

The NASDAQ Stock Market

# Notification Form: Listing of Additional Shares

Please complete Parts I and II and only the applicable sections of Part III. See Part IV for a description of which notifications to NASDAQ® require this form. Part V contains information regarding the submission of this Notification.

## PART I: Company Information

COMPANY NAME		
CONTACT NAME		CONTACT TITLE
TELEPHONE	FACSIMILE	E-MAIL
TRANSFER AGENT		
TELEPHONE	FACSIMILE	E-MAIL

## PART II: Security Information

- Issue listed on:  The NASDAQ National Market®  The NASDAQ SmallCap Market<sup>SM</sup>
- NASDAQ issue symbol: \_\_\_\_\_ CUSIP\*/CINS number: \_\_\_\_\_  
\*CUSIP Service Bureau can be reached at 212.438.6565.
- Security class and description of NASDAQ-listed security: \_\_\_\_\_

Include par or stated value, warrant expiration date and exercise price, unit components and separation date, face amount and interest rate on convertible debt, and other issue specific information.

- Total shares outstanding before the plan(s)/issuance(s) (excludes Treasury stock): \_\_\_\_\_  
Total shares outstanding after the plan(s)/issuance(s) (excludes Treasury stock): \_\_\_\_\_
- Type of plan(s)/issuance(s): Please check appropriate item(s) and complete applicable direction(s) in Part III. For all plans/issuances, appropriate supporting documentation is required (as described on page 5).

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> Public Offering        | <input type="checkbox"/> Placement Fees              | <input type="checkbox"/> Employee Stock Purchase Plan    |
| <input type="checkbox"/> Rights Offering        | <input checked="" type="checkbox"/> Recapitalization | <input type="checkbox"/> Employee Savings or 401(k)      |
| <input type="checkbox"/> Subscription Offering  | <input type="checkbox"/> Debt Conversion             | <input type="checkbox"/> Amendment to Existing Plan      |
| <input type="checkbox"/> Exchange Offering      | <input type="checkbox"/> Preferred Stock Conversion  | <input type="checkbox"/> Inducement Grant                |
| <input type="checkbox"/> Regulation S Offering  | <input type="checkbox"/> Warrant Offering            | <input type="checkbox"/> Professional Services Agreement |
| <input type="checkbox"/> Private Offering       | <input type="checkbox"/> Warrant Exercise            | <input type="checkbox"/> Litigation or Settlement        |
| <input type="checkbox"/> Underwriting Fees      | <input type="checkbox"/> Stock Split                 | <input type="checkbox"/> Other: Please specify: _____    |
| <input type="checkbox"/> Future Priced Security | <input type="checkbox"/> Stock Dividend              |  |
| <input type="checkbox"/> Acquisition/Merger     | <input type="checkbox"/> Dividend Reinvestment Plan  |  |

- Maximum number of shares to be offered pursuant to the action(s): \_\_\_\_\_



7a. Does the transaction require the company to issue any shares in the future above the amount listed here? (For example, an earn-out, anti-dilution, price protection or reset provision, or assumption of options or warrants.)  Yes  No

7b. Does any officer, director, employee, consultant or principal shareholder of the company have a direct or indirect interest in the transaction(s)?  Yes  No

If yes to 7a or 7b, provide complete details of such future issuance and/or insider interest. Attach a separate sheet if necessary.

\_\_\_\_\_

\_\_\_\_\_

8. For each action, identify the source and number of shares. Note: The aggregate number of shares listed in the categories below should equal the maximum number of shares to be offered pursuant to the action(s). (Refer to Part II, Question 6.) Please attach a separate sheet if necessary.

Shares offered by company: \_\_\_\_\_ Shares offered by selling shareholders: \_\_\_\_\_

Treasury shares: \_\_\_\_\_ Shares purchased on the open market: \_\_\_\_\_

Date of approval for the action(s) by the board of directors: \_\_\_\_\_

Date of approval for the action(s) by shareholders (if applicable): \_\_\_\_\_

Anticipated date of closing: \_\_\_\_\_

Are there any changes to your NASDAQ listing or other relevant information (e.g., change in name, symbol, CUSIP number, par value, change of control, deletion of another listed company, etc.)?  Yes  No

If yes, please specify. Please attach a separate sheet if necessary. \_\_\_\_\_

\_\_\_\_\_

### **PART III: Transaction Information**

Please provide the requested information on the type of plan/issuance in the appropriate section below.

#### **A. Rights Offering/Subscription Offering**

1. Record date: \_\_\_\_\_ Distribution date: \_\_\_\_\_

2. Expiration date: \_\_\_\_\_ Transferable?  Yes  No

3. Maximum number of underlying shares to be issued upon exercise of the rights: \_\_\_\_\_

4. Is this a dilution protection/shareholder rights plan ("poison pill")?  Yes  No

**B. Stock Dividend/Stock Split (Forward or Reverse)**

- 1. Declaration date: \_\_\_\_\_ Record date: \_\_\_\_\_
- 2. Amount of stock ratio/split per share: \_\_\_\_\_ Distribution date: \_\_\_\_\_
- 3. Qualified:  Yes  No (as defined under the provisions of The Jobs and Growth Tax Relief Reconciliation Act of 2003)
- 4. Post-split total shares outstanding (maximum): \_\_\_\_\_
- 5. Pre-split/dividend par value: \_\_\_\_\_ Post-split/dividend par value: \_\_\_\_\_
- 6. Method of settling fractional shares: \_\_\_\_\_
- 7. Post-split number of publicly-held shares: \_\_\_\_\_
- 8. Post-split number of round-lot holders: \_\_\_\_\_
- 9. Explanation of any conditions, which must be met for the transaction to become effective:  
\_\_\_\_\_

**C. Stock Option/Purchase/Savings/Dividend Reinvestment Plan (or Subsequent Amendment)**

- 1. Name of plan: \_\_\_\_\_
- 2. For a new plan, are any shares to be cancelled under an existing plan?  Yes  No  
If yes, provide name of existing plan and state the number of shares to be cancelled:  
\_\_\_\_\_
- 3. For an amendment, which increases the number of authorized shares in an existing plan, please provide:  
Total shares in original plan: \_\_\_\_\_  
Total plan shares before this amendment: \_\_\_\_\_  
Total shares added by this amendment: \_\_\_\_\_  
Total shares after this amendment: \_\_\_\_\_

**D. Private Placement**

Note: If shares are being offered in connection with the acquisition of the stock or assets of another company, please complete Section E: "Acquisition."

- 1. Is this a derivative instrument (e.g., convertible preferred, convertible debenture, or warrant)?  
 Yes  No  
If yes, please complete the following:  
Conversion price: \$ \_\_\_\_\_  
Is the conversion price fixed?  Yes  No  
If no, then describe the conversion feature: \_\_\_\_\_



Is the conversion price at least the greater of the book or market value of the underlying security?  Yes  No

2. Is this an issuance of common stock?  Yes  No

If yes, please complete the following:

State the price per share: \$ \_\_\_\_\_

Is this price at least the greater of the book or market value of the underlying security?

Yes  No

3. State the date used to determine the price above (e.g. the date of issuance or the date the definitive agreement(s) was signed). \_\_\_\_\_

4. Name of the placement agent, if applicable: \_\_\_\_\_

5. Are there any placement fees associated with the action(s)?  Yes  No  
If yes, please specify: \_\_\_\_\_

### E. Acquisition

1. Describe the company or assets being acquired: \_\_\_\_\_

2. Describe the valuation of the shares to be issued: \_\_\_\_\_

### F. Other Issuance/Change

Please use this space for issuances/changes not specified above (e.g., public offerings, issuances outside of a stock remuneration plan, etc.)

1. Type of issuance/reason for change/effective date: \_\_\_\_\_

2. Are there any underwriter/placement fees associated with the action(s)?  
 Yes  No If yes, specify: \_\_\_\_\_

3. Explanation of any conditions, which must be met for the transaction(s) to become effective:  
\_\_\_\_\_  
\_\_\_\_\_

### Authorization by Corporate Officer

NAME \_\_\_\_\_ TITLE \_\_\_\_\_

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

### PART IV: Notification Requirements

All companies\* listed on The NASDAQ Stock Market® are required to file this *Notification Form: Listing of Additional Shares* prior to:

- the establishment of, or a material amendment to, a stock option plan, purchase plan or other equity compensation arrangement, pursuant to which stock may be acquired by officers, directors, employees, or consultants unless shareholder approval has been obtained;

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- issuing securities that may result in the potential change in control of the issuer;
- issuing any common stock (or security convertible into common stock) in connection with the acquisition of the stock or assets of another company, if any officer or director or substantial shareholder of the issuer has a 5 percent or greater interest (or if such persons collectively have a 10 percent or greater interest) in the company to be acquired or in the consideration to be paid;\*\*
- entering into a transaction that may result in the potential issuance of common stock (or securities convertible into common stock) greater than 10 percent of either the total shares outstanding or the voting power outstanding on a pre-transaction basis; or
- SEC Rule 10b-17 distributions:
  - stock split/stock dividend or reverse split
  - other distribution in cash or in kind, including a dividend or distribution of any security (complete the *Notification Form: Cash Dividend/Distribution*)
  - subscription offering or rights offering/poison pill.

Note: If pre-transaction notification is not required, pursuant to the above requirements, then it also will not be required post-transaction.

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

\*\* A company should consider both direct and indirect interests when assessing the interests of officers, directors, and substantial shareholders.

## **PART V: Submission of Notification**

Please provide one form for each class of security. More than one type of action for each class of security may be identified on one form.

### **A. Required Documentation**

Please enclose one (1) copy of the following supporting documentation with this form.

- Cover letter briefly describing the transaction;
- The board resolution authorizing the plan, transaction, and/or issuance;
- Opinion of counsel (if available); and
- Applicable documentation:
 

<ul style="list-style-type: none"> <li>▪ prospectus</li> <li>▪ proxy statement</li> <li>▪ SEC registration statement</li> <li>▪ plan of reorganization</li> <li>▪ acquisition/merger agreement</li> <li>▪ press release</li> <li>▪ certificate of designation</li> </ul>	<ul style="list-style-type: none"> <li>▪ Form 8-K</li> <li>▪ private placement circular/agreement</li> <li>▪ copy of option/purchase/reinvestment/remuneration plan</li> <li>▪ consent solicitation</li> <li>▪ professional services agreement</li> <li>▪ other relevant information</li> </ul>
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### **B. Timing**

All notifications are required to be filed with NASDAQ 15 calendar days prior to the issuance of the common stock or the security convertible into common stock. Stock splits and dividends are required to be filed 10 calendar days prior to the record date, pursuant to SEC Rule 10b-17.

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## C. Fees

**Please do not send payments with this notification filing.** Issuers will be billed each quarter, and the fee will be calculated based on the issuer's total shares outstanding as reported on its periodic reports filed with the SEC.

The fee is:

- Up to 49,999 total shares per quarter—No fee
- 50,000 to 249,999 total shares per quarter—\$2,500 flat fee
- 250,000 or more total shares per quarter—\$0.01 per share
- Annual fee cap—\$45,000

## D. Submission of Filing

**For all items reportable under SEC 10b-17 (Rights Offerings and Stock Dividends/Splits), send the *Notification Form* and supporting documentation to:**

The NASDAQ Stock Market LLC  
Listing Qualifications  
Listing of Additional Shares  
9600 Blackwell Road  
Rockville, MD 20850  
Telephone: 301.978.8008  
Fax: 301.978.8038\*

and

The NASDAQ Stock Market LLC  
Market Integrity  
80 Merritt Boulevard  
Trumbull, CT 06611  
Telephone: 203.375.9609  
Fax: 203.385.6381\*  
E-mail: [dividends@nasdaq.com](mailto:dividends@nasdaq.com)

**For all other transactions, send the *Notification Form* and supporting documentation to:**

The NASDAQ Stock Market LLC  
Listing Qualifications  
Listing of Additional Shares  
9600 Blackwell Road  
Rockville, MD 20850  
Telephone: 301.978.8008  
Fax: 301.978.8038\*

\*You may fax the *Notification Form*, but please do not fax supporting documentation.

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