

Listing Application & Related Forms



| May 2009

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This publication contains the application and forms necessary to list a company on The NASDAQ Stock Market®. The material includes:

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- NASDAQ Contacts



Listing Application

PART I

A. Company Information

COMPANY NAME _____

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES _____

ADDRESS _____

PHONE _____ FAX _____ WEBSITE _____

STATE OF INCORPORATION _____ DATE OF INCORPORATION _____

SEC FILE NUMBER _____

STANDARD INDUSTRIAL CLASSIFICATION (SIC) CODE _____

CENTRAL INDEX KEY NUMBER (CIK) _____

B. Market Choice: An issuer seeking to list on either the Global Select Market or the Global Market will be approved for the market tier with the highest listing standards that the company meets.

NASDAQ Global Select Market® NASDAQ Global Market® NASDAQ Capital Market®

C. Application – Primary Contact

Please provide a primary contact for the purposes of processing this Listing Application.

NAME _____

FIRM _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

D. Company Contacts

Please provide the name and email address of the 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 the principal executive offices listed above.

CHIEF EXECUTIVE OFFICER _____ EMAIL _____

CHIEF FINANCIAL OFFICER _____ EMAIL _____

INVESTOR RELATIONS OFFICER _____ EMAIL _____

OTHER _____ EMAIL _____

OTHER _____ EMAIL _____

E. 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 _____

PHONE _____ FAX _____ EMAIL _____

FIRM _____

CONTACT NAME _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

FIRM _____

CONTACT NAME _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

FIRM _____

CONTACT NAME _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

PART II

A. Security Information

1. Description of issue(s) to be listed (include current symbol(s), 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 of one to five 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@nasdaqomx.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 +1 212 438 6565 or www.cusip.com.

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 – The Transfer Agent must be a participant in a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act.

NAME _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

TRANSFER AGENT LPA NUMBER _____

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

NAME _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

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 marketplace? If so, please provide the name of the marketplace, and the date and outcome of the application. In addition, state whether the company's securities have ever been delisted; the date and reasons for any delisting; whether the issuer is (was) the subject of any inquiries or investigations by a securities exchange; and the outcome or resolution of such inquiries or investigations. Please note that the issuer's obligation to respond to this question is ongoing and the issuer must promptly advise NASDAQ of receipt of any relevant inquiry.
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10. Is the company seeking to list, pursuant to, or in connection with, a merger with a NASDAQ-listed company? Yes No If yes, please provide a brief description of the proposed transaction. Be sure to identify the surviving company that will list on NASDAQ following the proposed transaction. Please also provide the desired symbol. Please note that the new company may be required to execute new listing application and listing agreement forms. All new officers and directors must be identified in these updated forms.
-
-
-
-

B. Type of Listing

Please complete the applicable section(s) below.

Public Offerings

- 1a. Method by which securities are being offered:
- | | | |
|--|---|--|
| <input type="checkbox"/> Initial Public Offering | <input type="checkbox"/> Reorganization | <input type="checkbox"/> Distribution |
| <input type="checkbox"/> Secondary Offering | <input type="checkbox"/> Exchange Offer | <input type="checkbox"/> Spin-off |
| <input type="checkbox"/> Merger | <input type="checkbox"/> Conversion | <input type="checkbox"/> Other (please specify): _____ |
- 1b. If distribution or spin-off, please provide parent company name: _____
2. Type of offering:
- | | |
|---|--|
| <input type="checkbox"/> Firm Commitment | <input type="checkbox"/> Best Efforts — all or none |
| <input type="checkbox"/> Best Efforts — minimum/maximum | <input type="checkbox"/> Other (please specify): _____ |
3. Anticipated number of round lot beneficial shareholders after the offering: _____
- Anticipated number of 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: _____
 Number of beneficial shareholders: _____ Date: _____

Please attach confirmation from transfer agent, proxy solicitation firm, or other independent source.

2. Please designate the appropriate registration category of each issue. A copy of the appropriate document evidencing registration must accompany this application.
 Section 12(b) of 1934 Act Investment Company Act of 1940
 Section 12(g) of 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). In addition, while not required, it would facilitate our regulatory review process, if you also provide the date of birth for each board member. Attach an additional sheet if necessary.

NAME _____ DATE OF BIRTH _____

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____

NAME _____ DATE OF BIRTH _____

PRIMARY EMPLOYER AND POSITION (IF APPLICABLE) _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____ EMAIL _____



NAME		DATE OF BIRTH
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

NAME		DATE OF BIRTH
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

NAME		DATE OF BIRTH
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
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NAME		DATE OF BIRTH
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

NAME		DATE OF BIRTH
PRIMARY EMPLOYER AND POSITION (IF APPLICABLE)		
ADDRESS		
ADDRESS		
PHONE	FAX	EMAIL

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 Listing Rule 5605(a)(2). Please indicate each director's board committee participation.

PART IV

A. Additional Documentation and Information

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 Listing 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.

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

Regulatory Proceedings/Litigation

1. With respect to the company, its predecessors and its subsidiaries, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings commenced within the past ten years:
 - a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, 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); or
 - b) in which claims material to the company are or were asserted under federal and/or state securities, tax or bankruptcy laws; or
 - c) in which claims material to the company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.

In connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The company should update Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

2. With respect to current executive officers, directors, and ten percent or greater shareholders, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:
 - a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, 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); or
 - b) in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.

[Note: With respect to questions 2a and 2b, there is no limit on the time frame covered by the request.]

Upon review of the information provided by the applicant, 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 investigation.

Other

1. 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.
2. Please note that securities of companies listing on NASDAQ are required to be eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act, such as the one offered by The Depository Trust Company ("DTC"). To be eligible, an issuer is required to use a transfer agent that meets DTC's insurance and connectivity requirements. Further, the transfer agent must instruct DTC to designate the company's securities as direct registered eligible securities. In addition, the issuer's governing documents, such as its by-laws, must permit securities that are not represented by certificates. Please note that this rule does not apply to non-equity securities which are book-entry-only.

Please provide a written confirmation from the company's transfer agent that the security to be listed is eligible for a Direct Registration Program, or will be on the commencement of trading on NASDAQ, or indicate that the security is a non-equity security that is issued in book-entry form only.

B. Affirmation – Please sign and date the application.

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

Phone: +1 301 978 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 Corporate Data Operations 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 LLC, Listing Qualifications, 9600 Blackwell Road, Rockville, MD 20850. Phone: +1 301 978 8008
Fax: +1 301 978 8069
- B. By Courier/Overnight: The NASDAQ Stock Market LLC, Listing Qualifications, Lockbox 20200, c/o Wachovia Bank N.A., 401 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 LLC, Bank Name: Wachovia Bank, N.A., Bank Address: 12 East 49th Street, New York, NY 10017, SWIFT Number: PNBUS3NNYC, ABA Number: 031201467, Beneficiary: NASDAQ, Account Number: 2000031405177, Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- B. By American Clearing House: The NASDAQ Stock Market LLC, Bank Name: Wachovia Bank, N.A., Bank Address: 12 East 49th Street, New York, NY 10017, SWIFT Number: PNBUS3NNYC, ABA Number: 026012881, Beneficiary: NASDAQ, Account Number: 2000031405177. Reference: GL2100625, company name, symbol, and note that the fees are for initial listing.
- C. The NASDAQ Stock Market LLC, Corporate Data Operations, Two Corporate Drive, Suite 300, Shelton, CT 06484. Phone: +1 203 375 9609
Fax: +1 203 385 6381
- D. The NASDAQ Stock Market LLC, Corporate Logo Library, 9600 Blackwell Road, Rockville, MD 20850. Phone: +1 866 842 5720
Fax: +1 301 978 8431

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 LLC, Listing Qualifications, 9600 Blackwell Road, Rockville, MD 20850. Phone: +1 301 978 8008
Fax: +1 301 978 8069
- B. By Courier/Overnight: The NASDAQ Stock Market LLC, Listing Qualifications, Lockbox 20200, c/o Wachovia Bank N.A., 401 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 LLC, Bank Name: Wachovia Bank, N.A., Bank Address: 12 East 49th Street, New York,
NY 10017, SWIFT Number: PNBUS3NNYC, ABA Number: 031201467, Beneficiary: NASDAQ, Account Number: 2000031405177, Reference:
GL2100625, company name, symbol, and note that the fees are for initial listing.
- B. By American Clearing House: The NASDAQ Stock Market LLC, Bank Name: Wachovia Bank, N.A., Bank Address: 12 East 49th Street, New York,
NY 10017, SWIFT Number: PNBUS3NNYC, ABA Number: 026012881, Beneficiary: NASDAQ, Account Number: 2000031405177. Reference:
GL2100625, company name, symbol, and note that the fees are for initial listing.
- C. The NASDAQ Stock Market LLC, Corporate Data Operations, Two Corporate Drive, Suite 300, Shelton, CT 06484. Phone: +1 203 375 9609
Fax: +1 203 385 6381
- D. The NASDAQ Stock Market LLC, Corporate Logo Library, 9600 Blackwell Road, Rockville, MD 20850. Phone: +1 866 842 5720
Fax: +1 301 978 8431

Listing Agreement

This listing agreement ("Listing Agreement") should be executed and submitted by issuers seeking initial listing on The NASDAQ Stock Market or current issuers changing their company name.

COMPANY NAME

("Company"), in consideration for the listing of its securities on The NASDAQ Stock Market, hereby agrees with The NASDAQ Stock Market LLC (collectively, with its affiliates, "NASDAQ") that:

1. Company certifies that it understands and agrees to comply with all NASDAQ® rules, as they may be amended from time to time, and pay all applicable listing fees when due.
2. Company agrees to promptly notify NASDAQ in writing of any corporate action or other event which will cause Company to cease to be in compliance with NASDAQ listing requirements.
3. Company understands that NASDAQ may remove its securities from The NASDAQ Stock Market, pursuant to applicable procedures, if it fails to meet one or more requirements of Paragraphs 1-2.
4. Company understands that if an exception to any of the provisions of any of the NASDAQ rules has been granted by NASDAQ, such exception shall, during the time it is in effect, supersede any conflicting provision of this Listing Agreement.
5. Company warrants and represents that the trading symbol to be used by Company does not violate any trade/service mark, trade name, or other intellectual property right of any third party. Company agrees and understands that trading symbols are the sole and exclusive property of NASDAQ, and a trading symbol is provided to Company for the limited purpose of identifying Company's security in authorized quotation and trading systems. NASDAQ reserves the right, in its sole and final discretion, to assign, rescind, or reassign any trading symbol at any time.
6. Company authorizes NASDAQ to use Company's corporate logos, Web site address, trade names, and trade/service marks in order to publicize Company's listing on The NASDAQ Stock Market, as well as to convey quotation information, transactional reporting information, and other information regarding Company in connection with The NASDAQ Stock Market. In order to ensure the accuracy of the information, Company agrees to provide NASDAQ with Company's current corporate logos, Web site address, trade names, and trade/service marks as they may be amended from time to time.
7. Company agrees to hold harmless and indemnify NASDAQ (and its officers, directors, employees and agents) against any and all claims and losses, including but not limited to costs and attorneys' fees, resulting from, suffered, or incurred as a result of any third party's claim or litigation relating to the infringement of any trade/service mark, trade name, or other intellectual property right related to or arising out of NASDAQ's use of Company's trading symbol, corporate logos, Web site address, trade names, and trade/service marks in accordance with the terms of this Listing Agreement

NASDAQ Warranties; Disclaimers of Warranties.

For any goods or services provided to Company, NASDAQ shall endeavor to provide them in a good and workmanlike manner. Beyond the warranties stated in this section, there are no other warranties of any kind, express, implied or statutory (including the implied warranties of merchantability or fitness for a particular use or purpose).

Limitation of Liability.

1. In no event will NASDAQ be liable for any trading losses, loss of profits, indirect, special, punitive, consequential, or incidental loss or damage, even if NASDAQ has been advised of the possibility of such damages. If NASDAQ is, for any reason, held liable for any of the above, the liability of NASDAQ is limited:
 - (a) for goods and services for which Company is specifically charged, to the amount paid by Company for those goods or services during the twelve (12) months preceding the accrual of the claim; and
 - (b) in all other instances, to the amount of the annual listing fee paid by Company during the twelve (12) months preceding the accrual of the claim.
2. Notwithstanding the foregoing, NASDAQ shall not be relieved from liability for damages that result from NASDAQ's gross negligence or willful tortious misconduct, or from personal injury or wrongful death claims.
3. For goods and services provided under a separate written agreement, the limitation of liability provisions in that agreement shall govern any claims relating to or arising from the provision of those goods and services.
4. Under no circumstances shall NASDAQ have any liability for any third party's goods and/or services.
5. Company and NASDAQ agree that these terms reflect a reasonable allocation of risk and limitation of liability.
6. This Listing Agreement shall be deemed to have been made in the United States, in the State of New York and shall be construed and enforced in accordance with the laws of the State of New York, without reference to principles of conflicts of laws.

As an officer of the Company, I am authorized to execute this agreement on the Company's behalf.

SIGNATURE	DATE
NAME	TITLE

CORPORATE SEAL
(Optional)

Submit this Listing Agreement to:

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

Phone: +1 301 978 8008

Note: Issuers changing their name must also concurrently submit the *Notification: Change in Company Record*.

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Corporate Governance Certification Form

(To be completed by a company seeking to list on The NASDAQ Stock Market)

Company Name: _____

Symbol: _____

Re: Compliance with NASDAQ®'s requirements relating to Audit Committees, the Director Nominations Process, the Compensation of Officers, Board Composition, Executive Sessions, Quorum and Code of Conduct

1. Audit Committee Composition –Rule 5605(c)(2)(A)

I hereby certify that the Company has, and will continue to have, an Audit Committee of at least three members, comprised solely of directors each of whom: (1) meets NASDAQ's definition of independence contained in Rule 5605(a)(2) (subject to the exception provided in Rule 5605(c)(2)(B) and the cure period provided in Rule 5605(c)(4)); (2) meets the requirements of SEC Rule 10A-3(b)(1) (subject to exceptions provided in Rule 10A-3(c) and the cure period provided in Rule 5605(c)(4)); (3) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (4) is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Rule 5605(c)(2).

In addition, I hereby certify that the Company has, and will continue to have, at least one member of the Audit Committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

- For Initial Public Offerings Only: Check here if the Company is utilizing the phase-in provisions pursuant to Rule 5615(b)(1) for the Audit Committee requirement. If this box is checked, the certifications above will be effective as of the end of the phase-in period.
- For Foreign Private Issuers¹ Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. A company checking this box must still have an audit committee that satisfies Rule 5605(c)(3) and ensure that such audit committee members meet the independence requirement in Rule 5605(c)(2)(A)(ii). The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

¹ As defined in SEC Rule 3b-4(c)

2. Audit Committee Charter – Rule 5605(c)(1)

I hereby certify that the Company has adopted a formal written Audit Committee charter specifying the items enumerated in Rule 5605(c)(1), and that the Audit Committee will review and assess the adequacy of the charter on an annual basis. Please provide a copy of the charter and note the date of its adoption.

- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

3. Independent Director Oversight of Director Nominations – Rule 5605(e)(1)

I hereby certify that the Company complies with Rule 5605(e)(1), which requires independent director involvement in the selection of director nominees.

- The Company complies with this requirement by having a Nominations Committee comprised solely of independent directors.
- The Company complies with this requirement by having director nominees selected or recommended by a majority of its independent directors.
- For Initial Public Offerings, Spin-Offs, and Companies Emerging From Bankruptcy Only: Check here if the Company is utilizing the phase-in provisions pursuant to Rule 5615(b) for the Director Nominations Process requirement. If this box is checked, the certifications above will be effective as of the end of the phase-in period.
- For "Controlled Companies" Only: Check here if the Company is utilizing the "Controlled Company" exemption pursuant to Rule 5615(c) for purposes of the Director Nominations Process requirement. A company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.
- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- For Companies with Pre-Existing Agreements Only: Check here if the Company is subject to a binding obligation that was in effect prior to November 4, 2003 that requires a director nomination structure inconsistent with Rule 5605(e)(1). Pursuant to Rule 5605(e)(5), such a company is not required to comply with the nomination requirements.

4. Nominations Committee Charter or Board Resolution – Rule 5605(e)(2)

Rule 5605(e)(2) requires companies to adopt a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws. Please provide a copy of the charter or board resolution and note the date of adoption.

- For Controlled Companies Only: Check here if the Company is utilizing the “Controlled Company” exemption pursuant to Rule 5615(c) for purposes of the Nominations Committee Charter requirement. A company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.
- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company’s home country certifying that the Company’s practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- For Companies with Pre-Existing Agreements Only: Check here if the Company is subject to a binding obligation that was in effect prior to November 4, 2003 that requires a director nomination structure inconsistent with Rule 5605(e)(1). Pursuant to Rule 5605(e)(5), such a company is not required to comply with the nomination requirements.

5. Independent Director Oversight of Executive Officer Compensation – Rule 5605(d)

I hereby certify that the Company complies with Rule 5605(d), which requires independent director involvement in the determination of executive compensation.

- The Company complies with this requirement by having a Compensation Committee comprised solely of independent directors.
- The Company complies with this requirement by submitting such matters for approval or recommendation by a majority of the independent directors.
- For Initial Public Offerings, Spin-offs and Companies Emerging From Bankruptcy Only: Check here if the Company is utilizing the phase-in provisions pursuant to Rule 5615(b) for the Compensation of Officers requirement. If this box is checked, the certifications above will be effective as of the end of the phase-in period.
- For Controlled Companies Only: Check here if the Company is utilizing the “Controlled Company” exemption pursuant to Rule 5615(c) for purposes of the Compensation of Officers requirement. A company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.

- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

6. Independent Directors – Rule 5605(b)(1)

I hereby certify that the Company's board of directors is comprised of a majority of independent directors as required by Rule 5605(b)(1).

- For Initial Public Offerings, Spin-Offs, and Companies Emerging From Bankruptcy Only: Check here if the Company is utilizing the phase-in provisions pursuant to Rule 5615(b) for the Majority Independent Directors requirement. If this box is checked, the certifications above will be effective as of the end of the phase-in period.
- For Controlled Companies Only: Check here if the Company is utilizing the "Controlled Company" exemption pursuant to Rule 5615(c) for purposes of the Majority Independent Directors requirement. A company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.
- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

7. Executive Sessions - Rule 5605(b)(2)

I hereby certify that the Company will have regularly scheduled meetings at which only independent directors are present ("executive sessions"), as required by Rule 5605(b)(2).

- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

8. Quorum – Rule 5620(c)

I hereby certify that the Company's by-laws provide for a quorum of at least 33 1/3 percent of the outstanding shares of the Company's common voting stock, as required by Rule 5620(c).

- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

9. Code of Conduct – Rule 5610

I hereby certify that the Company has adopted one or more codes of conduct applicable to all directors, officers and employees, and that such codes are publicly available, as required by Rule 5610.

- For Foreign Private Issuers Only: Check here if the Company is following home country practices in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 5600 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

A duly authorized officer of the Company must sign this certification.

Signature: _____

Print Name: _____

Title: _____

Company Name: _____

Date: _____

Submit this Certification Form to:

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

Phone: +1 301 978 8008

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The NASDAQ Stock Market®

Entry Fee Payment Form: Initial Submission

All companies submitting applications for the listing of securities on The NASDAQ Stock Market are assessed a \$5,000 non-refundable application fee. Other Securities, Selected Equity-Linked Debt Securities, Portfolio Depository Receipts, Index Fund Shares, and Closed-End Funds are assessed a \$1,000 non-refundable application fee.¹ All fees are payable to The NASDAQ Stock Market LLC.

Payment By Check: All checks must be sent under separate cover to the address provided below. Please complete this form and submit it with your payment.

COMPANY NAME

ADDRESS

ADDRESS

REMITTER NAME

(IF NOT THE SAME AS THE COMPANY)

CHECK ENCLOSED IN THE AMOUNT OF \$

CHECK NO.

Please mail this form and your payment by courier/overnight to:

The NASDAQ Stock Market LLC
Listing Qualifications
Lockbox 20200
c/o Wachovia Bank, N.A.
401 Market Street
Philadelphia, PA 19106

Payment By Wire: The company may remit its fees by wire. Please use the following instructions and include the specific reference information provided below when transmitting your payment. Submission of this form is not required.

By Federal Reserve Wire

The NASDAQ Stock Market LLC
Bank Name: Wachovia Bank, N.A.
Bank Address: New York, NY
SWIFT Number: PNBPUS3NNYC
ABA Number: 031201467
Beneficiary: NASDAQ
Account Number: 2000031405177
Reference: GL2100625, company
name, symbol, and note that the fees are for
initial listing.

By American Clearing House

The NASDAQ Stock Market LLC
Bank Name: Wachovia Bank, N.A.
Bank Address: New York, NY
SWIFT Number: PNBPUS3NNYC
ABA Number: 026012881
Beneficiary: NASDAQ
Account Number: 2000031405177
Reference: GL2100625, company
name, symbol and note that the fees are for
initial listing.

¹Please see Listing Rules for further information regarding applicable application and entry fees.

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The NASDAQ Stock Market®

Entry Fee Payment Form: Payment of Balance

Please note that entry fees due in connection with an application must be paid in full prior to the admission of a security to trading on NASDAQ®. All fees are payable to The NASDAQ Stock Market LLC.

Payment By Check: All checks must be sent under separate cover to the address provided below. Please complete this form and submit it with your payment.

COMPANY NAME

ADDRESS

ADDRESS

REMITTER NAME

(IF NOT THE SAME AS THE COMPANY)

CHECK ENCLOSED IN THE AMOUNT OF \$

CHECK NO.

Please mail this form and your payment by courier/overnight to:

The NASDAQ Stock Market LLC
Listing Qualifications
Lockbox 20200
c/o Wachovia Bank, N.A.
401 Market Street
Philadelphia, PA 19106

Payment By Wire: The company may remit its fees by wire. Please use the following instructions and include the specific reference information provided below when transmitting your payment. Submission of this form is not required.

By Federal Reserve Wire

The NASDAQ Stock Market LLC
Bank Name: Wachovia Bank, N.A.
Bank Address: 12 East 49th Street
Bank Address: New York, NY 10017
SWIFT Number: PNBPUS3NNYC
ABA Number: 031201467
Beneficiary: NASDAQ
Account Number: 2000031405177
Reference: GL2100625, company
name, symbol, and note that the fees are for
initial listing.

By American Clearing House

The NASDAQ Stock Market LLC
Bank Name: Wachovia Bank, N.A.
Bank Address: 12 East 49th Street
Bank Address: New York, NY 10017
SWIFT Number: PNBPUS3NNYC
ABA Number: 026012881
Beneficiary: NASDAQ
Account Number: 2000031405177
Reference: GL2100625, company
name, symbol and note that the fees are for
initial listing.

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Company Logo Authorization Form

This form should be completed at the time of application for listing or to update a logo. Please complete this form and submit your logo artwork according to the requirements described on this form.

Submission – Please check appropriate box:

Company logo at time of application Updated company logo

COMPANY NAME _____ SYMBOL _____

AUTHORIZED LOGO RELEASE CONTACT NAME _____

TITLE _____

ADDRESS _____

ADDRESS _____

PHONE _____ FAX _____

EMAIL _____ WEBSITE _____

ARTWORK/GRAPHICS CONTACT NAME _____

TITLE _____

PHONE _____ EMAIL _____

Online instructions for establishing a link to the NASDAQ® Web Site may be found at:
www.NASDAQ.com/help/linkinfo.stm

In order to publicize the company's listing with The NASDAQ Stock Market LLC (NASDAQ), the company authorizes NASDAQ to use the company's corporate logos, trade names, and trade/service marks in order to convey trading information (quotation transactional reporting) and other information regarding the company in connection with The NASDAQ Stock Market. In addition, the company's approval allows NASDAQ to include the company's logo in other communication materials (video, audio, electronic broadcasts, print promotion and advertising) to further increase awareness of the company among investors.

In order to ensure the accuracy of the information, the company agrees to provide NASDAQ with the company's current corporate logos, trade names, and trade/service marks and with any subsequent changes. By signing, the company indicates that the use granted is indemnified and held harmless from any third party rights and/or claims, without waiver of any legal privileges.

Other than the rights granted here, NASDAQ acknowledges that it has no other rights in the company's corporate logos, trade names, and trade/service marks.

AUTHORIZED SIGNATURE _____ DATE _____



COMPANY LOGO ARTWORK REQUIREMENTS

To help investors recognize companies listed on The NASDAQ Stock Market, NASDAQ uses company logos, where appropriate, instead of trading symbols. Company logos are included on the MarketSite® Video Wall and Tower located in New York Times Square, and on websites, including NASDAQ.com, NASDAQOMXtrader.com and NASDAQ Online.

GUIDELINES FOR ARTWORK

1. Since NASDAQ implements your logo across varied media (with distinct requirements), all logo submissions must be in EPS (encapsulated Postscript) format created in a vector drawing program (Adobe Illustrator or Macromedia Freehand).
2. Three versions of the company logo are required (or six if both horizontal and vertical aspect versions are available):
 - 1 version in color (for use on NASDAQ.com and NASDAQ Trader)
 - 1 version in color suitable for black background (for NASDAQ Online and MarketSite)
 - 1 version in grayscale (for black and white print ads).
3. All fonts must be converted to outlines.
4. All required registered marks, trademarks and service marks should be part of the logo artwork.
5. Especially for print, logo color specs (Pantone® matching colors or four-color process equivalents) should be included in digital files.
6. Corporate tag lines cannot be part of the logo artwork.
7. NASDAQ will not accept low-resolution flattened artwork or logos in the following applications and file formats: Adobe PageMaker or InDesign, Microsoft PowerPoint, Word or Excel, Corel Draw, or QuarkXpress.

SUBMITTING ARTWORK

Submit the completed and signed Authorization Form and all logo artwork and materials to:

Production Coordinator
NASDAQ Worldwide Marketing
The NASDAQ Stock Market LLC
9600 Blackwell Road
Rockville, MD 20850

The Authorization Form may also be faxed to +1 301 978 8431, and the logo material either zipped (.zip) or stuffed (.sit) and emailed to corporate.logo@nasdaqomx.com.

If you have any questions regarding the guidelines or the submission process, please call +1 866 842 5270 or email corporate.logo@nasdaqomx.com.

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NASDAQ[®] Contacts

For information regarding the strategic advantages of listing on NASDAQ, companies are encouraged to contact the NASDAQ Corporate Client Group at +1 866 891 8132.

For information regarding NASDAQ's listing standards or the application process, please contact Listing Qualifications at +1 301 978 8008 or send an email to insidenasdaq@nasdaqomx.com.

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