports required to be filed with the Commission or Other Regulatory Authority or the security is suspended from trading by the Commission pursuant to Section 12(k) of the Exchange Act. "Other Regulatory Authority" means: (i) in the case of a bank or savings authority identified in Section 12(i) of the Exchange Act, the agency vested with authority to enforce the provisions of Section 12 of the Exchange Act; or (ii) in the case of an insurance company that is subject to an exemption issued by the Commission that permits the listing of the security, notwithstanding its failure to be registered pursuant to

Section 12(b), the Commissioner of Insurance (or other officer or agency performing a similar function) of its domiciliary state.

107.04 Exchange Information Requests

The Exchange may request any information or documentation, public or non-public, deemed necessary to make a determination regarding a security's initial listing, including, but not limited to, any material provided to or received from the Commission or Other Regulatory Authority (as defined in Section 107.03). A company's security may be denied listing if the company fails to provide such information within a reasonable period of time or if any communication to the Exchange contains a material misrepresentation or omits material information necessary to make the communication to the Exchange not misleading.

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204.00 Notice to and Filings with the Exchange

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(B) Filings with the Exchange

The Exchange requires that listed companies file hard copies of certain SEC reports and other materials (such as proxies) with the Exchange. Since all listed companies are required to file their periodic and current reports, as well as other materials, through the SEC's Electronic Data Gathering Analysis and Retrieval (EDGAR) system, the Exchange will not also require a listed company to file hard copies of most SEC filings with the Exchange. Specifically, the Exchange only requires companies to file:

- one hard copy of materials necessary to support a listing application as required by Section[s] [702.04,] 703.00 and [903.00,] the form of listing application and information regarding supporting documents required in connection with the listing application, available on the Exchange's website or from the Exchange upon request,
- six hard copies of proxy materials not later than the date on which the material is physically or electronically delivered to shareholders (see Section 402.00),
- one hard copy of any filing made on Form 6-K that is not required to be filed through EDGAR not later than the date on which the Form 6-K is filed with the SEC, and
- one hard copy of notice to shareholders with respect to any proposed amendments to the company's charter, as well as a certified copy of the amended charter along with a letter of transmittal indicating the sections amended since the previous filing of amendments or amended documents, promptly following the date that the notice is given or the charter is amended. Similar procedure shall be followed with respect to resolutions of the Board of Directors, or any certificate or other document, having the effect of an amendment to the charter or by-laws.

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204.04 Business Purpose Changed

Prompt notice is required to be given to the Exchange of any material change in the general character or nature of the company's business. This may also require the filing of a listing application. [(See Para. 903.00.)] The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

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204.13 Form or Nature of Listed Securities Changed

At least twenty days' advance notice is required to be given to the Exchange with respect to any proposed changes in the form or nature of listed securities or in the rights or privileges attaching to such securities. This requirement applies to changes to be made in the stock or bond certificates themselves, as well as to changes in the listed securities they evidence. Such changes will also require the filing of a listing application. [(See Para. 903.00.)] The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

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204.18 Name Change

When a company proposes to change its name, notice of the intended name change is required to be given to the Exchange at least 20 days in advance of the date set for mailing of shareholders' proxy material dealing with the matter.

The purpose of the above procedure is to allow the Exchange adequate time to provide for an appropriate change in the security ticker symbol, where one is required.

A name change will also require the filing of a listing application. [(See Para. 903.00.)] The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

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204.23 Rights or Privileges of Listed Security Changed [Last Modified: 8/21/2006]

At least twenty days' advance notice is required to be given to the Exchange with respect to any proposed changes in the rights or privileges of listed securities. This type of change will also require the filing of a listing application. [(See Para. 903.00.)] The form of listing application and information regarding supporting documents required in

connection with the listing application are available on the Exchange's website or from the Exchange upon request.

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311.01 Publicity and Notice to the Exchange of Redemption

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Information to Be Included in Publicity and Notice to the Exchange

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The notice to the Exchange should also indicate:

- The method, in the case of a partial redemption, by which shares to be redeemed will be selected [(pro rata, by lot, etc.)]. Partial redemptions of securities must be pro rata or by lot.
- Whether, in the case of a partial redemption, the transfer books will be closed permanently with respect to the shares to be redeemed, when such closing will take place or whether stamped certificates will be issued upon transfer of the shares to be redeemed.

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501.01 Stock Certificates

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Certificates shall carry the form of assignment as indicated in Para. 501.03(A).

Listed companies must issue new certificates for securities listed on the Exchange replacing lost ones forthwith upon notification of loss and receipt of proper indemnity.

501.02 Bond Certificates

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(C) Issuance of Duplicate Bonds

In the event of the issuance of any duplicate bond to replace a bond which has been alleged to be lost, stolen or destroyed and the subsequent appearance of the original bond in the hands of an innocent bondholder, either the original or the duplicate bond must be taken up and cancelled and the issuer must deliver to such holder another bond theretofore issued and outstanding.

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601.01 Exchange Approval of Transfer Agents and Registrars

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(A) Requirements for Transfer Agent

(1) The transfer agent must (i) have capital, surplus (both capital and earned), undivided profits, and capital reserves aggregating at least \$10,000,000 and (ii) maintain insurance coverage of at least \$25,000,000 to protect securities while in process.

(2) Routine transfers (as defined in Rule 17ad-1 under the Exchange Act) must be processed under normal conditions within 48 hours of receipt of the securities by the transfer agent at its address designated for registration of transfers.

(3) Securities sent to a transfer agent (i) by mail or a commercial delivery service in each case on a same day or next day delivery basis, (ii) by a clearing agency registered with the Securities and Exchange Commission under Section 17A of the Exchange Act (a "Clearing Agency"), (iii) clearly marked as a record date transfer, and (iv) deposited into the mail or with the commercial delivery service no later than the record date must, if the Clearing Agency so directs in writing in the letter of transmittal, be recorded by the transfer agent as having been received as of the record date so as to establish the transferee's rights as of that date. For purposes of this policy the term "record date" shall include any date as of which the rights of a shareholder are established.

(4) The transfer agent must assume total responsibility and liability for securities from the time of receipt of those securities by the transfer agent at its address designated for registration of transfers until such time as the securities are redelivered to the transferee.

(5) The transfer agent must comply with the rules of the Exchange, as the same may from time to time, be amended, in regard to the transfer and registration of security issues listed on the Exchange.

(6) The transfer agent's offices maintained for the purposes of transfer activities must be staffed by experienced personnel qualified to handle so-called "legal terms" and to advise on and handle other transfer problems.

(7) The transfer agent must provide adequate facilities for the safekeeping of securities in its possession or under its controls with respect to which it acts as transfer agent or registrar or both.

(8) The transfer agent must maintain facilities to expedite transfers, where requested, of Exchange listed security issues for which the transfer agent acts.

([5]9) The Exchange reserves the right to request that a listed company engage a new transfer agent in the event of a failure by the listed company's present transfer agent to conform to each of the foregoing requirements.

([6]10) A transfer agent registered with the Securities and Exchange Commission which does not meet the capital requirements of Para. 601.01(A)(1)(i) may nonetheless act as sole transfer agent for a listed security, provided that a majority in interest of its equity securities are owned by a parent entity which does meet those requirements and the parent guarantees the subsidiary's performance of its obligations as transfer agent and, provided further, that either the transfer agent itself or the parent guarantor maintains the insurance required by Para. 601.01(A)(1)(ii).

([7]11) So long as a listed company maintains a transfer agent that meets the requirements set forth in Para. 601.01(A)(1)(i), it may also utilize a co-transfer agent (i.e., a transfer agent which is not responsible for maintaining the company's master security holder file) which does not meet those requirements, provided that the co-transfer agent has capital, surplus (both capital and earned), undivided profits, and capital reserves equal to at least \$2,000,000. Notwithstanding the foregoing, a co-transfer agent acting in dual capacity as both transfer agent and registrar must meet the capital and insurance requirements of Para. 601.01(A)(1).

([8]12) The Exchange may, in its sole discretion, permit a transfer agent registered with the Securities and Exchange Commission to act as a transfer agent notwithstanding such entity's failure to meet the capital requirements of Para. 601.01(A)(1)(i), provided that such transfer agent has capital, surplus (both capital and earned), undivided profits, and capital reserves aggregating at least \$2,000,000 and maintains errors and omissions insurance coverage in an amount which, taken together with its capital, surplus (both capital and earned), undivided profits, and capital reserves, equals at least \$10,000,000 and, provided further, that such transfer agent maintains the insurance required by Para. 601.01(A)(1)(ii).

([9]13) Any issuer required to make a listed security eligible for a direct registration system operated by a securities depository (as defined in Para. 501.01) pursuant to Para. 501.00 must maintain a transfer agent for that security which is eligible either for the direct registration system operated by the Depository Trust Company or for another direct registration system operated by a securities depository.

([10]14) So long as a listed company complies with all the provisions of Para. 601.01(A) other than those set forth in Para. 601.01(A)(1), such listed company may act as its own transfer agent and registrar for its listed securities. A listed company, however, may not act as sole registrar for its listed securities unless it is also acting as transfer agent for those securities.

(15) The transfer agent must appoint an agent for service of process in connection with matters arising out of or by reason of the transfer agent's acting as transfer agent or registrar or both, for Exchange listed security issues. This appointment shall be limited to process served in connection with the performance or failure to perform such services including transportation and custody, shall not extend to matters unrelated thereto or shall not be or be deemed to be a general appointment as agent for service upon the transfer agent.

(B) Requirements for Agency Acting in Dual Capacity of Transfer Agent and Registrar

The Exchange permits qualified banks, trust companies and other qualified organizations (including the issuer) to act as both transfer agent and registrar for the same issue or issues listed on the Exchange upon application to the Exchange and agreement to meet certain requirements. A bank, trust company or other organization is required to satisfy the requirements of Para. 601.01(A) to be so qualified. [An issuer wishing to act in a dual capacity for its own listed securities must execute the "Agreement for Corporate Issuers to Act as Transfer Agent and Registrar" (See Para. 906.04).]

All agents acting in the dual capacity of transfer agent and registrar are required to assure the Exchange that such functions are maintained separately and distinctly with appropriate internal controls, subject to an annual review by the agent's independent auditors. The independent auditor's review shall include tests of the transfer and registration systems and controls. The independent auditor's annual review shall be provided to the agent's board of directors with a copy to the Exchange. Agents, other than issuers, acting in the dual capacity are also required to submit their latest financial statements and, on an annual basis, a certification from their insurer or insurance broker indicating the Exchange insurance requirements are met. If the auditor's report specifies any material weaknesses, the transfer agent must take immediate corrective action. When such corrective steps have been completed, the auditor must provide a subsequent letter indicating that the material weaknesses have been corrected. The Exchange will not approve an agent to act in the dual capacity of transfer agent and registrar until the auditor's report discussed herein has been delivered to the agent's board of directors and the Exchange in a form satisfactory to the Exchange.

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[A bank, trust company or other qualified organization (other than the issuer) seeking to satisfy Para. 601.01(A), including those seeking to act in the dual capacity of transfer agent and registrar is required to execute the "Transfer Agent-Registrar Agreement—Type A" (See Para. 906.01).]

(C) Co-Transfer Agents

Occasionally a listed company with a qualified transfer agent may wish to have the Exchange accept a second transfer agent to act as co-transfer agent. In order for the Exchange to accept an organization (which need not be a bank or trust company) which desires to act as a co-transfer agent for securities listed on the Exchange, the co-transfer agent must request such acceptance by letter addressed to the Exchange. The letter should indicate the extent of the facilities of the co-transfer agent for the performance of the transfer agent function and should include a current list of its directors and officers together with a copy of its latest available financial statements. The co-transfer agent will be required, at a minimum, to meet the requirements of Para. 601.01(A)(7). The co-transfer agent must also arrange to have two transfer agents which are qualified under Para. 601.01(A) advise the Exchange, in writing, that in their opinion the co-transfer

agent has facilities adequate for the performance of the function of transfer agent for securities listed on the Exchange. [Any such co-transfer agent which is accepted by the Exchange will be required to sign the "Transfer Agent-Registrar Agreement—Type B" (See Para. 906.04.)]

(D) Registrars (Not Also Acting as Transfer Agents)

In order for the Exchange to accept a bank, trust company, or other qualified organization as registrar or co-registrar for securities listed on the Exchange, the organization must be located in close proximity to the location at which the transfer of such security is serviced. In addition, the organization must request such acceptance by letter addressed to the Exchange. The letter should indicate the extent of the facilities of the organization for the performance of the registrar function and should include a current list of its directors and officers together with a copy of its latest available financial statements. The organization will be required to have a minimum of \$2,000,000 of capital, surplus and retained earnings. The organization must also arrange to have two agencies which are qualified under Para. 601.01(A) advise the Exchange, in writing, that in their opinion the organization has facilities adequate for the performance of the function of registrar for securities listed on the Exchange. [Any such organization which is accepted by the Exchange will be required to sign the "Transfer Agent-Registrar Agreement—Type B" * (See Para. 906.02.)]

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[601.03 Agreement of Transfer Agents and Registrars with the Exchange

The forms of agreement required to be filed with the Exchange by transfer agents and registrars of stock listed on the Exchange will be furnished upon request.

These are blanket agreements relating to all issues dealt in on the Exchange for which the transfer agent or registrar is to act. Thus, the transfer agent or registrar need not file a separate agreement in respect to each individual security.

Agreements—The forms of agreement described above are reprinted in this manual as indicated:

- Transfer Agent-Registrar Agreement—Type A. (See Para. 906.01.)
- Transfer Agent-Registrar Agreement—Type B. (See Para. 906.02.)
- Agreement for Corporate Issuers to act as Transfer Agent and Registrar. (See Para. 906.03.)]

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701.02 Listing Fees

There are initial and continuing fees associated with original and continued listing on the Exchange. A full description of the fees and the current fees in effect are presented in Para. 902.02, "[Schedule of Listing Fees] General Information on Fees."

702.00 Original Listing Application [of] for Securities [Other than Debt Securities] of an Issuer Which Does Not at the Time of Application Have any Other Securities Listed on the Exchange

If a company wishes to list a class of securities (including common equity securities) but does not at the time of application have any other class of securities listed on the Exchange, the company must first seek a free confidential review of listing eligibility as set forth in Section 104.00. If, upon completion of this free confidential review, the Exchange determines that a company is eligible for listing, the Exchange will notify that company in writing (the "clearance letter") that it has been cleared to submit an original listing application. A clearance letter is valid for nine months from its date of issuance. If a company does not list within that nine month period and wishes to list thereafter, the Exchange will perform another confidential listing eligibility review as a condition to the issuance of a new clearance letter.

After receiving a clearance letter, a company choosing to list must file an original listing application. The original listing application and other required supporting documents can be found at nyx.com. A company should submit drafts of the original listing application and other required documents as far in advance as possible of the time it seeks Exchange authorization of its application. In the case of documents which by their nature cannot be completed until close to the listing date, the Exchange will authorize an application upon the condition that a company submits the supporting documents as soon as available, but, in any event, before the listing date. Prior to the listing date, the company's securities will be allocated to a Designated Market Maker pursuant to the Exchange's Allocation Policy. The company's Exchange representative will provide a copy of the Allocation Policy to the company.

Section 902.03 hereof requires certain categories of listing applicants to pay an Initial Application Fee as a prior condition to receipt of eligibility clearance. Promptly after making a determination that a company is eligible to list but subject to payment of the Initial Application Fee, the Exchange shall inform such company in writing that it is entitled to receive a clearance letter upon payment of the applicable Initial Application Fee. Applicants that are not subject to the Initial Application Fee will not receive any similar notification, but rather will receive a clearance letter promptly after the Exchange has made an eligibility determination.

In addition to applying to the Exchange, prior to the listing date, a company must, prior to the listing date, register its securities with the SEC under the Securities Exchange Act of 1934 ("Exchange Act") (unless the securities are exempt from that registration requirement). When the Exchange approves securities for listing and receives a company's Exchange Act registration statement, it will certify such approval to the SEC. (See Section 702.01 (Registration under the Securities Exchange Act of 1934).)

[This Subsection 702 sets forth the process for original listing applications for securities other than debt securities. (See Paragraph 703.06 concerning the listing of debt securities.)]

702.01 [Introduction

The application for original listing provides the Exchange with the data necessary to authorize the listing of the company's securities and to provide the investment community with the information that it requires to judge the securities' investment merits.

No prepared or blank forms are used for the application itself. Instead, the data should be set forth in narrative form, supplemented by financial statements. It should provide a summary description of the company's business and the company's securities. It should describe the terms and conditions under which any shares reserved for future issuance will be issued. It is permissible to attach the company's Annual Report, Form 10K or Securities Act Prospectus and to use appropriate cross references thereto.

The wide range of circumstances found among various industries, and among individual companies, makes it impossible to set forth fully in these directions all details which may finally be required in a listing application. That can be determined only after detailed study of the particular case by the company's Exchange representative. It is the purpose of these directions to furnish sufficient advice to enable a company to prepare a draft listing application adequate for such study.

Reference to recently approved listing applications will be helpful as a guide to the form of the application. The Exchange will furnish sample applications.

702.02 Timetable for Original Listing of Securities Other than Debt Securities

The information outlined below serves as a guide for determining the steps to be taken and the time involved in effecting an original listing on the Exchange of securities other than debt securities. (See Para. 703.06 concerning the listing of debt securities.)

It should be recognized that unusual developments may increase the time span. The following timetable, however, is a typical chronology.

First step—Submission of all information for confidential review of eligibility (see Para. 104.00).

By the third week—An Exchange representative will contact the company as to eligibility clearance and conditions of listing. The company will be provided with copies of original listing applications and a guide to supporting documents. The Exchange will accept a formal listing application at any time within the six-month period following approval.

The time for the filing of an original listing application and supporting documents is at the discretion of the company. For purposes of this timetable, it will be assumed that the original listing application is filed within 4-5 weeks after notification of eligibility clearance.

Once a company has filed an original listing application and sufficient supporting documentation with the Exchange, the next step for the Exchange will be to authorize the company's securities for listing and certify such authorization to the SEC. Additionally, the Exchange will acknowledge receipt of the company's application in either the regular Weekly Bulletin or through some other comparable method of publication. The SEC, under the Securities Exchange Act of 1934, requires a mandatory 30-day waiting period. However, the SEC has been cooperative in accelerating registration upon request by the company.

By the twelfth week—The company's securities are admitted to trading. The original listing date is established at the company's convenience and can be set for a day any time after effectiveness of registration under the Securities Exchange Act of 1934.

702.03 Submission of Listing Application

To allow time for preliminary examination and revision, six draft copies of the application (one of which must be signed by an officer of the company) should be submitted to the Exchange at least three weeks before it is desired to have the application acted upon. Action will be taken by the Exchange on an application as soon as practicable after any necessary revisions have been made, the file of supporting documents completed, and a convenient time schedule for listing agreed upon.

Admission to trading normally takes place within 30 days after Exchange action. This permits registration under the Securities Exchange Act of 1934 to become effective.

702.04 Supporting Documents

The following is a list of the documents ordinarily required to be filed in support of the application for the listing of securities other than debt securities. (See Paragraph 703.06 concerning the listing of debt securities.) Under special circumstances, additional documents may be required. These documents are considered a part of the application. It is the policy of the Exchange to make them available for public inspection at the Exchange, upon request, after listing has been authorized.

To avoid possible delay in the processing of the application, the file of supporting documents should be completed at least one week before the date on which the Exchange is to take action on the application, except for those documents which, because of their nature, cannot be filed at that time. If, for any reason, any of the required documents are not filed by the time action is taken on the application, the Exchange may make its authorization of listing conditional upon the file being completed prior to the first day of trading.

Signed Application—

A signed copy of the application and five conformed copies.

Charter and By-Laws—

Copy of the charter certified by the secretary of the state/country of incorporation, and copy of the by-laws, certified by the secretary of the company.

Resolutions—

Certified copy of each of the following resolutions:

- Resolution of the shareholders authorizing issuance (if corporate procedure required such action) with respect to any unissued securities for which listing application is made.
- Resolution of the Board of Directors authorizing issuance with respect to any unissued securities for which listing application is made.
- Resolution of the Board of Directors authorizing listing. This resolution shall authorize application to the Exchange for the listing of the specified amount of the designated security.
- Resolution of the Board of Directors authorizing appointments of the transfer agent and registrar.

Issuers must (i) furnish the Exchange with copies of opinions of counsel filed in connection with recent public offerings or (ii) if no opinions of counsel exist, provide to the Exchange a certificate of good standing from the company's jurisdiction of incorporation.

Stock Distribution Schedule—

A signed copy of a schedule showing the distribution of each class of shares for which listing application is made. The schedule shall be in the form indicated in Para. 904.01 under the sub-section headed Stock Distribution Schedule. It should be as of any recent, convenient date and may be signed by either the transfer agent or the company. If signed by the transfer agent, the Certificate of Transfer Agent described in the item below may be omitted.

Any material difference in the number of outstanding shares as shown in the distribution schedule, as compared with the Certificate of Transfer Agent, Certificate of Registrar or as shown in the listing application should be explained by letter supplementing the schedule. If the schedule is signed by the transfer agent, an explanation of any difference between the number of outstanding shares shown in the distribution schedule and the number of shares shown as registered in the Certificate of Registrar should be filed in a supplemental letter.

Certificate of Transfer Agent—

If the distribution schedule has not been signed by the transfer agent, a letter from the transfer agent should be filed certifying as to the number of shares of the class or series for which listing application is made which were issued and outstanding as of, or about,

the date of the listing application. Any difference in the number of shares issued and outstanding as shown in such certificate and as shown by the listing application should be explained in a supplemental letter. Any difference between the number of shares issued and outstanding as shown in such certificate and the number of shares shown as registered in the Certificate of Registrar should also be explained in a supplemental letter.

Certificate of Registrar—

A letter from the registrar certifying the number of shares of the class or series for which listing application is made which were registered as of, or about, the date of the listing application.

As indicated above in relation to the Stock Distribution Schedule and Certificate of Transfer Agent, the number of shares shown as issued and outstanding in the listing application, in the Certificate of Transfer Agent, and in the Certificate of Registrar shall all be in agreement, or any discrepancies between any or all of them shall be explained in supplemental letters.

Notice of Availability of Stock Certificates—

A letter from the transfer agent stating that a sufficient supply of certificates is on hand to meet the demands for transfers and exchanges.

Specimens of the Securities for Which Listing Application is Made—

One specimen certificate of each form, except global, and denomination currently issued, or to be issued, shall be filed. They should be mutilated by perforation or otherwise, and clearly and indelibly marked "Specimen".

If the specimens are not available for filing by the time the Exchange takes action on the listing application, they must be filed prior to the original listing date.

Public Authority Certificate—

A copy of the certificate or order of any public authority having jurisdiction over the company in the matter of approving or authorizing issuance of any unissued securities proposed for listing.

Prospectus—

Seven copies of any prospectus made under the Securities Act of 1933 within the past year and relating to the securities proposed for listing.

Financial Statements—

A set of the financial statements must appear in the application, including the report of the company's independent public accountants or, in the case of interim statements, the

report of the company's chief financial officer. Where practicable, manual signatures by the independent public accountants and the chief accounting officer should be affixed to their reports on one of the proof copies of the application.

Adjustments to Historical Financial Data—

If the Exchange requires any adjustment to historical financial data submitted by the company during the financial eligibility review process and such data is necessary to demonstrate that the company meets the Exchange's listing standards, the company must include such data in its listing application. Exchange staff will advise the company as to which, if any, adjustments to historical financial data to it by the company must be included in the listing application. Such information must include the agreed upon procedures report, if any, submitted to the Exchange.

Listing Agreement—

Executed by the designated officer and affixed with the corporate seal. Since 1899, companies applying for listing have, as a regular part of the listing procedure, entered into a Listing Agreement with the Exchange. This Listing Agreement commits them to a code of performance in respect to the matters dealt with by the agreement.

The principles underlying the agreement are matters of more or less common occurrence in the affairs of large, publicly held companies. From time to time unusual situations not specifically covered in the Listing Agreement will occur. The Exchange urges listed companies to be guided in such situations by the principles of the Listing Agreement and the supporting material contained in this Manual. The Exchange will furnish copies of the Listing Agreement. The Listing Agreement is printed in Para. 901.00.

Provisions of the Listing Agreement which in the opinion of the Exchange are not applicable to the situation of the company, or to the particular securities which it seeks to list, may be deleted.

Memorandum with Respect to Unpaid Dividends, Unsettled Rights and Record Dates—

See form in Para. 904.02. This is a report as to any dividends declared, any rights issued, or any imminent record date not mentioned in the listing application.

Registration form under the Securities Exchange Act of 1934—

One signed copy of SEC Form for Registration under the Securities Exchange Act of 1934 and one copy of each exhibit, which is to be simultaneously filed with the SEC.

702.05 Printing of Application

Printing Costs—

The company is expected to pay all costs of printing the application, including the printing of the copies requested by the Exchange. The Exchange, after listing has been

authorized, distributes copies of the listing application in final form to all member firms of the Exchange and to other subscribers. Copies are also available to the general public upon request.

Choice of Printer—

If the company has any preference as to the firm which is to print the listing application, the preference should be stated at the time the initial draft copies of the application are filed with the Exchange. If the company does not indicate a preference, the Exchange will assign the task to one of the local printing firms.

After the first proof of the application has been filed with the Exchange, all changes in the application should be coordinated with the company's Exchange representative. When all amendments have been agreed upon, the company will be requested to approve the application for final printing and to authorize the Exchange to instruct the printer to proceed with such printing. It is desirable that distribution of the application occur as soon as possible after listing has been authorized and companies are requested to cooperate toward that end by prompt response to the request for authorization of the final printing.

Format—

See Para. 903.01 for complete requirements.

702.06] Registration under the Securities Exchange Act of 1934

Before securities may be admitted to trading on the Exchange, they must be authorized for listing by the Exchange and, in addition, must be registered under the Securities Exchange Act of 1934.

Registration under the Securities Exchange Act of 1934 requires filing with both the Exchange and the SEC of a registration statement conforming to the rules of the SEC and certification by the Exchange to the SEC that it has received what purports to be a registration statement and has approved the particular securities for listing and registration.

Registration becomes effective automatically 30 days after receipt by the SEC of the Exchange's certification, but may become effective within a shorter period, by order of the SEC, upon request made by the company to the SEC. The Exchange will concur in the company's request for acceleration.

Registration of banks is effected in a similar manner through the filing of registration statements with the appropriate Federal banking agency.

For complete information as to those procedures and requirements, reference is made to the General Rules and Regulations under the Securities Exchange Act of 1934 as issued by the SEC under Section 12(b).

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703.01 (part 1) General Information**Part 1****(A) When a Company Must File an Application**

A company must file a listing application and seek authorization of the Exchange prior to:

1. the issuance of additional shares of a listed security;
2. listing a new security, or;
3. the issuance of any security that is convertible into additional shares of a listed security, whether or not the convertible security is to be listed on the Exchange.

The applicable forms of listing applications and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request. The application must be [in the form of a memo from the company] signed by an authorized company official providing the Exchange with relevant information regarding the transaction(s) for which the Company is requesting authorization [(see Section 903.02)]. The application and sufficient supporting documentation should be provided to the Exchange at least two weeks in advance of the required authorization date.

* * * * *

703.01 (part 2) General Information**(B) Timetable for Filing an Application to List Securities Other than Debt Securities**

[Four] Signed typewritten copies[, all signed,] (information about the number of required copies of the application can be found on the Exchange's website or will be provided by Exchange staff upon request) should be filed at least two weeks before the company wishes the Exchange to take formal action upon the application. A shorter timetable may be arranged in extraordinary circumstances.

It is suggested that while the listing application is in process of examination and revision, the documents required in support of the application be filed. In order to expedite approval of the application, the filing of supporting documents should be completed at least one week before the company wishes the Exchange to take formal action upon the application.

If, for any reason, any of the required documents is not filed by the time action is taken on the application, the Exchange may condition its authorization of listing upon the file

being completed prior to the admission of new securities or prior to issuance of an additional amount of a listed security.

Once a company has filed a subsequent listing application and sufficient supporting documentation with the Exchange, the next step for the Exchange will be to authorize the company's application and, where necessary, certify such authorization to the SEC. [Additionally, the Exchange will acknowledge receipt of the company's application in either the regular Weekly Bulletin or through some other comparable method of publication.]

(C) Listing Application Form and Supporting Documents

The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

[The following is a description of the types of documents that may be required to be filed with different types of applications. These documents are considered a part of the application and it is the policy of the Exchange to make them available for public inspection at the offices of the Exchange after listing has been authorized. Under special circumstances additional documents may be required.

Amendments to Charter and By-Laws—

A copy of each amendment to the charter or by-laws not previously filed. If desired, there may be filed, in lieu of such amendments, copies of the charter or bylaws as amended to date. Each charter amendment, or the amended charter, shall be certified by the secretary of the state/country of incorporation. Each by-law amendment, or the amended by-laws, shall be certified by the secretary of the company.

Financial Statements—

A set of financial statements reported on by the company's independent auditors, or, in the case of interim statements, certified by the company's chief accounting officer. Where practical, it is preferred that at least one copy of such report or certificate be manually signed.

Distribution Information—

Results of sale of a stock offering from the company, underwriter or transfer agent, and date price restrictions lifted and selling groups terminated.

Distribution Schedule—

A signed copy of a schedule showing the distribution of the shares for which listing application is made. The schedule shall be in the form indicated in Para. 904.01. It may be as of any recent, convenient date, but must be signed by either the transfer agent or the company.

Any material difference in the number of outstanding shares as shown in the distribution schedule and as shown in the listing application shall be explained by letter supplementing the schedule.

In the case of recently distributed shares, it may be considered that, at the time action on the application is taken by the Exchange, the distribution schedule does not fairly represent the breadth of the public distribution of the shares. In such case, unless the company's Exchange representative otherwise requests, filing of the detailed distribution schedule may be deferred, and there may be filed instead a statement of the number of distributors and dealers participating in the distribution, together with such data as may be available at that time as to the extent of the public distribution. The detailed distribution schedule shall be filed as soon thereafter as it may be considered fairly representative of the public distribution, and, in any event, before the shares are admitted to dealings on the Exchange unless the company's Exchange representative indicates otherwise.

Due-Bill Letter—

The Exchange will send a letter to the company in regard to due-bill trading when ex-distribution dealings are deferred in connection with stock distributions. (See sample letter in Para. 904.03.)

Indemnification Agreement—

Agreement indemnifying the Exchange and others against acts done in reliance upon the authenticity of facsimile signatures.

The forms of the Indemnification Agreement are contained in Para. 501.05.

Letter to Shareholders—

A copy of all correspondence to shareholders in connection with stock dividends, stock splits, subscription offerings, etc. and of transmittal material in connection with exchange offers, mergers, etc.

Listing Agreement—

Execution and filing of the current form of the Listing Agreement will be requested when deemed essential. (See Para. 901.00.)

Listing Fee Agreement—

A certified copy of the current form of the Fee Agreement, if not previously filed. The form will be provided to the company. (See Para. 902.01.)

Mortgage or Indenture—

Copy of the mortgage, indenture, or equivalent instrument, certified by the Trustee.

Notice of Availability of Stock Certificates—

If the securities for which listing application is made are of a class or series not previously listed, a letter from the transfer agent must be filed stating that there is on hand a supply of certificates sufficient to meet the demands for transfers and exchanges. Such letter must also be filed in cases where new or altered certificates are to be issued as a result of a change in a class or series of stock which is already listed.

If, at the time the Exchange takes action on the application, a sufficient supply of certificates is not in the hands of the transfer agent, the filing of such letter may be deferred to a later date prior to admission of the securities to dealings on the Exchange.

Issuers must (i) furnish the Exchange with copies of opinions of counsel filed in connection with recent public offerings or (ii) if no opinions of counsel exist, provide to the Exchange a certificate of good standing from the company's jurisdiction of incorporation.

Plans—

Certified copy of option, stock purchase, recapitalization, merger, acquisition or other agreement covering the securities for which listing application is made, unless submitted as part of a prospectus or other registration statement.

Prospectus—

Four copies of any prospectus which have been issued, in compliance with the Securities Act of 1933, as amended relating to the securities proposed for listing.

Registration Statement—

One signed copy of the related SEC Form for Registration under the Securities Exchange Act of 1934 and a copy of each exhibit, including those incorporated by reference. In lieu of signed copy, Company may submit SEC Form for Registration as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.

Specimens—

In the event of a new issue, the company's bank note company should be instructed to submit latest drafts, models and proofs and specimens of the stock certificates, scrip, etc. in latest form. Specimens should be mutilated by perforation or otherwise and clearly and indelibly marked "Specimen".

(D) Data to be Included in a Subsequent Listing Application.

A subsequent listing application is designed to bring up to date information given in previous applications. The format and instructions are contained in Para. 903.02.

(E) Typing of Application

The Exchange does not require that an application be in printed form. Four signed copies of the application should be filed with the Exchange. One copy, countersigned by the Exchange, will be returned to the company as formal indication of authorization.]

703.02 (part 1) Stock Split/Stock Rights/Stock Dividend Listing Process

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(B) Procedures to Follow When a Stock Dividend or Stock Split is Declared

Notice to the Exchange—

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The company's notice to the Exchange should indicate which of the above methods will be followed in respect of brokers' and nominees' requirements and the date by which they must notify the disbursing agent of their full and fractional share requirements. The Exchange will publicize this information in [its Weekly Bulletin or] special circulars so that those concerned will be informed as to the procedure to be followed.

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703.02 (part 2) Stock Split/Stock Rights/Stock Dividend Listing Process

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Company's Agreement to Recognize Due-Bills—

Ordinarily, due-bills are redeemed on the date specified in the Exchange ruling by direct dealing of the broker representing the seller with the broker representing the holder of the due-bill. However, in order to make such due-bills enforceable and deliverable in settlement of contracts, the Exchange must obtain the company's agreement to recognize them as valid assignments by the record holders and, upon their presentation to the issuing agent prior to the distribution, to cause the dividend or distribution shares to be issued to the assignees just as though such assignees were holders of record on the record date.

This agreement will be requested of the company by the Exchange when required. It should give rise to no problems, as due-bills are seldom presented to the company or its agents for this purpose, and then usually through misunderstanding. (See Exchange form letter in Para. 904.0[5]2.)

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703.02 (part 3) Stock Split/Stock Rights/Stock Dividend Listing Process

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(E) Filing a Listing Application

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing application format is presented in Para. 903.02]. The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

Timing—

As with other listing applications, the application should be filed at least two weeks before the company wishes the Exchange to take action. Because of the desire to commence "when issued" trading in situations where there is a distribution of 25% or more, the listing application should be filed before the record date even though some of the information requested in the application will not be available until after the record date.

[(F) Supporting Documents

The following documents must be filed in support of the listing application:

- Timetable listing declaration date, record date, mail date, date of shareholders' meeting (if applicable), effective date of charter amendment (if applicable) and broker's cut-off date (if applicable). Such information may be referenced in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Specimen certificates (if requested).
- Notice of availability of eligible securities for trading (if requested).
- Due-bill letter (if requested). (See Para. 904.03.)
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para 901.00)]

703.03 Short Term Rights Offerings Relating to Listed Securities Listing Process

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(O) Filing a Listing Application Relating to Short Term Rights Offerings

The general instructions for preparation and filing of a listing application are described in Para. 703.01.

A separate listing application is not required for listing short term rights. Short-term subscription rights granted to holders of listed securities are exempt from registration under the Securities Exchange Act of 1934. Where the underlying security is to be listed, a listing application should be filed, if possible, two weeks in advance of the date when registration is expected to become effective. [See Para. 903.02 for the listing application format.] The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

[(P) Supporting Documents

The following documents must be filed in support of the listing application:

- Timetable (if requested)-listing proposed record date, effective date of registration statement, mail date of rights certificates and expiration date of offering. Such information may be referenced in a cover letter which accompanies the application.
- Preliminary warning letter to shareholders.
- Letter of Transmittal to shareholders.
- Specimens of rights certificates. (See Para. 502.15 for requirements.) Form and color must be approved by the Exchange in advance of distribution.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Proxy Prospectus—4 copies each of preliminary and final.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01).
- Indemnification Agreement. (See Para. 501.05).
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00).]

703.04 Public Offerings and Private Placement of Common Stock Listing Process

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(C) Filing a Listing Application Relating to Public Offerings and Private Placements

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing application format is presented in Para. 903.02.] The form of listing application and information regarding supporting documents required in connection with the listing application are available on the Exchange's website or from the Exchange upon request.

[(D) Supporting Documents

The following documents must be filed in support of the listing application:

1. For Public Offerings

- Timetable (if requested)-listing proposed effective date of registration statement and closing date. Such information may be referenced in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Prospectus—4 copies, both preliminary and final.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)

2. For Private Placements

- Timetable (if requested)—listing proposed closing date. Such information may be referenced in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Agreements between parties.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)]

703.05 Preferred Stock Offerings Listing Process

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(F) Filing a Listing Application Relating to Preferred Stock Offerings

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing application format is presented in Para. 903.02.] The form of listing application and information regarding supporting documents required in connection with the listing application for preferred stock are available on the Exchange's website or from the Exchange upon request.

[(G) Supporting Documents

The following documents must be filed in support of the listing application.

- Timetable (if requested) - include proposed date of effectiveness under the Securities Act of 1933 and closing date. Such information may be referenced in a cover letter which accompanies the application.
- Definitive terms of preferred stock.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Distribution information, including notice of termination of selling group and lifting of price restrictions.
- Specimen certificates (if requested).
- Notice of availability of eligible securities for trading (if requested).
- Prospectus - 4 copies, both preliminary, and final.
- Signed registration statement under the Securities Exchange Act of 1934. In lieu of signed copy, Company may submit registration statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00).
- Indemnification Agreement. (See Para. 501.05).]

703.06 Debt Securities Offerings Listing Process

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(F) Debt Securities Listing Application Supporting Documents

[The debt listing application format is that used for subsequent listings as presented in Para. 903.02.

The following documents or notifications must be provided in support of the listing application.

For new issues:

- Timetable (if requested)—including proposed date of effectiveness under the Securities Act of 1933 and closing date. Such information may be referenced in a cover letter which accompanies the application.

- For debt securities that have been issued within the past 30 days, notification of availability of eligible securities for trading.

For all issues:

- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Specimen certificates—if requested—(except for globally certificated bonds).
- Prospectus—For issues that have been issued during the previous 12 months, but whose prospectus has not been made publicly available over a disclosure service satisfactory to the Exchange, 4 copies of the final prospectus; for issues that have been outstanding for more than 12 months or in respect of which the prospectus has been made publicly available over a disclosure service satisfactory to the Exchange, 1 copy of either the final prospectus or an issue term sheet.
- Mortgage or Indenture—1 final copy, unless the document has been made publicly available over a disclosure service satisfactory to the Exchange. For applications involving more than one issue, Company may submit a copy of the master indenture and the separate indenture provisions specific to each issue.
- Signed registration statement under Securities Exchange Act of 1934. In lieu of signed copy, Company may submit registration statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.]

The form of listing application and information regarding supporting documents required in connection with the listing of debt securities are available on the Exchange's website or from the Exchange upon request.

703.07 Reserves for Convertible Securities Listing Process

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(B) Filing a Listing Application Relative to Reserves for Convertible Securities

The general instructions for preparation and filing of a listing application are described in Para. 703.01. The form of listing application [format is presented in Para. 903.02] and information regarding supporting documents required in connection with the listing of debt securities are available on the Exchange's website or from the Exchange upon request.

[(C) Supporting Documents

The following documents must be filed in support of the listing application. (If the company is listing a convertible security and the securities for the conversion reserve, it

must file the documents required for listing the convertible security in addition to those outlined below.)

- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Prospectus—4 copies, both preliminary and final.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)]

703.08 Mergers, Acquisitions and Other Business Combinations Listing Process

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(F) Filing a Listing Application Relating to Mergers, Acquisitions and Other Business Combinations

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing applications format is presented in Para. 903.02.] The form of listing application and information regarding supporting documents required in connection with the consummation of mergers, acquisitions and other business combinations are available on the Exchange's website or from the Exchange upon request.

If the consideration to be issued in connection with the business combination is a preferred stock or debt and is to be listed, consult the appropriate paragraphs on preferred stock and debt for details of requirements.

[(G) Supporting Documents

The following documents must be filed in support of the listing application:

- Timetable (if requested)—include proposed closing date. Such information may be included in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Current form of Listing Fee Agreement (if not previously filed.) (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed.) (See Para. 901.00.)
- Proxy/Prospectus—4 copies each of preliminary and final.

- Certified year-end financial statements supplemented by latest interim statements (if available) of the company being acquired.
- Agreement between parties.

If the merger or acquisition involves two listed companies, the following documents will also be required:

- Copy of letter of transmittal (draft and 2 copies of the final) and any other material sent to shareholders concerning the transaction.

Exhibits

Financial Statements—Certified year-end balance sheet and income statements of the company being acquired, supplemented by the latest interim income statements (if available). A recent balance sheet and/or pro forma or combined statements may be considered appropriate in some circumstances. Independently audited statements are preferred but, where audited statements are not available, company prepared statements may be accepted.]

703.09 Stock Option, Stock Purchase and Other Remuneration Plans Listing Process

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(C) Filing a Listing Application Relative to Stock Option, Stock Purchase or Other Remuneration Plans

It is recommended that an application for listing of unissued shares in connection with a stock option, stock purchase or other remuneration plan be filed as soon as possible after all required corporate and shareholder action has been taken.

A listing application would also have to be filed if a company significantly amends a plan covered by a previous listing application. The application must cover all the shares that would be subject to issuance under the amended plan. The shares reserved for issuance under the old plan would be delisted. Generally, a listing application would have to be filed if the amendment was of such significance that the company was required under the terms of the plan to have the amendment approved by shareholders.

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing application format is presented in Para. 903.02.] The form of listing application and information regarding supporting documents required in connection with the listing of unissued shares in connection with a stock option, stock purchase or other remuneration plan are available on the Exchange's website or from the Exchange upon request.

[(D) Supporting Documents

The following documents must be filed in support of the listing application:

- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Plan document (copy of plan or prospectus, as appropriate).
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)
- Prospectus—12 final copies.]

703.10 Technical Original Listing Process

If it is proposed to make a change in a listed security which, in effect, creates a new security or which alters any of its rights, preferences, privileges or terms, an application must be made for the relisting of the shares as changed. This would include such changes as:

- Creation of a holding company or a new company by operation of law or through an exchange offer.
- Reorganization by means of a change in state of incorporation or recapitalization or change from a limited purpose business trust (e.g. a "REIT") to an operating company.

The form of listing application and information regarding supporting documents required in connection with a technical original listing are available on the Exchange's website or from the Exchange upon request.

[(A) Filing a Listing Application Relating to a Technical Original Listing

The general instructions for preparation and filing of a listing application are described in Para. 703.01. The listing application format is presented in Para. 903.02.

(B) Supporting Documents

The following documents, as applicable, must be filed in support of the listing application:

- Timetable (if requested)—include shareholder meeting date and proposed date of effectiveness of registration under the Securities Exchange Act of 1934. Such information may be referenced in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.

- Proxy/Prospectus—4 copies each of preliminary and final.
- Specimen certificates.
- Registration Statement under the Securities Exchange Act of 1934. In lieu of a signed copy, Company may submit Registration Statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement. (See Para. 901.00.)
- Charter, if requested.
- By-laws, if requested.
- Notice of availability of eligible securities for trading.]

703.11 Supplemental Listing Process

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The various types of events requiring notification of supplemental listing, but not a new listing, include:

- Change in corporate name.
- Minor change in rights and/or preferences of listed securities.
- Change in par value.
- Change in designation without alteration of its rights or terms.
- Release of restricted shares from treasury.
- Disqualification from Real Estate Investment Trust "REIT" status. (Note: A technical original listing application is required when a "REIT" changes from a limited purpose business trust to an operating company.)
- Change in obligor of a listed debt security under certain circumstances. Please consult your Exchange representative.
- Minor change in the purpose or terms of issuance.

The form of listing application and information regarding supporting documents required in connection with a supplemental listing application are available on the Exchange's website or from the Exchange upon request.

[(A) Filing a Listing Application Relating to a Supplemental Listing]

The general instructions for preparation and filing of a listing application are described in Para. 703.01. The listing application format is presented in Para. 903.02.

(B) Supporting Documents

The following documents must be filed in support of the listing application:

- Timetable (if requested) including shareholder meeting date and proposed date of effectiveness of registration under the Securities Exchange Act of 1934. Such information may be referenced in the cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Specimen certificate (if requested).
- Notice of availability of eligible securities for trading (if requested).
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)

(C) No supplemental listing applications will be approved for companies that have been identified as being below the Exchange's continued listing standards (see Para. 802.01) for issuances to new shareholders unless such issuance is determined to be consistent with an Exchange-approved plan (or its goals) pursuant to Para. 802.02 or Para. 802.03 as applicable.]

703.12 Warrants Listing Standards

* * * * *

(B) Filing a Listing Application Relating to Warrants

The general instructions for preparation and filing of a listing application are described in Para. 703.01. [The listing application format is presented in Para. 903.02.]

The form of listing application and information regarding supporting documents required in connection with the listing of warrants are available on the Exchange's website or from the Exchange upon request.

[(C) Supporting Documents]

The following documents, as applicable, must be filed in support of the listing application:

- Timetable (if requested)—include proposed date of effectiveness and closing date. If warrants are part of unit offering date they are detachable. Such information may be referenced in a cover letter which accompanies the application.
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Prospectus—4 copies each of preliminary and final.
- Document setting forth definitive terms of warrants.
- Specimen of warrant certificates.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)
- Registration statement under the Securities Exchange Act of 1934. In lieu of signed copy Company may submit registration statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.
- Indemnification Agreement. (See Para 501.05).
- Notice of availability of warrant certificates.
- Distribution information.

Amended: December 2, 2009 (NYSE-2009-115).]

703.13 "Special Stocks" Listing Process (Stocks Which Have Periodic Increases in Conversion Rate Into Common Stock)

* * * * *

(B) Filing a Listing Application Relating to Special Stocks

[The general instructions for preparation and filing of a listing application are described in Para. 703.01. The listing application format is presented in Para. 903.02.] The form of listing application and information regarding supporting documents required in connection with the listing of special stocks are available on the Exchange's website or from the Exchange upon request.

[(C) Supporting Documents

The following documents, as applicable, must be filed in support of the listing application:

- Timetable (if requested).—include proposed date of effectiveness and closing date. Such information may be referenced in a cover letter which accompanies the application.
- Issuers must (i) furnish the Exchange with copies of opinions of counsel filed in connection with recent public offerings or (ii) if no opinions of counsel exist, provide to the Exchange a certificate of good standing from the company's jurisdiction of incorporation.
- Specimen certificate.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Current form of Listing Agreement (if not previously filed). (See Para. 901.00.)
- Registration Statement under the Securities Exchange Act of 1934. In lieu of signed copy Company may submit registration statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.
- Indemnification Agreement. (See Para. 501.05 or 501.06).
- Distribution information.
- Notice of availability of eligible securities for trading.
- Prospectus—4 copies each of preliminary and final.]

703.14 Voting Trust Certificate Listing Process

* * * * *

(C) Filing a Listing Application Relating to Voting Trust Certificates

The general instructions for preparation and filing of a listing application are described in Para. 703.01.

[The listing application format is presented in Para. 903.02.]

The form of listing application and information regarding supporting documents required in connection with the listing of voting trust certificates are available on the Exchange's website or from the Exchange upon request.

[(D) Supporting Documents

The following documents, as applicable, must be filed in support of the listing application:

- Timetable(if requested)—to include date of issuance. Such information may be referenced in a cover letter which accompanies the listing application.

- Copy of the trust agreement certified by voting trustees.
- Current form of Listing Agreement (See Para. 901.00).
- Copies of opinions of counsel filed in connection with recent public offerings or, if no opinions of counsel exist, a certificate of good standing from the company's jurisdiction of incorporation.
- Current form of Listing Fee Agreement (if not previously filed). (See Para. 902.01.)
- Registration statement under the Securities Exchange Act of 1934. In lieu of signed copy, Company may submit registration statement as filed via EDGAR. Include a statement to the effect that the registration statement, as submitted, is a true and complete copy of that which has been filed with the Securities and Exchange Commission.]

* * * * *

802.00 Continued Listing

802.01 Continued Listing Criteria

The Exchange would normally give consideration to the prompt initiation of suspension and delisting procedures with respect to a security of either a domestic or non-U.S. issuer when:

* * * * *

802.01D Other Criteria—

If any of the following factors apply to a listed company, the Exchange may in its sole discretion subject the company to the procedures outlined in Paras. 802.02 and 802.03:

* * * * *

The Exchange is not limited by the criteria set forth above. Rather, it may make an appraisal of, and determine on an individual basis, the suitability for continued listing of an issue in the light of all pertinent facts whenever it deems such action appropriate, even though a security meets or fails to meet any enumerated criteria. Other factors which may lead to a company's delisting include:

- The failure of a company to make timely, adequate, and accurate disclosures of information to its shareholders and the investing public.
- Failure to observe good accounting practices in reporting of earnings and financial position.
- Other conduct not in keeping with sound public policy.

- Unsatisfactory financial conditions and/or operating results.
 - Most recent independent public accountant's opinion on the financial statements contains a:
 - .a. Qualified opinion[:];
 - .b. Adverse opinion[:];
 - .c. Disclaimer opinion[:]; or
 - .d. Unqualified opinion with a "going concern" emphasis.
 - Inability to meet current debt obligations or to adequately finance operations.
 - Abnormally low selling price or volume of trading.
 - Unwarranted use of company funds for the repurchase of its equity securities.
 - A breach by the company of the terms of its listing agreement.
- Any other event or condition which may exist or occur that makes further dealings or listing of the securities on the Exchange inadvisable or unwarranted in the opinion of the Exchange.

* * * * *

901.00 Reserved [Listing Agreements

901.01 Listing Agreement for Domestic Companies

Nothing in the following Agreement shall be so construed as to require the Issuer to do any acts in contravention of law or in violation of any rule or regulation of any public authority exercising jurisdiction over the Issuer.

.....(hereinafter called the "Corporation"), in consideration of the listing of the securities covered by this application, hereby agrees with the New York Stock Exchange (hereinafter called the "Exchange"), as follows:

I

1. The Corporation will promptly notify the Exchange of any change in the general character or nature of its business.
2. The Corporation will promptly notify the Exchange of any changes of officers or directors.

3. The Corporation will promptly notify the Exchange in the event that it or any company controlled by it shall dispose of any property or of any stock interest in any of its subsidiary or controlled companies, if such disposal will materially affect the financial position of the Corporation or the nature or extent of its operations.

4. The Corporation will promptly notify the Exchange of any change in, or removal of, collateral deposited under any mortgage or trust indenture, under which securities of the Corporation listed on the Exchange have been issued.

5. The Corporation will:

a. File with the Exchange four copies of all material mailed by the Corporation to its stockholders with respect to any amendment or proposed amendment to its Certificate of Incorporation.

b. File with the Exchange a copy of any amendment to its Certificate of Incorporation, or resolution of Directors in the nature of an amendment, certified by the Secretary of the state of incorporation, as soon as such amendment or resolution shall have been filed in the appropriate state office.

c. File with the Exchange a copy of any amendment to its By-Laws, certified by a duly authorized officer of the Corporation, as soon as such amendment shall have become effective.

6. The Corporation will disclose in its annual report to shareholders, for the year covered by the report: (1) the number of shares of its stock issuable under outstanding options at the beginning of the year; separate totals of changes in the number of shares of its stock under option resulting from issuance, exercise, expiration or cancellation of options; and the number of shares issuable under outstanding options at the close of the year, (2) the number of unoptioned shares available at the beginning and at the close of the year for the granting of options under an option plan, and (3) any changes in the exercise price of outstanding options, through cancellation and reissuance or otherwise, except price changes resulting from the normal operation of anti-dilution provisions of the options.

7. The Corporation will report to the Exchange, within ten days after the close of a fiscal quarter, in the event any previously issued shares of any stock of the Corporation listed on the Exchange have been reacquired or disposed of, directly or indirectly, for the account of the Corporation during such fiscal quarter, such report showing separate totals for acquisitions and dispositions and the number of shares of such stock so held by it at the end of such quarter.

8. The Corporation will promptly notify the Exchange of all facts relating to the purchase, direct or indirect, of any of its securities listed on the Exchange at a price in excess of the market price of such security prevailing on the Exchange at the time of such purchase.

9. The Corporation will not select any of its securities listed on the Exchange for redemption otherwise than by lot or pro rata, and will not set a redemption date earlier

than fifteen days after the date corporate action is taken to authorize the redemption.

10. The Corporation will promptly notify the Exchange of any corporate action which will result in the redemption, cancellation or retirement, in whole or in part, of any of its securities listed on the Exchange, and will notify the Exchange as soon as the Corporation has notice of any other action which will result in any such redemption, cancellation or retirement.

11. The Corporation will promptly notify the Exchange of action taken to fix a stockholders' record date, or to close the transfer books, for any purpose, and will take such action at such time as will permit giving the Exchange at least ten days' notice in advance of such record date or closing of the books.

12. In case the securities to be listed are in temporary form, the Corporation agrees to order permanent engraved securities within thirty days after the date of listing.

13. The Corporation will furnish to the Exchange on demand such information concerning the Corporation as the Exchange may reasonably require.

14. The Corporation will not make any change in the form or nature of any of its securities listed on the Exchange, nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the securities as changed if the Exchange shall so require.

15. The Corporation will make available to the Exchange, upon request, the names of member firms of the Exchange which are registered owners of stock of the Corporation listed on the Exchange if at any time the need for such stock for loaning purposes on the Exchange should develop, and in addition, if found necessary, will use its best efforts with any known large holders to make reasonable amounts of such stock available for such purposes in accordance with the rules of the Exchange.

16. The Corporation will promptly notify the Exchange of any diminution in the supply of stock available for the market occasioned by deposit of stock under voting trust agreements or other deposit agreements, if knowledge of any such actual or proposed deposits should come to the official attention of the officers or directors of the Corporation.

17. The Corporation will make application to the Exchange for the listing of additional amounts of securities listed on the Exchange sufficiently prior to the issuance thereof to permit action in due course upon such application.

II

1. The Corporation will publish at least once a year and submit to its stockholders at least fifteen days in advance of the annual meeting of such stockholders and not later than three months after the close of the last preceding fiscal year of the Corporation a balance

sheet as of the end of such fiscal year, and a surplus and income statement for such fiscal year of the Corporation as a separate corporate entity and of each corporation in which it holds directly or indirectly a majority of the equity stock; or in lieu thereof, eliminating all intercompany transactions, a consolidated balance sheet of the Corporation and its subsidiaries as of the end of its last previous fiscal year, and a consolidated surplus statement and a consolidated income statement of the Corporation and its subsidiaries for such fiscal year. If any such consolidated statement shall exclude corporations a majority of whose equity stock is owned directly or indirectly by the Corporation:

- (a) the caption of, or a note to, such statement will show the degree of consolidation;
- (b) the consolidated income account will reflect, either in a footnote or otherwise, the parent company's proportion of the sum of, or difference between, current earnings or losses and the dividends of such unconsolidated subsidiaries for the period of the report; and
- (c) the consolidated balance sheet will reflect, either in a footnote or otherwise, the extent to which the equity of the parent company in such subsidiaries has been increased or diminished since the date of acquisition as a result of profits, losses and distributions.

Appropriate reserves, in accordance with good accounting practice, will be made against profits arising out of all transactions with unconsolidated subsidiaries in either parent company statements or consolidated statements.

Such statements will reflect the existence of any default in interest, cumulative dividend requirements, sinking fund or redemption fund requirements of the Corporation and of any controlled corporation, whether consolidated or unconsolidated.

2. All financial statements contained in annual reports of the Corporation to its stockholders will be audited by independent public accountants qualified under the laws of some state or country, and will be accompanied by a copy of the certificate made by them with respect to their audit of such statements showing the scope of such audit and the qualifications, if any, with respect thereto.

The Corporation will promptly notify the Exchange if it changes its independent public accountants regularly auditing the books and accounts of the Corporation.

3. All financial statements contained in annual reports of the Corporation to its stockholders shall be in the same form as the corresponding statements contained in the listing application in connection with which this Listing Agreement is made, and shall disclose any substantial items of unusual or non-recurrent nature.

4. The Corporation will publish quarterly statements of earnings on the basis of the same degree of consolidation as in the annual report. Such statements will disclose any substantial items of unusual or non-recurrent nature and will show either net income before and after federal income taxes or net income and the amount of federal income taxes.

5. The Corporation will not make, nor will it permit any subsidiary directly or indirectly controlled by it to make, any substantial charges against capital surplus, without notifying the Exchange. If so requested by the Exchange, the Corporation will submit such charges to stockholders for approval or ratification.

6. The Corporation will not make any substantial change, nor will it permit any subsidiary directly or indirectly controlled by it to make any substantial change, in accounting methods, in policies as to depreciation and depletion or in bases of valuation of inventories or other assets, without notifying the Exchange and disclosing the effect of any such change in its next succeeding interim and annual report to its stockholders.

7. The Corporation will maintain an audit committee in conformity with Exchange requirements (effective 6-30-78).

III

1. The Corporation will maintain, in accordance with the requirements of the Exchange:

a. An office or agency where the principal of and interest on all bonds of the Corporation listed on the Exchange shall be payable and where any such bonds which are registerable as to principal or interest may be registered.

b. An office or agency where:

(1) All stock of the Corporation listed on the Exchange shall be transferable.

(2) Checks for dividends and other payments with respect to stock listed on the Exchange may be presented for immediate payment.

(3) A security listed on the Exchange which is convertible will be accepted for conversion.

c. A registrar where stock of the Corporation listed on the Exchange shall be registerable. Such registrar shall be a bank or trust company not acting as transfer agent for the same security.

2. The Corporation will not appoint a transfer agent, registrar or fiscal agent of, nor a trustee under a mortgage or other instrument relating to, any security of the Corporation listed on the Exchange without prior notice to the Exchange, and the Corporation will not appoint a registrar for its stock listed on the Exchange unless such registrar, at the time of its appointment becoming effective, is qualified with the Exchange as a registrar for securities listed on the Exchange, nor will the Corporation select an officer or director of the Corporation as a trustee under a mortgage or other instrument relating to a security of the Corporation listed on the Exchange.

3. The Corporation will have on hand at all times a sufficient supply of certificates to meet the demands for transfer. If at any time the stock certificates of the Corporation do

not recite the preferences of all classes of its stock, it will furnish to its stockholders, upon request and without charge, a printed copy of preferences of all classes of such stock.

4. The Corporation will publish immediately to the holders of any of its securities listed on the Exchange any action taken by the Corporation with respect to dividends or to the allotment of rights to subscribe or to any rights or benefits pertaining to the ownership of its securities listed on the Exchange; and will give prompt notice to the Exchange of any such action; and will afford the holders of its securities listed on the Exchange a proper period within which to record their interests and to exercise their rights; and will issue all such rights or benefits in form approved by the Exchange.

5. The Corporation will solicit proxies for all meetings of stockholders.

6. The Corporation will issue new certificates for securities listed on the Exchange replacing lost ones forthwith upon notification of loss and receipt of proper indemnity. In the event of the issuance of any duplicate bond to replace a bond which has been alleged to be lost, stolen or destroyed and the subsequent appearance of the original bond in the hands of an innocent bondholder, either the original or the duplicate bond will be taken up and cancelled and the Corporation will deliver to such holder another bond theretofore issued and outstanding.

7. The Corporation will pay when due any applicable Listing Fees established from time to time by the Exchange.

.....

By.....

Date.....

901.02 Listing Agreement for Foreign Private Issuers

Nothing in the following Agreement shall be so construed as to require the Corporation to do any acts in contravention of law or in violation of any rule or regulation of any public authority exercising jurisdiction over the Corporation.

..... (hereinafter called the "Corporation"), in consideration of the listing of the securities covered by this application, hereby agrees with the New York Stock Exchange, Inc. (hereinafter called the "Exchange"), as follows:

I

1. The Corporation will promptly notify the Exchange of any change in the general character or nature of its business.
2. The Corporation will promptly notify the Exchange of any changes of officers or

directors.

3. The Corporation will promptly notify the Exchange in the event that it or any company controlled by it shall dispose of any property or of any stock interest in any of its subsidiary or controlled companies, if such disposal will materially affect the financial position of the Corporation or the nature or extent of its operations.

4. The Corporation will promptly notify the Exchange of any change in, or removal of, collateral deposited under any mortgage or trust indenture, under which securities of the Corporation listed on the Exchange have been issued.

5. The Corporation will:

a. File with the Exchange four copies (including translations) of all material mailed by the Corporation to its stockholders with respect to any amendment or proposed amendments to its Certificate of Incorporation.

b. File with the Exchange a duly certified copy (including translation) of any amendment to its Certificate of Incorporation, or resolutions of Directors in the nature of an amendment, as soon as such amendment or resolution shall have become effective.

c. File with the Exchange a duly certified copy (including translation) of any amendment to its By-Laws as soon as such amendment shall have become effective.

6. The Corporation will disclose in its annual report to stockholders, for the year covered by the report, (a) the number of shares of its stock issuable under outstanding options at the beginning of the year; separate totals of changes in the number of shares of its stock under option resulting from issuance, exercise, expiration or cancellation of options; and the number of shares of its stock issuable under outstanding options at the close of the year; (b) the number of unoptioned shares of its stock available at the beginning and at the close of the year for the granting of options under an option plan; and (c) any changes in the exercise price of outstanding options, through cancellation and reissuance or otherwise, except price changes resulting from the normal operation of anti-dilution provisions of the options.

7. The Corporation will promptly notify the Exchange of all facts relating to the purchase, direct or indirect, of any of its listed on the Exchange at a price in excess of the market price of such security prevailing on the Exchange at the time of such purchase.

8. The Corporation will not select any of its securities listed on the Exchange for redemption otherwise than by lot or pro rata, and will not set a redemption date earlier than fifteen days after the date corporate action is taken to authorize the redemption.

9. The Corporation will promptly notify the Exchange of any corporate action which will result in the redemption or retirement, in whole or in part, of any of its bonds listed on the Exchange, and will notify the Exchange as soon as the Corporation has notice of any other action which will result in any such redemption or retirement.

10. The Corporation will promptly notify the Exchange of action taken to fix a stockholders' record date, or to close the transfer books, for any purpose and will take such action at such time as will permit giving the Exchange at least ten days' notice in advance of such record date or closing of the books.

11. In case the securities to be listed are in temporary form, the Corporation agrees to order permanent engraved securities within thirty days after the date of listing.

12. The Corporation will furnish to the Exchange on demand such information concerning the Corporation as the Exchange may reasonably require.

13. The Corporation will not make any changes in the form or nature of any of its bonds listed on the Exchange, nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the bonds as changed if the Exchange shall so require.

14. The Corporation will promptly notify the Exchange of any diminution in the supply of available for the market occasioned by the deposit of suchunder voting trust agreements or other deposit agreements, if knowledge of any such actual or proposed deposits should come to the official attention of the officers or directors of the Corporation.

15. The Corporation will make application to the Exchange for the listing of additional amounts of securities listed on the Exchange sufficiently prior to the issuance thereof to permit action in due course upon such application.

II

1. The Corporation will publish at least once a year and submit to the record holders of (hereinafter called the "Holders"), at least fifteen days in advance of the annual meeting of stockholders and not later than three months after the close of the last preceding fiscal year of the Corporation a balance sheet as of the end of such fiscal year, and a surplus and income statement for such fiscal year of the Corporation as a separate corporate entity and of each corporation in which it holds directly or indirectly a majority of the equity stock; or in lieu thereof, eliminating all inter-company transactions, a consolidated balance sheet of the Corporation and its subsidiaries as of the end of its last previous fiscal year, and a consolidated surplus statement and a consolidated income statement of the Corporation and its subsidiaries for such fiscal year. If any such consolidated statement shall exclude corporations a majority of whose equity stock is owned directly or indirectly by the Corporation: (a) the caption of, or a note to, such statement will show the degree of consolidation; (b) the consolidated income account will reflect, either in a footnote or otherwise, the parent company's proportion of the sum of, or difference between, current earnings or losses and the dividends of such unconsolidated subsidiaries for the period of the report; and (c) the consolidated balance sheet will reflect, either in a footnote or otherwise, the extent to which the equity of the

parent company in such subsidiaries has been increased or diminished since the date of acquisition as a result of profits, losses and distributions.

Appropriate reserves, in accordance with good accounting practice, will be made against profits arising out of all transactions with unconsolidated subsidiaries in either parent company statements or consolidated statements.

Such statements will reflect the existence of any default in interest, cumulative dividend requirements, sinking fund or redemption fund requirements of the Corporation and of any controlled corporation, whether consolidated or unconsolidated.

2. All financial statements contained in annual reports of the Corporation to Holders will be audited by independent public accountants qualified under the laws of, and will be accompanied by a copy of the certificate made by such firm with respect to its audit of such statements showing the scope of such audit and the qualifications, if any, with respect thereto.

The Corporation will promptly notify the Exchange if it changes its independent public accountants regularly auditing the books and accounts of the Corporation.

3. All financial statements contained in annual reports of the Corporation to Holders shall be in the same form as the corresponding statements contained in the listing application in connection with which this Listing Agreement is made, and shall disclose any substantial items of unusual or non-recurrent nature.

4. The Corporation will publish quarterly statements of earnings on the basis of the same degree of consolidation as in the annual report to Holders. Such statements will disclose any substantial items of unusual or non-recurrent nature and will show either net income before and after income taxes or net income and the amount of income taxes.

5. The Corporation will not make any substantial charges, nor will it permit any subsidiary directly or indirectly controlled by it to make any substantial charges, against capital surplus without notifying the Exchange. If so requested by the Exchange, the Corporation will submit such charges to stockholders for approval or ratification.

6. The Corporation will not make any substantial change, nor will it permit any subsidiary directly or indirectly controlled by it to make any substantial change, in accounting methods, in policies as to depreciation and depletion or in bases of valuation of inventories or other assets, without notifying the Exchange and disclosing the effect of any such change in its next succeeding interim and annual report to its Holders.

III

1. The Corporation will ensure that (hereinafter called the "Depositary"), as Depositary under the Deposit Agreement, dated as of (hereinafter called the "Deposit Agreement"), and any succeeding or additional depositary, will have on hand at all times a sufficient supply of to meet the

demands for transfer. If at any time the Corporation issues securities which do not recite the preferences of all classes of its stock, the Corporation will furnish the Depository with the information necessary to furnish Holders, upon request and without charge, a printed copy of preferences of all classes of such stock.

2. The Corporation will immediately publish to its stockholders and enable the Depository to publish to Holders any action taken by the Corporation with respect to dividends or to the allotment of rights to subscribe or to any rights or benefits pertaining to the ownership of its listed on the Exchange; and will give prompt notice to the Exchange of any such action; and will afford its stockholders a proper period within which to record their interests and to exercise their rights. The Corporation will also take such steps as may be necessary to enable the Depository, in accordance with the terms of the Deposit Agreement, to (a) make all such rights or benefits available to Holders; (b) provide Holders a proper period within which to record their interests and to exercise their rights; and (c) issue all such rights or benefits in form approved by the Exchange.

3. The Corporation will solicit proxies for all meetings of stockholders.

4. In the event that a successor Depository or an additional Depository is named, the Corporation agrees that it will not appoint any person as such successor Depository or additional Depository unless such person shall have entered into a listing agreement with the Exchange in a form substantially similar to the agreement relating to between and the Exchange. The Corporation will not appoint a transfer agent, registrar or depository of, nor a trustee under a mortgage or other instrument relating to any security listed on the Exchange without prior notice to the Exchange, and the Corporation will not appoint a registrar for the listed on the Exchange unless such registrar, at the time of its appointment becoming effective, is qualified with the Exchange as a registrar for securities listed on the Exchange; nor will the Corporation select an officer or director of the Corporation as a trustee under a mortgage or other instrument relating to a security of the Corporation listed on the Exchange.

.....

By

Date

901.03 Listing Agreement for Depository of a Foreign Private Issuer

Nothing in the following Agreement shall be so construed as to require the Depository to do any acts in contravention of law or in violation of any rule or regulation of any public authority exercising jurisdiction over the Depository.

..... (hereinafter called the "Depository"), as Depository under the Deposit Agreement, dated as of (hereinafter called the

"Deposit Agreement"), with (hereinafter called the "Corporation"), so long as it shall be the Depositary thereunder and subject to the terms and conditions of said Deposit Agreement, in consideration of the acceptance by New York Stock Exchange, Inc., (hereinafter called the "Exchange"), of the Depositary as qualified Depositary, and on the basis that the Corporation will execute and deliver an Agreement to the Exchange agreeing to the listing of (as such term is defined in the Deposit Agreement), evidenced by hereby agrees with the Exchange as follows:

I

1. The Depositary will report to the Exchange, within ten days after the close of a fiscal quarter, in the event any previously issued of the Corporation listed on the Exchange have been reacquired or disposed of, directly or indirectly, for the account of the Corporation during such fiscal quarter, such report showing separate totals for acquisitions and dispositions and the number of so held by the Corporation at the end of such quarter.

2. The Depositary will promptly notify the Exchange of any corporate action which will result in the cancellation, in whole or in part, of any of the listed on the Exchange, and will notify the Exchange as soon as the Depositary has notice of any other action which will result in any such cancellation.

3. The Depositary will not make any change in the form or nature of any listed on the Exchange, nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the as changed if the Exchange shall so require.

4. The Depositary will make available to the Exchange, upon request, the names of member firms of the Exchange which are record holders of of the Corporation listed on the Exchange if at any time the need for such for loaning purposes on the Exchange should develop, and in addition, if found necessary, will use its best efforts with any known large record holders to make reasonable amounts of such available for such purposes in accordance with the rules of the Exchange.

II

1. The Depositary will maintain in accordance with the requirements of the Exchange:

a. An office or agency where

(1) All of the Corporation listed on the Exchange shall be transferable.

(2) Checks for dividends and other payments with respect to listed on the Exchange may be presented for immediate payment.

(3) A listed on the Exchange which is convertible into Common Stock will be accepted for conversion.

If the transfer books of the Depository for of the Corporation listed on the Exchange should be closed permanently, the Depository will continue to split up for such into of smaller denominations in the same name so long as such continue to be dealt in on the Exchange.

b. A registrar where..... of the Corporation listed on the Exchange shall be registerable. Such registrar shall be a bank or trust company not acting as transfer agent for the

2. The Depository will issue new for listed on the Exchange replacing lost ones forthwith upon notification of loss and receipt of proper indemnity.

.....
as Depository

By

Date

901.04 For Japanese Companies—Free Share Distribution Understanding

The Company has, in past years, increased its dividend payout in a prudent relationship to earnings growth and assures the New York Stock Exchange that it has no intention of increasing its expected future dividend requirement contrary to this policy.

The Company acknowledges that increases in its dividend payout will result from raising the dividend paid per share, issuing new shares as a result of stock offerings, issuing new shares on conversion of convertible debentures and making free share distributions. In continuing to make prudent increases in its dividend payout, the stability of past earnings and management's estimate of future earnings trends will be taken into account when the dividend payout is to be increased by any of these methods.

Free share distributions are more frequently used in Japan as a method of increasing dividend payout than stock dividends are used for this purpose in the United States for reasons that are unique to Japanese financial practice. Should Japanese financial practice in this regard move closer, in the future, to United States practice, one of the important reasons for the relatively frequent free share distributions in Japan by many leading Japanese companies will diminish in importance. The Company will take such a change in practice into consideration in establishing its own future free share distribution policy.

Another major reason for relatively frequent payment of free share distributions in Japan in recent years has been the officially approved policy of "paying back the premium" incurred in market price stock offerings and on conversion of convertible debentures. The Company has discussed this recent practice with the New York Stock Exchange and agrees that if this practice ceases to be encouraged by financial and government circles in the future, the Company will take such a change into consideration in regard to its own free share distribution policy.

A measure of the prudence of future declarations of free share distributions by the Company as they relate to the increased dividend requirement thereby created will be the demonstrated earnings growth over a period of time, generally five years. The New York Stock Exchange and the Company recognize that it is not practicable to establish a simple statistical guideline that will take into account all the possible future considerations which might bear on the reasonableness of the declaration of a future free share distribution. Whenever the Company has under consideration the declaration of a free share distribution which may exceed demonstrated earnings growth over a period of time, the Company will discuss its plan with the New York Stock Exchange prior to any firm decision to declare such a free share distribution. The purpose of such discussion will be to explain the Company's business outlook and the reasonableness of declaring a free share distribution under the then existing circumstances. Should the New York Stock Exchange have reservations about the reasonableness of the Company's intended free share distribution, the Company's management will seriously consider such reservations.

The Company understands that the foregoing statements do not apply to stock dividends, stock split-ups and free share distributions amounting to 25% or more but less than 100% which under present New York Stock Exchange policy, are limited to two within a five-year period. These limits do not apply to stock dividends, stock split-ups and free share distributions which increase by 100% or more the number of shares outstanding prior to such distribution.

.....

By

Date

901.05 Listing Agreement for Voting Trusts

The undersigned Voting Trustees (the "Trustees"), in consideration of the listing of the voting trust certificates covered by the accompanying application (the voting trust certificates), agree with the New York Stock Exchange (the "Exchange") as follows:

1. The trustees will maintain in accordance with the requirements of the Exchange:
 - a. An office or agency where

- (1) The voting trust certificates shall be transferable.
- (2) Checks for dividends and other payments with respect to the voting trust certificates may be presented for immediate payment.
- (3) The voting trust certificates if convertible will be accepted for conversion.

If the transfer book for the voting trust certificates should be closed permanently, the trustees will continue to split up voting trust certificates into certificates of smaller denominations in the same name so long as the voting trust certificates continue to be dealt in on the Exchange.

b. A registrar where the voting trust certificates shall be registerable. Such registrar shall be an organization not acting as transfer agent for the voting trust certificates.

2. The trustees will not appoint a transfer agent or registrar of, nor a Depositary with respect to, the voting trust certificates without prior notice to the Exchange, and the trustees will not appoint a registrar for the voting trust certificates unless such registrar, at the time of its appointment becoming effective, is qualified with the Exchange as a registrar for securities listed on the Exchange; nor will the trustees select an officer or director of the Corporation whose securities are covered by the voting trust certificates as a trustee under a mortgage or other instrument relating to a security of the Corporation listed on the Exchange.

3. The trustees will have on hand at all times a sufficient supply of certificates to meet the demands for transfer. If at any time the voting trust certificates do not recite the preferences of all classes of stock of the Corporation whose securities are covered by the voting trust certificates, the trustees will furnish to holders of the voting trust certificates, upon request and without charge, a printed copy of such preferences.

4. The trustees will publish immediately to the holders of any of the voting trust certificates any action taken by them with respect to dividends or to the allotment of rights to subscribe or to any rights or benefits pertaining to the ownership of the voting trust certificates and will give prompt notice to the Exchange of any such action; and will afford the holders of the voting trust certificates a proper period within which to record their interests and to exercise their rights; and will issue all such rights or benefits in form approved by the Exchange.

5. The trustees will not make any change in the form or nature of any of the voting trust certificates nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the voting trust certificates as changed if the Exchange shall so require.

6. The trustees will make application to the Exchange for the listing of additional amounts of voting trust certificates sufficiently prior to the issuance thereof to permit action in due course upon such application.

7. The trustees will notify the Exchange in advance of any extension of the voting trust agreement and will make such application to the Exchange as may be required (if any) for the listing of the extended voting trust certificates sufficiently prior to the extension of the voting trust agreement to permit action in due course upon such application.

8. The trustees will promptly notify the Exchange of action taken to fix a record date for holders of voting trust certificates, or to close the transfer books, for any purpose, and will take such action at such time as will permit giving the Exchange at least ten days' notice in advance of such record date or closing of the books.

.....

By.....

Date.....]

902.00 Fees for Listed Securities

902.01 Reserved. [Listed Securities Fee Agreement

Each Listing Application submitted to the Exchange must be accompanied by a Listed Securities Fee Agreement, in which the Company undertakes to pay Listing Fees and Annual Fees, unless such an agreement in the form shown below has previously been filed with the Exchange.

AGREEMENT made this _____ date of _____ 20 _____ by _____ organized and existing under the laws of the State of _____ (hereinafter called the "Company") with the New York Stock Exchange, Inc. (hereinafter called the "Exchange").

WITNESSETH:

I. WHEREAS the Company has applied for the listing upon the Exchange of:

2. WHEREAS it is a condition precedent to the consideration of listing applications that this fee agreement be in effect between the Company and the Exchange covering the payment of Listing Fees and Annual Fees.

NOW, THEREFORE, in consideration of the Exchange receiving and considering the application for the listing of the aforementioned securities, and subsequent applications, if any, for the listing of additional shares of such securities and/or other securities of the Company, the Company covenants and agrees to pay, when due, any applicable Listing Fees and Annual Fees established from time to time by the Exchange.

IN WITNESS WHEREOF, the Company has caused these presents to be executed by its proper officers thereunto duly authorized and its corporate seal to be hereunto affixed, as of the day and year first above written.

by _____
(Name and Title)]

* * * * *

903.00 Reserved. [Listing Applications

903.00 Listing Applications

The wide range of circumstances found among various industries and among individual companies makes it impossible to set forth fully all details which may finally be required in a listing application. Such a determination can be made only after a detailed study of the particular case by the Exchange. The following listing application formats are presented to furnish sufficient advice to enable a company to prepare a draft listing application adequate for such study. The Exchange will furnish copies of recently approved listing applications to assist a company in preparing the appropriate draft application.

The "original listing" application format set forth in Paragraph 903.01 is to be used by a company which does not already have securities listed on the Exchange. The format relates primarily to the original listing of a company's common stock. Recognizing that a company may wish to list a debt security at the same time as it lists its common stock, the format also identifies additional information required to accommodate the listing of bonds or other debt securities.

The remainder of this section deals with listing application formats commonly referred to as "subsequent listing" applications. They relate to the listing of new or different securities or additional shares of common stock to be issued for a variety of purposes by a company which already has securities listed on the Exchange and has previously filed an original listing application. In general, such applications bring up to date information given in previous applications; furnish additional information currently required which may not have been previously given; and, where the application relates to unissued securities, include full details as to the transactions pursuant to which they are to be issued. If there have been any important developments affecting the company or its business since the latest annual report which have not been publicly disclosed, such developments should be described in the appropriate subsequent listing application.

903.01 Format of Original Listing Application

Listing Application C-
to New York Stock, 20

Exchange, Inc.

.....

(Name of Company)

..... Shares of

..... Stock

(Title)

Par Value.....

CUSIP No.....

Original Listing

Number of Shares of Common Stock Issued as of

.....

(Month, Day, Year)

.....

(Number)

Shareholders Record as of

.....

(Month, Day, Year)

.....

(Number)

(Excluding Shares Held of Record in Treasury)

Description of Transaction—

State that the listing application is the company's original application for the listing of its securities on the Exchange.

Cross reference may be made to any Securities Act Prospectus, 10-K, or annual report attached as part of the application. To the extent that the required informational material is covered in the attachments, the data need not be repeated in the narrative sections. However, appropriate cross references should be included under each caption.

Shares Applied for but Not Yet Issued—

The balance of the material under this caption will be applicable only where unissued securities are included in the application.

The transactions for which share reserves are needed should be described in sufficient detail to set forth the essential facts.

If the company must reserve shares for a merger or acquisition which is scheduled to close around the time of the original listing date, consult with the company's Exchange representative for special instructions.

Authority for Issuance—

Give the dates directors approved the purpose for and issuance of any unissued securities covered by the application. If shareholder approval has been, or will be given, give that date also.

History and Business—

State where and when the company was organized, its form of organization, and the duration of its charter. Give in succinct form the history of its development and growth in the particular line of business now conducted. If organized as the result of merger, consolidation, or reorganization, trace the history of the predecessor companies. If organized through reorganization, describe briefly the circumstances leading to, and the effect of, the reorganization.

Describe briefly the present business of the company and its subsidiaries or controlled companies, including principal products manufactured or services performed, principal markets for products and raw materials, operations conducted, merchandising or product-distribution methods, and, in general, furnish such information as will serve to indicate clearly the growth and development of the particular industry in which the company is engaged and the growth and development of the company and the relative ranking it occupies in its field.

If a material part of the business is dependent upon patents, proprietary formulae, or secret processes, so state. Give date of expiration of principal patents or proprietary interests in principal formulae.

Public Utilities—In the case of public utilities, the description of the business should include the various services rendered by the system, the proportionate gross revenue derived from each service, and the territory and population served by each service.

Indicate the number of customers, or meters in service, classifying them into residential, industrial or commercial, municipalities, etc.

State the aggregate amount of kilowatt hours of electricity, or cubic feet of gas, sold annually for the past five years, and aggregate revenue derived from each service annually during that period, for each customer classification.

State average and peak loads, and installed capacity, indicating whether figure given represents rated capacity or actual capacity.

Describe, in general terms, interconnection facilities and arrangements for purchases or sales of electricity and gas.

Property Description—

Describe briefly the physical properties of the company and its subsidiaries or controlled companies. stating location, type of construction and area of plants and buildings,

functions thereof, condition of equipment, acreage, transportation facilities, etc. State whether properties are owned or leased. Indicate normal capacity of plants in terms of units of production where possible.

Affiliated Companies—

Give a list of all subsidiary or controlled companies, including all companies in which the company owns or controls directly or indirectly 50% or more of the voting power. Indicate, as to each such company, the amount of each class of capital stock outstanding and show the amount of each class owned, directly or indirectly, by the parent company. State briefly the proportionate revenue/earnings each such company has in the business.

If the company has a substantial, but less than controlling, interest in any company or organization, such interests should be similarly described.

Indicate, to the extent that the information is available, the name of any company, individual, or other entity which owns directly or indirectly, 10% or more of any class of voting stock of the company, and the extent of such ownership.

If control of the company is held by any other company through lease or contract, describe the circumstances of such control.

Management—

Give the names and titles of all directors and officers, stating other principal business affiliations they may have. Give a brief biographical outline for each of the principal officers of the company. If directors are elected by classes, so indicate.

Capitalization—

Give a summary statement of changes in authorized stock capitalization of the company since organization, with reference to dates of corporate actions effecting such changes. This data may be given in narrative form if desired, but if changes have been numerous, a tabulated statement is preferable.

Give in tabular form a statement as to substantial changes in the outstanding amounts of stock of the company over the period of the past five years, showing dates on which authorized for issuance, purpose of issuance and consideration received. The statement should show shares reacquired by the company or its subsidiary or controlled companies.

Funded Debt—

State the aggregate amount of funded debt of the company and subsidiary or controlled companies, and give a list of the outstanding issues and amounts, indicating amounts held by subsidiary or controlled companies. If such list is extensive, it may be attached to the application as an exhibit.

Stock Provisions—

If application is being made to list stock, give a summary of the rights, preferences, privileges and priorities of the class of stock for which application is made. Provide similar information on any other class of stock which is senior or equal to the proposed issue.

If application is being made to list one or more senior classes of stock, recite verbatim the charter provisions attaching thereto, and to each class on a parity therewith or senior thereto, in an exhibit appended to the application in addition to the summarized statement included in the application.

Give a summary statement of any provisions of any indentures, or agreements, restricting payment of dividends or affecting voting rights of the class of stock applied for.

State whether or not shareholders of any class have preemptive rights to subscribe to additional issues, whether by charter provision or statute.

Employees-Labor Relations—

State total number regularly employed and, if subject to seasonal fluctuation, the maximum and minimum numbers employed during the preceding twelve months.

State dates and duration of material work stoppages due to labor disagreements during the past three years, and the general terms of settlement of such disagreements.

Describe briefly any pension, retirement, bonus, profit participation, stock purchase, insurance, hospitalization, or other plans of benefit to employees which may be in effect.

Shareholder Relations—

Describe briefly the procedures followed by the company in the field of shareholder relations, indicating, among other things, the method by which shareholders are informed of either a declaration of dividends or a failure to declare a dividend at an accustomed time; whether interim statements of earnings are mailed to shareholders or released to the press; how soon after the close of the period such interim statements usually are available; whether the company advises shareholders or otherwise gives periodic publicity to the progress of the company or new developments in its affairs (otherwise than through interim statements of earnings or annual reports and proxy statements).

Dividend Record—

State the amount of dividends (per share and in aggregate) paid by the company (or its predecessors) during each of the five preceding years. Show stock dividends separately, indicating, in respect of each stock dividend, the percentage amount, the number of shares issued in payment, the amount per dividend share and the aggregate charged against earnings or retained earnings, and the basis for calculating the amount charged.

State the aggregate and per share amount of preferred dividend arrearages.

Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis, and state how long dividends have been paid without interruption.

State the record date, payment date, and date of declaration with respect to each dividend paid during the past two years.

Option, Warrants, Conversion Rights Etc.—

State the terms and conditions of any options, purchase warrants, conversion rights or any other commitments, whether of definitive or contingent nature (including stock compensation or remuneration plans), under which the company may be required to issue any of its securities. If there are no such commitments, so state.

In the case of options granted to directors, officers or employees, and in the case of stock compensation or remuneration plans relating to directors, officers or employees, indicate whether or not the options or plans, or some measure or proposal implementing them, were approved by shareholders, and if so approved, the date of approval.

If any of the above data is fully stated under "Capitalization" or elsewhere in the application, it may be omitted here and reference made to the other statement.

Litigation—

Describe all pending litigation of a material nature in which the company, or any of its subsidiaries or controlled companies, may be involved which may affect its income from, title to, or possession of any of its properties.

Business, Financial and Accounting Policies—

Independent Public Accountants— State the name of independent public accountants; how long they have audited the company's accounts; when and by whom they were appointed; whether or not they report directly to the Board of Directors; whether they make a continuous or periodic audit; extent of their authority to examine all records and supporting evidence; whether or not they are authorized or invited to attend shareholders' meetings; whether they do attend such meetings and, if they do attend, whether or not they are authorized to answer questions raised by shareholders.

Chief Executive Officer— State the name and title of the chief executive officer.

Chief Financial Officer— State the name and title of the company's chief financial officer; to whom he reports and the extent of his authority; whether or not he attends meetings of the Board of Directors.

Commitments— Indicate whether or not it is policy of the company to make future commodity commitments to an extent which may materially affect its financial position.

Indicate whether or not, in the normal course of business, it is necessary to expand working capital through short term loans (or otherwise) to a material extent.

Other Policies— In cases where, because of the nature of the industry or circumstances peculiar to the company, unique business, financial or accounting policies are considered to be of material effect in determination of the company's income or its financial position, or in interpretation of its financial statements, describe such other policies.

Financial Statements—

Include in the listing application the following financial statements:

- A summary statement of earnings, prepared in conformity with generally accepted accounting principles, for the last five fiscal years.
- Consolidated financial statements, prepared in conformity with generally accepted accounting principles, together with the report of the company's independent public accountants.
- Latest available interim financial statements for the current fiscal year, prepared in conformity with generally accepted accounting principles. The interim statements shall include a report thereon by the company's chief financial officer if such statements have not been audited.
- Pro forma or "giving effect" consolidated financial statements in cases where there has been, or is contemplated, any major financing, recapitalization, acquisition or reorganization.

Parent Company Statements— Statements of the parent company as a separate corporate entity may also be required if such statements appear essential or desirable. In general, parent company statements are not required in cases where the subsidiaries are wholly owned and do not have any substantial amount of funded debt outstanding.

Form of Financial Statements— The Exchange does not attempt to prescribe the form or detail of the financial statements included in listing applications. It is required that such statements be prepared in conformity with generally accepted accounting principles.

It is the practice of the Exchange to ask the company to submit its financial statements, initially, in the form in which they have been published in the annual reports to shareholders. Those statements are examined by the Exchange Staff. Such changes as may seem desirable are discussed with the company.

When preparing financial statements for inclusion in a listing application, it should be noted that the Listing Agreement, filed by the company in support of the application, requires that all financial statements contained in the company's future annual reports to shareholders be in the same form as the statements contained in the listing application or as modified by agreement of the company and the Exchange.

Issuers must (i) furnish the Exchange with copies of opinions of counsel filed in connection with recent public offerings or (ii) if no opinions of counsel exist, provide to

the Exchange a certificate of good standing from the company's jurisdiction of incorporation.

Listing Agreement—

State that the company has executed and filed a copy of the standard form of the Listing Agreement and that it is available at the Exchange for review upon request.

General Information-

Under this heading state:

- Date on which fiscal year ends.
- Principal business address and statutory address of the company.
- Date and place of annual meeting; percentage of voting stock constituting a quorum for meetings of shareholder.
- Names and addresses of transfer agent and registrar if listing of stock is applied for, or names and addresses of trustee (and co-trustee), fiscal and paying agents, and agents for registry and interchange, if listing of bonds is applied for, and names and addresses of any other agencies for service of the securities for which listing application is made.
- Approximate number of round-lot holders, including round-lots held by nominees for member firms/fiduciaries. (The Exchange will supply these figures based upon its analysis.)

.....
(Company)

By:.....
(Name and Title)

The New York Stock Exchange, Inc. hereby authorized the listing of.....Shares of.....Stock, \$.....Par Value, of.....all of
(Company)

which are issued and outstanding.

The Exchange also authorized the listing ofAdditional Shares of.....Stock upon official notice of issuance for the purposes set forth above, making a total of.....Shares of.....Stock authorized to be listed.

New York Stock Exchange, Inc.

(See Para. 702.00 for details concerning the use of this listing application.)

Exhibits—

Data included in the application as exhibits instead of the narrative section of the application should be arranged in the same sequence as the occurrence of references thereto in the narrative section. Each exhibit should be alphabetically designated.

The exhibits should follow immediately after the signature page and shall be introduced by a paragraph reading:

"These exhibits constitute an essential part of the application. The statements of fact contained herein are made on the authority of the applicant corporation in the same manner as those in the body of the application."

Bonds--Additional information required. If application is being made to list bonds, debentures, notes or other debt securities, the additional information outlined below should be included in the listing application immediately following the section headed "Funded Debt."

Description of Issue for Which Application Is Made—

Under the caption "Description of.....", given in narrative form the following information:

(Designation of Security)

- Full title of issue.
- Title of instruments under which created.
- Name of trustee.
- Dates of authorization(s) for issue by directors, shareholders and public authorities.
- Amount authorized, amount issued to date, amount retired, amount outstanding.
- Date of issue and maturity.
- Interest rate.
- Places and dates for payment of principal and interest, and currency in which payable.
- Tax exemptions.
- Whether issuable in coupon and/or registered form.
- Denominations issuable.
- Whether exchangeable as between registered and coupon form, and interchangeable as to denominations together with places and times at which exchanges may be made.
- Where bonds may be registered and transferred.

Indenture Provisions—

Summarize the indenture provisions with respect to the following:

- Security, describing the lien created by the indenture or other instrument, properties covered (in general terms) and other assets pledged thereunder. Describe also any underlying or prior liens.
- Additional issues, stating conditions under which additional amounts of indebtedness may be issued.
- Sinking fund requirements.
- Redemption and call provisions, including date on which redeemable, prices, method of selection in event of partial redemption, duration and place of published notice, disposition of bonds redeemed.
- Default, including events constituting default, remedies of bondholders, percentage of bonds necessary to direct or control Trustee's action in regard to default.
- Release of pledged property from lien, stating conditions under which pledged property may be released from lien of the indenture or under which other property may be substituted for pledged property.
- Convertibility, if any, into other securities.
- Modification, stating extent to which indenture may be modified in any particular, and conditions under which it may be modified.
- Treatment of deposited funds, stating how funds deposited pursuant to the terms of the indenture are required to be held; whether deposit of funds operates to discharge the properties pledged from the lien of the indenture and whether deposit of funds for payment of principal, interest or redemption price operates to discharge the obligation of the issuer with respect thereto.
- Other major covenants of the indenture.

Stock Provisions (If Bond is Convertible)—

If the issue proposed for listing is convertible into stock or if there is attached to it any warrant, right or option entitling a holder to purchase or otherwise acquire stock, the application should contain a summary of stock provisions as described above in these directions, under the heading "Stock Provisions."

903.02 Listing Application Format Relating to Subsequent Listings

A memo from the company, signed by an authorized company official providing the Exchange with relevant information relating to the transaction(s), will satisfy the

Exchange's application requirements. The memo should be addressed to the Exchange and should include the following information:

1. Company name,
2. First six digits of the company's cusip number,
3. Company's current NYSE ticker symbol,
4. Description of each transaction,
5. Number of shares and name of security to be issued or reserved for each transaction,
6. Number of shares outstanding prior to this application (reflect treasury shares as a separate number, if any),
7. Reference to documents filed or to be filed in support of the application (see 703.00),
8. Reference to any other relevant public filing (i.e. Company Proxy, Prospectus, etc.). In review of the transaction(s), the Exchange may require additional information prior to authorization. The application and sufficient supporting documentation should be provided to the Exchange at least two weeks in advance of the required authorization date, and
9. Indicate whether shareholder approval is required with respect to the issuance pursuant to Sections 303A.08 or 312.03 and, if required, the date such shareholder approval was obtained.

INSTRUCTION SHEET FOR SUBSEQUENT LISTING MEMO

Company Name & Symbol:

The name of the listed company and the NYSE ticker symbol.

Number of Shares & Name of Security:

Include the number of shares/\$ principal amount, etc. and name of the security (e.g., Common Stock) that is being issued or reserved. Each transaction must be identified separately and specific share and security information should be included.

Cusip (6 digits):

A CUSIP number identifies the issuer of the security and is obtained from Standard & Poor's. The first six digits of the CUSIP should be included.

Securities Presently Outstanding:

Identify the number of shares outstanding prior to the transaction(s), as of the most recent date the information is available. Reflect shares held in the company's treasury as a separate number, if any.

Description of Transaction(s):

Identify why securities are being issued or reserved, e.g., Stock Option Plan, Acquisition of XYZ Company, etc. Each transaction must be separately identified.

SUPPLEMENTAL APPLICATION - GENERIC SAMPLE

USE COMPANY LETTERHEAD

Date

New York Stock Exchange, Inc.
 20 Broad Street -- 17th Floor
 New York, New York 10005

1st 6 Digits ONLY of Cusip No.

Company: _____

Symbol: _____

Security:

No. Shares outstanding (as of date) _____

No. Treasury Shares: _____

(FYI: Please indicate whether included in Securities presently outstanding)

***Transaction:** Description of each transaction; security and number of shares to be issued or reserved in connection with said transaction. Each transaction to be identified separately.*

Security: _____

Shares to be Issued: _____

Shares to be Reserved: _____

Transaction: Acquisition of XYZ Company for 2,900,000 shares of
 Common Stock
 (brief description)

Security: Common Stock

Shares to be Issued: 2,500,000 shares

Shares to be Reserved: 400,000 shares

Transaction: Underwritten Public Offering for 5,200,000 shares of
 common Stock

Security: Common Stock

Shares to be Issued: 5,000,000 shares

Shares to be Reserved: 200,000 shares (i.e., would be the over-allotment)

Signature of authorized Company official

(Include Name and Title if not included on Letterhead)

FYI: Standard Authorization Language to be added:

The New York Stock Exchange, Inc. hereby authorizes, upon official notice of issuance, the listing of the additional Common Stock.

FYI: Name Change Authorization only Language to be added:

The New York Stock Exchange, Inc. hereby authorizes, upon official notice of effectiveness, the change in corporate name and symbol from (Name & Symbol) to (Name & Symbol)

Janice O'Neill

Senior Vice President, Corporate Compliance]

904.00 Other Forms

904.01 [Stock Distribution Schedule

.....
Company

.....
Title of Stock Issue

1. SIZE OF HOLDING

Record Date

<u>Number of Holders</u>	<u>Shares Held</u>	<u>Total Shares</u>
.....	1 - 99	.....
.....	100 - 300	.....
.....	301 - 500	.....
.....	501 - 1000	.....
.....	1000 - up	.....
.....	Totals	.....

The ten largest holdings on the Record Date were as follows:

- 1 Shares
- 2 Shares

3	Shares
4	Shares
5	Shares
6	Shares
7	Shares
8	Shares
9	Shares
10	Shares
Total	

2. GEOGRAPHICAL DISTRIBUTION

Holder Shares In:

Ala	.....La	.....Okla	.....
Alaska	.....Me	.....Ore	.....
Ariz	.....Md	.....Pa	.....
Ark	.....Mass	.....R.I.	.....
Cal	.....Mich	.....S.C.	.....
Colo	.....Minn	.....S.D.	.....
Conn	.....Miss	.....Tenn	.....
Del	.....Mo	.....Texas	.....
D.C.	.....Mont	.....Utah	.....
Fla	.....Neb	.....Vt	.....
Ga	.....Nev	.....Va	.....
Hawaii	.....N.H.	.....Wash	.....
Idaho	.....N.J.	.....W. Va.	.....
Ill	.....N.M.	.....Wisc	.....
Ind	.....N.Y.	.....Wyo	.....
Iowa	.....N.C.	.....Canada	.....
Kan	.....N.D.	.....Other	.....
Ky	.....Ohio	.....Totals	.....

All stock is free for sale and is held under no syndicate, agreement or control.

Certified correct

.....
(Transfer Agent)

904.02 Unpaid Dividends, Unsettled Rights, and Record Dates—Memorandum

(Required Only for Original Listings)

.....
(Company)

(Date)

1. Have any dividends been declared since the date of the last dividend mentioned in the listing application?

2. Are there any unsettled rights outstanding to subscribe to securities which are not mentioned in the listing application?

3. Is a record of stockholders to be taken in the near future for any purpose?

.....
(Company)

(Date)

By:
(Name and Title)

904.03] "Due-Bill" Form Letter

Dear Mr:

When there is a comparatively large stock distribution, such as the pending split-up of the Stock of it is the practice of the Exchange not to allow the stock to sell "ex-distribution" until the stock is distributed. The purpose of this is to maintain the full value of the original stock until stockholders have received the additional stock. This is achieved by requiring that all certificates delivered after the record date be accompanied by assignments of the stock distribution.

A copy of the form of assignment, commonly known as a "due-bill," is enclosed. It must be executed by the stockholder of record, and, if the stockholder is not a member of the New York Stock Exchange, his signature is guaranteed by a member of the Exchange. The Exchange member signing or guaranteeing the due-bill is required to redeem it on a settlement date fixed by the Exchange, unless the due-bill has been used to effect the transfer of the stock distribution shares on the books of the Company.

In order to make stock with due-bills attached fully negotiable, it is necessary that we obtain an agreement from to recognize due-bills as valid assignments of the stock distribution that is to be made on or about, to stockholders of record and to cause the stock (*and pertinent order forms) covered by the due-bills to be issued in the names of assignees and mailed under the same conditions as the Company would cause it to be issued and mailed to stockholders of record.

It is understood that due-bills will be accepted under this agreement only in emergency situations, which may be submitted to the Exchange for approval prior to acceptance. Such due-bills must be accompanied by evidence of payment of proper New York State stock transfer tax, and filed with the Transfer Agent prior to the date on which the stock distribution is mailed to stockholders of record. When due-bills have been used under

similar circumstances, in connection with stock distributions by other companies, our experience has shown that the number of requests for these transfers has been relatively few. The normal procedure, of course, is for due-bills to be redeemed by the Exchange members signing or guaranteeing them.

The Company is also requested to agree to take care of the requirements of members of the Exchange in whose names shares belonging to clients are registered, by issuing to them certificates in such denominations (*and appropriate order forms) as will enable them to properly service customers' accounts and to settle outstanding due-bills.

(**Further, in order that purchasers receiving due-bills on transactions may be given the opportunity of taking advantage of the option afforded under the order form, it is requested that the Company agree to break down full shares into order forms subsequent to the mailing of the additional shares, when requested to do so by members of the Exchange to enable them properly to settle outstanding due-bills.)

We shall appreciate the indication of your willingness to recognize the above procedures by signing and returning to us the enclosed copy of this letter.

Very truly yours,

Manager

Encl.

(Note: the following is to be typed on carbons only.)

The above described procedures in connection with the use of due-bills will be acceptable to us.

....., 20.....
.....

*Insert *only* if order forms are provided.

**Insert *only* if order forms are provided and there is too short a period between record date and mailing date of additional shares (and order forms) to permit a "brokers cut-off date".

904.04] 904.02 Foreign Currency Warrants and Currency Index Warrants and Stock Index Warrants Membership Circular

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906.00 Reserved. [Agreements of Transfer Agents and Registrars with the Exchange

906.01 Transfer Agent Registrar Agreement Type A

..... (the "Agent"), in consideration of the acceptance by the New York Stock Exchange, Inc. (the "NYSE") of the Agent as a qualified transfer agent or registrar, or both, for a single security issue or security issues listed on the NYSE, hereby represents and agrees with the NYSE, as follows:

1. That its capital, surplus (both capital and earned) and undivided profits now aggregate more than \$10,000,000, and so long as it acts as a transfer agent or registrar, or both, for a single security issue or security issues listed on the NYSE, it will continue to have capital, surplus and undivided profits aggregating more than \$10,000,000.
2. That it will comply with the rules and requirements of the NYSE, as the same may from time to time be amended, in regard to the transfer and registration of security issues listed on the NYSE.
3. That it will notify the Exchange, 10 days after the close of each calendar quarter, of the number of shares outstanding for each security listed on the Exchange.
4. That before ceasing to act as transfer agent or registrar, or both, for any security issue or issues listed on the NYSE it will give to the NYSE written notice of its intention to cease to act at least five (5) business days before the date after which it will no longer act as transfer agent or registrar, or both, provided, however, that no such notice shall be required if (1) a transfer agent or registrar, or both, approved by the NYSE, is to be substituted for the Agent or (2) the Agent is prevented by law or by contract from continuing to act as transfer agent or registrar, or both, for the length of time necessary to give such notice.
5. That the Agent's offices maintained for the purpose of transfer activities will be staffed by experienced personnel qualified to handle so-called "legal terms" and to advise on and handle other transfer problems.
6. That it will provide adequate facilities for the safekeeping of securities in its possession or under its control with respect to which it acts as transfer agent or registrar or both.
7. That all securities sent to a transfer agent (i) by mail or a commercial delivery service in each case on a same day or next day delivery basis, (ii) by a clearing agency registered with the Securities and Exchange Commission under Section 17A of the Exchange Act (a "Clearing Agency"), (iii) clearly marked as a record date transfer, and (iv) deposited into the mail or with the commercial delivery service no later than the record date must, if the Clearing Agency so directs in writing in the letter of transmittal, be recorded by the transfer agent as having been received as of the record date so as to establish a transferee's rights as of that date. For purposes of this policy the term "record date" shall include any date as of which the rights of a shareholder are established.
8. That in the case of routine transfers, the Agent agrees that any NYSE listed security received by the Agent for transfer, will be transferred, registered and mailed to the transferee of such security, within 48 hours (Saturdays, Sundays and holidays excluded)

from the time of receipt of the securities by the transfer agent at its address designated for registration of transfers.

9. That it will maintain facilities to expedite transfers, when requested, of NYSE listed security issues for which the Agent acts.

10. That it will be totally responsible and liable for all securities for which it acts as Agent from the time the securities are delivered to or picked up by it, or by its designated Agent until such securities are picked up by or delivered to the recipient pursuant to instructions given to the Agent by the recipient.

11. That in connection with any loss of any security for which the Agent acts while such security is in the custody of the Agent or arising in connection with any receipt, delivery or transportation of any such security by or for the Agent, or any armored car service used by the Agent, the Agent agrees that it will at all times maintain insurance covering any such loss; that such insurance shall be in the amount of not less than \$25 million with respect to each such loss; and that such insurance shall be payable prior to any other insurance covering any such loss that may be maintained by and available to the NYSE.

12. That when acting both as transfer agent and registrar for a single security issue, the Agent will assure that these functions are maintained separate and distinct with appropriate internal accounting controls, subject to an annual review by the Agent's independent auditors. Such auditors will provide a report on an annual basis to the Agent's Board of Directors with a copy to the NYSE setting forth the results of their review. The independent auditor's review shall include such tests of the transfer and registration systems and controls including the period since the prior examination date as considered necessary in the circumstances to establish that the control system is basically adequate and that no material weakness in the internal control exists. If applicable the auditor's report will comment upon any material weaknesses found to exist and shall indicate any corrective action taken or proposed.

13. That if the auditor's report, as outlined in Section 12 above, specifies any material weaknesses, the Agent hereby agrees to take immediate corrective action. When such corrective steps have been completed, the auditor will provide a subsequent letter indicating that the material weaknesses have been corrected.

14. That approval of an Agent to act pursuant to this agreement will not be granted until such time as an independent auditor has submitted a report covering the results of such review to the Agent's Board of Directors and to the NYSE in a form satisfactory to the NYSE.

15. That the NYSE may at any time determine that the Agent is no longer a qualified transfer agent or registrar, or both, of a security issue or issues listed on the NYSE in the event the Agent fails to comply with all or any part of the provisions of this Agreement.

16. The Agent hereby appoints as its agent for service of process in connection with matters arising out of or by reason of Agent's acting as transfer agent or registrar or

both, for NYSE listed security issues. This appointment shall be limited to process served in connection with the performance or failure to perform such services including transportation and custody, shall not extend to matters unrelated thereto or shall not be or be deemed to be a general appointment as agent for service upon the Agent.

17. *For companies required to maintain eligibility for a security in a direct registration system pursuant to Para . 501.00 of this Manual:* The Agent will at all times be eligible either for the direct registration system operated by the Depository Trust Company or for another direct registration system operated by a securities depository that is registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A(b)(2) of the Exchange Act.

Agent

By

Date

Accepted by

New York Stock Exchange LLC

By

Date

906.02 Transfer Agent Registrar Agreement Type B

..... (the "Agent"), in consideration of the acceptance by the New York Stock Exchange, Inc. (the "NYSE") of the Agent as a qualified co-transfer agent or registrar for security issues listed on the NYSE, hereby represents and agrees with the NYSE, as follows:

1. That its capital, surplus (both capital and earned) and undivided profits now aggregate more than \$2,000,000 and so long as it acts as a transfer agent or registrar for security issues listed on the NYSE, it will continue to have capital, surplus and undivided profits aggregating more than \$2,000,000.
2. That it will comply with the rules and requirements of the NYSE, as the same may from time to time be amended, in regard to the transfer and registration of security issues listed on the NYSE.
3. That it will notify the Exchange, 10 days after the close of each calendar quarter, of the number of shares outstanding for each security listed on the Exchange.
4. That before ceasing to act in either capacity for any security issue or issues listed on the NYSE it will give to the NYSE written notice of its intention to cease to act at least five (5) business days before the date after which it will no longer act as transfer agent, or

registrar provided, however, that no such notice shall be required if (1) a co-transfer agent or registrar approved by the NYSE, is to be substituted for the Agent or (2) the Agent is prevented by law or by contract from continuing to act as co-transfer agent or registrar for the length of time necessary to give such notice.

5. That the Agent's offices maintained for the purpose of transfer activities be staffed by experienced personnel qualified to handle so-called "legal items" and to advise on and handle other transfer problems.

6. That it will provide adequate facilities for the safekeeping of securities in its possession or under its control with respect to which it acts as co-transfer agent or registrar.

7. That, as co-transfer agent, it will be totally responsible and liable for all securities for which it acts from the time the securities are delivered to or picked up by it, or its designated agent, until such securities are picked up by or delivered to the recipient pursuant to instructions given to the Agent by the recipient.

8. That all securities sent to a transfer agent (i) by mail or a commercial delivery service in each case on a same day or next day delivery basis, (ii) by a clearing agency registered with the Securities and Exchange Commission under Section 17A of the Exchange Act (a "Clearing Agency"), (iii) clearly marked as a record date transfer, and (iv) deposited into the mail or with the commercial delivery service no later than the record date must, if the Clearing Agency so directs in writing in the letter of transmittal, be recorded by the transfer agent as having been received as of the record date so as to establish the transferee's rights as of that date. For purposes of this policy the term "record date" shall include any date as of which the rights of a shareholder are established.

9. That in the case of routine transfers, the Agent agrees that any NYSE listed security delivered to or picked up by the Agent for transfer, will be transferred, registered and available for pick up at its office within 48 hours (Saturdays, Sundays and holidays excluded) from the time of pick up by or delivery to the Agent.

10. That it will maintain facilities to expedite transfers, when requested, of NYSE listed security issues for which the Agent acts.

11. That the NYSE may at any time determine that the Agent is no longer a qualified transfer agent or registrar of security issues listed on the NYSE in the event the Agent fails to comply with all or any part of the provisions of this Agreement.

Agent

By

Date

Accepted by

New York Stock Exchange, Inc.

By

Date

906.03 (Agreement For Corporate Issuers To Act As Transfer Agent And Registrar)

..... (the "Agent"), in consideration of the acceptance by the New York Stock Exchange, Inc. (the "NYSE") of the Agent as a qualified transfer agent and registrar, for its security issues listed on the NYSE, hereby represents and agrees with the NYSE, as follows:

1. That it presently meets the Exchange's applicable minimum original or continued numerical standards for listing.
2. That it will comply with the rules and requirements of the NYSE, as the same may from time to time be amended, in regard to the transfer and registration of security issues listed on the NYSE.
3. That it will notify the NYSE 10 days after the close of each calendar quarter of the number of shares outstanding for each security listed on the Exchange for which it acts as transfer agent and registrar.
4. That before ceasing to act as transfer agent and registrar, it will give to the NYSE written notice of its intention to cease to act at least five (5) business days before the date after which it will no longer act as transfer agent and registrar, provided, however, that no such notice shall be required if (1) a transfer agent and registrar approved by the NYSE is to be substituted for the Agent or (2) the Agent is prevented by law or by contract from continuing to act as transfer agent and registrar for the length of time necessary to give such notice.
5. That the Agent's offices maintained for the purpose of transfer activities will be staffed by experienced personnel qualified to handle so-called "legal items" and to advise on and handle other transfer problems.
6. That it will provide adequate facilities for the safekeeping of securities in its possession or under its control with respect to which it acts as transfer agent and registrar.
7. That all securities sent to a transfer agent (i) by mail or a commercial delivery service in each case on a same day or next day delivery basis, (ii) by a clearing agency registered with the Securities and Exchange Commission under Section 17A of the Exchange Act (a "Clearing Agency"), (iii) clearly marked as a record date transfer, and (iv) deposited into the mail or with the commercial delivery service no later than the record date must, if the Clearing Agency so directs in writing in the letter of transmittal, be recorded by the transfer agent as having been received as of the record date so as to establish the transferee's rights as of that date. For purposes of this policy the term "record date" shall

include any date as of which the rights of a shareholder are established.

8. That in the case of routine transfers, the Agent agrees that its NYSE listed securities received by the Agent for transfer, will be transferred, registered and mailed to the transferee of such security within 48 hours (Saturdays, Sundays and holidays excluded) from the time of receipt of the securities by the transfer agent at its address designated for registration of transfers.

9. That it will maintain facilities to expedite transfers, when requested, of its NYSE listed security issues.

10. That it will be totally responsible and liable for all securities for which it acts as Agent from the time the securities are delivered to or picked up by it, or its designated agent, until such securities are delivered to the recipient pursuant to instructions given to the Agent by the recipient.

11. That it will file an agreement with the Exchange indemnifying purchasers of its NYSE listed securities from and against any and all loss arising out of over/under issuance.

12. That the Agent will assure that the transfer agent and registrar functions are maintained separate and distinct with appropriate internal controls, subject to an annual review by the Agent's independent auditors. Such auditors will provide a letter on an annual basis to the Agent's Board of Directors with a copy to the NYSE setting forth the results of their review. The independent auditor's review shall include tests of the transfer and registrations systems and controls including the period since the prior examination date as considered necessary in the circumstances to establish that the control system is basically adequate and that no material weakness in the internal control exists. If applicable, the auditor's review will comment upon any inadequacies found to exist and shall indicate any corrective action taken or proposed.

13. That if the auditor's review, as outlined in Section 12 above, specified any inadequacies, the Agent hereby agrees to take immediate corrective action. When such corrective steps have been completed, the auditors will provide a subsequent letter indicating that the inadequacies have been corrected.

14. That approval to act pursuant to this agreement will not be granted until such time as an independent auditor has submitted a letter covering the results of such review to the Agent's Board of Directors and to the NYSE in a form satisfactory to the NYSE.

15. That the NYSE may at any time determine that the Agent is no longer a qualified transfer agent and registrar for its NYSE listed security issues in the event the Agent fails to comply with all or any part of the provisions of this Agreement.

16. *For companies required to maintain eligibility for a security in a direct registration system pursuant to Para 501.00 of this Manual:* The Agent will at all times be eligible either for the direct registration system operated by the Depository Trust Company or for

another direct registration system operated by a securities depository that is registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A(b)(2) of the Exchange Act.

Agent

By

Date

Accepted by

New York Stock Exchange LLC

By

Date]
