Listing Application: Transfer to The NASDAQ SmallCap Market

This application should be completed by a company listed on The NASDAQ National Market® to transfer to The NASDAQ SmallCap MarketSM.

PART I

A. Company Information

COMPANY NAME
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES
ADDRESS
TELEPHONE  FAX  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. 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
ADDRESS
TELEPHONE  FAX  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. Please list the CUSIP* number for each issue for which application is being made.
Issue(s) to be listed:  CUSIP Number*:

3. Please indicate the desired date for the commencement of trading in The NASDAQ SmallCap Market.

4. Number of round lot beneficial shareholders:  Date:
Please attach confirmation from transfer agent, proxy solicitation firm, or other independent source.

5. Transfer Agent:

   NAME

   ADDRESS

   ADDRESS

   TELEPHONE  FACSIMILE  E-MAIL

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

   NAME

   ADDRESS

   ADDRESS

   TELEPHONE  FACSIMILE  E-MAIL

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

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.

B. Affirmation

I, _____________________________________________, as _____________________________________________

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 Guide for information concerning the submission of the $5,000 initial application fee and the balance of the entry fee.
## GUIDE FOR TRANSFER APPLICATIONS

<table>
<thead>
<tr>
<th>ACTION</th>
<th>RESPONSIBLE PARTY</th>
<th>TIMING</th>
<th>Mail to*</th>
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<tbody>
<tr>
<td>Submit: Application (signed and dated by company); Listing Agreement</td>
<td>Company or company's counsel</td>
<td>At time of application</td>
<td>A</td>
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<td>(signed and dated by company); and copies of all SEC filings for the</td>
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<td>past year.</td>
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<td>Submit the $5,000 non-refundable application fee, along with the</td>
<td>Company or company's counsel</td>
<td>The $5,000 non-refundable fee is due at time of</td>
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<td>Entry Fee Payment Form. An estimated entry fee will be calculated by</td>
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<td>the application. The balance of the entry fee is due</td>
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<td>Listing Qualifications upon request.</td>
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<td>prior to the commencement of trading.</td>
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<tr>
<td>Provide additional information.</td>
<td>Company or company's counsel</td>
<td>Upon request by Listing Qualifications</td>
<td>A</td>
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*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.