

The NASDAQ Stock Market

# Listing Application

## PART I

### A. Company Information

COMPANY NAME \_\_\_\_\_

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ WEBSITE \_\_\_\_\_

STATE OF INCORPORATION \_\_\_\_\_ DATE OF INCORPORATION \_\_\_\_\_

IRS EMPLOYER IDENTIFICATION NUMBER \_\_\_\_\_

SEC FILE NUMBER \_\_\_\_\_

STANDARD INDUSTRIAL CLASSIFICATION (SIC) CODE \_\_\_\_\_

CENTRAL INDEX KEY NUMBER (CIK) \_\_\_\_\_

**B. Market Choice:**  The NASDAQ National Market®  The NASDAQ SmallCap Market<sup>SM</sup>

### C. Company Contacts

Please list the name and full title of individual(s) to be designated as company contact(s) in the following areas. Attach a separate sheet if the address for a designated contact person differs from the address of principal executive offices listed above.

CHIEF EXECUTIVE OFFICER	TITLE
CHIEF FINANCIAL OFFICER	TITLE
INVESTOR RELATIONS OFFICER	TITLE
OTHER	TITLE
OTHER	TITLE

### D. Investment Banker or Market Maker Contacts

Please provide the following information regarding the investment bankers in the underwriting group or the market makers who will make a market in the company's securities.

FIRM \_\_\_\_\_

CONTACT NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_



FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

FIRM \_\_\_\_\_  
CONTACT NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

**PART II**

**A. Security Information**

1. Description of issue(s) to be listed (include par or stated value, warrant expiration date and exercise price, ratio for American Depositary Shares to underlying shares, and other relevant information):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. Provide three (3) proposed trading symbols in order of preference. All choices must comprise four alpha characters. If a NASDAQ symbol has been previously reserved, list only that symbol.

\_\_\_\_\_

Questions regarding symbols should be directed to the NASDAQ Symbol Coordinator at [symbol.reservation@nasdaq.com](mailto:symbol.reservation@nasdaq.com).

3. Please list the CUSIP\* number for each issue for which application is being made.  
Issue(s) to be listed: CUSIP Number\*:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\*CUSIP Service Bureau can be reached at 212.438.6565.



4. Will the CUSIP number(s) be included in the file of eligible issues of a registered securities depository upon the commencement of trading?  Yes  No

5. Transfer Agent:

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_

FACSIMILE \_\_\_\_\_

E-MAIL \_\_\_\_\_

6. For American Depositary Shares (ADS), list the name and address of Depository Bank:

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_

FACSIMILE \_\_\_\_\_

E-MAIL \_\_\_\_\_

Confirm that the ADS have been issued in a sponsored program:  Yes  No

7. Does the company have any class of common stock or other security entitling the holder(s) to differential voting rights, dividend payments, or other preferences?  Yes  No  
If "yes," please provide a complete description of such rights or preferences.

\_\_\_\_\_

\_\_\_\_\_

8. If there is an existing public market for the issue(s) covered by this application, please identify each security, marketplace and trading symbol.

\_\_\_\_\_

9. Has the company or any of its predecessors previously applied to have its securities listed or quoted on any other marketplace, whether in the United States or elsewhere? If so, please provide all relevant information, including the name of the marketplace, the type of security, and the date and outcome of the application.

\_\_\_\_\_

\_\_\_\_\_

## B. Type of Listing

Please complete the applicable section(s) below.

### Public Offerings

1a. Method by which securities are being offered:

Initial Public Offering

Reorganization

Distribution

Secondary Offering

Exchange Offer

Spin-off

Merger

Conversion

Other (please specify): \_\_\_\_\_

1b. If distribution or spin-off, please provide parent company name: \_\_\_\_\_

**NASDAQ**

2. Type of offering:  
 Firm Commitment                       Best Efforts — all or none  
 Best Efforts — minimum/maximum       Other (please specify): \_\_\_\_\_
3. Anticipated number of round lot beneficial shareholders after the offering: \_\_\_\_\_
4. Expected effective date of registration statement: \_\_\_\_\_
5. Expected closing date of offering: \_\_\_\_\_
6. Will delivery of stock certificates (to the members of the underwriting group for distribution) be within three business days of initial inclusion on NASDAQ?     Yes     No  
 If "no", please note that this will result in a "when-issued" trading market.
7. Will the stock certificates contain any restrictive legends?     Yes     No  
 If "yes," please describe:  
 \_\_\_\_\_

**Public Securities**

1. Number of round lot beneficial shareholders: \_\_\_\_\_ Date: \_\_\_\_\_  
 Please attach confirmation from transfer agent, proxy solicitation firm, or other independent source.
2. Please designate the current registration category of each issue. Please note that prior to listing, the company must be registered under Section 12(b) of the 1934 Act. A copy of the appropriate document evidencing Section 12(b) registration must be provided prior to listing.  
 Section 12(b) of the 1934 Act     Investment Company Act of 1940  
 Section 12(g) of the 1934 Act     Other (please specify): \_\_\_\_\_
3. Has the company filed a Form 10 registration statement, or equivalent document, within the past 12 months for purposes of registering a class of securities under Section 12 of the 1934 Act with the Securities and Exchange Commission (SEC) or other regulatory authority?  
 Yes     No
- If "yes," please provide a copy of the complete filing and include comments from the SEC or appropriate regulatory authority and the company's responses thereto.  
 Date of SEC effectiveness: \_\_\_\_\_  
 Date cleared all SEC comments: \_\_\_\_\_

**PART III**

**Board Member Information**

Please provide the following information regarding applicant's board members. Provide each board member's full name (first, middle and last). Attach an additional sheet if necessary.

NAME \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_



NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_  
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_



NAME \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

NAME \_\_\_\_\_

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FACSIMILE \_\_\_\_\_ E-MAIL \_\_\_\_\_

## **PART IV**

### **A. Additional Documentation and Information**

Please provide the following information in a separate attachment to this application.

The fact that an applicant may meet NASDAQ's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the NASDAQ Marketplace Rules, NASDAQ reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including but not limited to, any material provided to or received from the Securities and Exchange Commission or other regulatory authority.

#### **Board Composition and Committees**

1. Submit a completed **Corporate Governance Certification Form**, a copy of which can be found on the NASDAQ.com website. Please note that this form need not necessarily accompany the company's initial submission.
2. Provide a list of all independent directors, as defined in NASDAQ Marketplace Rule 4200. Please indicate each director's board committee participation.

#### **Regulatory Proceedings/Litigation**

1. Provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:
  - initiated, conducted or being conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, NASD, state securities regulators, Commodities Futures Trading

- Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority);
- in which claims were asserted under federal and/or state securities, tax or bankruptcy laws; or
- in which claims were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$50,000.

Provide your response to this question with respect to:

- A. the company, its predecessors and its subsidiaries;
- B. past and present officers and directors of the company. With respect to past officers and directors, you may limit your response to matters that occurred in the past five years. If any past officer or director was terminated for cause, or if the company has been involved in litigation with any past or present officers, please provide details of such matters in your response; and
- C. five percent or greater shareholders in the company.

In connection with any such proceedings that have been concluded, please provide documentation, which reflects the final disposition of the proceeding. Please note that there is no past limitation on the time frame covered by this request and that this request is ongoing. The company should update Staff promptly of any and all material developments related to the matters identified in response to this question.

- 2. Upon review of the information provided by the applicant in response to Item 1, Staff may request additional information, such as copies of all court and administrative filings, and documents, which reflect the substance of the allegations of any proceedings described above, and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, consents, undertakings and SEC formal orders of investigations.

**Other**

- 1. Certify that the company is in compliance with NASDAQ's quorum requirement of at least 33 1/3 percent of the outstanding shares of the company's securities and provide a copy of the company's by-laws evidencing such compliance.
- 2. Provide a list of any and all bridge financings, shelf registrations, Regulation S offerings, or private placements consummated within the prior six months. Describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the company or other participants in the transactions), including the terms and conditions of any resale restrictions.

**B. Affirmation**

I, \_\_\_\_\_, as \_\_\_\_\_  
NAME OF INDIVIDUAL TITLE  
 of \_\_\_\_\_  
COMPANY NAME

hereby certify, to the best of my knowledge and belief, that the information contained in the application is true and correct, as of the date below, and will notify NASDAQ promptly of any material changes.

Signature of Company Officer \_\_\_\_\_  
SIGNATURE DATE



## **C. Submission**

### **Send the Application and supporting documentation to:**

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

Please see the Application Guides for information concerning the submission of the \$5,000 initial application fee and the balance of the entry fee.

## APPLICATION GUIDE: INITIAL PUBLIC OFFERINGS

ACTION	RESPONSIBLE PARTY	TIMING	Mail to*:
Submit: Application (signed and dated by company); Listing Agreement (signed and dated by company); and Registration Statement (one copy).	Company or company's counsel	At time of application	A
Submit a completed Corporate Governance Certification Form.	Company or company's counsel	At time of application. Note: This form need not necessarily accompany the company's initial submission.	A
Submit the \$5,000 non-refundable application fee, along with the Entry Fee Payment Form. An estimated entry fee will be calculated by Listing Qualifications upon request.	Company or company's counsel	The \$5,000 non-refundable fee is due at time of the application. The balance of the entry fee is due prior to the commencement of trading.	B The company may wire its fees. Please see instructions below.
Submit Logo Authorization Form and Art.	Company or company's counsel	At time of application	D
Submit: One marked copy of any amendments to the registration statement. Copies of all correspondence between the SEC and the company relating to the filing of the company's registration statement.	Company or company's counsel	Concurrent with SEC or other regulatory authority filing	A
Provide additional information.	Company or company's counsel	Upon request by Listing Qualifications	A
Provide copy of Form 8-A.	Company or company's counsel	Concurrent with SEC filing	A
Provide notice of anticipated effective date of registration statement.	Company or company's counsel	Notify Listing Qualifications by phone at least 3 business days prior to the anticipated effective date of the registration statement.	A
Confirm security addition. Register market makers. Release security for trading.	Underwriter syndicate and all market makers	Upon effectiveness and pricing, notify Market Integrity by phone.	C
Provide notice of effectiveness and pricing.	Company or company's counsel	Notify Listing Qualifications by phone.	A
Submit final registration statement or prospectus (1 copy).	Company or company's counsel	As soon as available	A
Provide written notice if over-allotment is exercised.	Company or company's counsel	By closing date of over-allotment	A

### \*ADDRESSES

- A. The NASDAQ Stock Market, Listing Qualifications, 9600 Blackwell Road, Rockville, MD 20850. Tel. 301.978.8008 Fax. 301.978.8069
- B. By Courier/Overnight: The NASDAQ Stock Market, Listing Qualifications, W-8015, c/o Mellon Bank, Room 3490, 701 Market Street, Philadelphia, PA 19106. Provide company name, symbol, and note that the fees are for initial listing.
- B. By Federal Reserve Wire: The NASDAQ Stock Market, Bank Name: PNC Bank, Bank Address: Philadelphia, PA, SWIFT Number: PNCCUS33, ABA Number: 031000053, Beneficiary: NASDAQ, Account Number: 5300401669, Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- B. By American Clearing House: The NASDAQ Stock Market, Bank Name: PNC Bank, Bank Address: Washington, DC, SWIFT Number: PNCCUS33, ABA Number: 054000030, Beneficiary: NASDAQ, Account Number: 5300401669. Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- C. The NASDAQ Stock Market, Market Integrity, 80 Merritt Boulevard, Trumbull, CT 06611. Tel. 203.375.9609 Fax. 203.385.6381
- D. The NASDAQ Stock Market, Corporate Logo Library, 4 Times Square, New York, NY 10006. Tel. 866.842.5720 Fax. 212.764.5305



## APPLICATION GUIDE: PUBLICLY TRADED SECURITIES

ACTION	RESPONSIBLE PARTY	TIMING	Mail to*:
Submit: Application (signed and dated by company); Listing Agreement (signed and dated by company); and copies of all SEC filings for the past year, including proof of registration under Section 12 of the 1934 Act.	Company or company's counsel	At time of application	A
Submit a completed Corporate Governance Certification Form.	Company or company's counsel	At time of application. Note: This form need not necessarily accompany the company's initial submission.	A
Submit the \$5,000 non-refundable application fee, along with the Entry Fee Payment Form. An estimated entry fee will be calculated by Listing Qualifications upon request.	Company or company's counsel	The \$5,000 non-refundable fee is due at time of the application. The balance of the entry fee is due prior to the commencement of trading.	B The company may wire its fees. Please see instructions below.
Submit Logo Authorization Form and Art.	Company or company's counsel	At time of application	D
Provide additional information.	Company or company's counsel	Upon request by Listing Qualifications	A
Register market makers. Release security for trading.	All market makers	Prior to the commencement of trading	C

**\*ADDRESSES**

- A. The NASDAQ Stock Market, Listing Qualifications, 9600 Blackwell Road, Rockville, MD 20850. Tel. 301.978.8008 Fax. 301.978.8069
- B. By Courier/Overnight: The NASDAQ Stock Market, Listing Qualifications, W-8015, c/o Mellon Bank, Room 3490, 701 Market Street, Philadelphia, PA 19106. Provide company name, symbol, and note that the fees are for initial listing.
- B. By Federal Reserve Wire: The NASDAQ Stock Market, Bank Name: PNC Bank, Bank Address: Philadelphia, PA, SWIFT Number: PNCCUS33, ABA Number: 031000053, Beneficiary: NASDAQ, Account Number: 5300401669, Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- B. By American Clearing House: The NASDAQ Stock Market, Bank Name: PNC Bank, Bank Address: Washington, DC, SWIFT Number: PNCCUS33, ABA Number: 054000030, Beneficiary: NASDAQ, Account Number: 5300401669. Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- C. The NASDAQ Stock Market, Market Integrity, 80 Merritt Boulevard, Trumbull, CT 06611. Tel. 203.375.9609 Fax. 203.385.6381
- D. The NASDAQ Stock Market, Corporate Logo Library, 4 Times Square, New York, NY 10006. Tel. 866.842.5720 Fax. 212.764.5305