

**NEW YORK STOCK EXCHANGE****Checklist for Supporting Documents  
Required for  
Original Listing Application**

*This is a checklist for companies that would like to list securities on the NYSE (the "Exchange"). Please note that prior to submitting the following documents to the Exchange, the company will have been cleared to file an original listing application.*

**Documents Required for Authorization to List**

- Draft Original Listing Application
- Confirmation company meets shareholder requirements
- Response to clearance letter
- Letter from the underwriters undertaking that the company will comply with applicable quantitative listing standards (when listing in conjunction with an initial public offering)
- Listing Agreement executed by an executive officer
- Depositary Listing Agreement (for foreign private issuers listing American Depositary Receipts)
- Draft Depositary Agreement (for foreign private issuers listing American Depositary Receipts)
- Section 315 Letter
- Draft Form 8-A
- Copy of charter
- Copy of bylaws
- Copy of Board resolutions authorizing:
  - (i) application to list securities on the Exchange;
  - (ii) issuance of any *unissued* securities (e.g., option plans, shares to be issued upon conversion etc.) for which the listing application is made; and
  - (iii) appointment of the transfer agent/registrar, if any.
- Copy of shareholder resolutions authorizing issuance (if corporate procedure requires such action) of any *unissued* securities (e.g., option plans, shares to be issued upon conversion, etc.) for which listing application is made
- Copy of Specimen Certificate (if any)
- 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. (if applicable)
- Adjustments to Historical Financial Data -- If necessary to demonstrate compliance with financial listing standards
- Copy of good standing certificate from jurisdiction of incorporation (if no Exhibit 5 opinions have been filed with the SEC in the preceding 12 months)

- Initial Written Affirmation (except for companies listing in conjunction with an initial public offering, who must provide it prior to listing)
- Opinion of home country counsel (for foreign private issuers)

**Documents Required Prior to Listing**

- Confirmation letter from CUSIP Bureau (when listing in conjunction with an initial public offering)
- Initial Written Affirmation
- Form 8-A must be filed with Securities and Exchange Commission

**Documents to be Provided after Listing\***

- Two copies of final Original Listing Application signed by an executive officer
- Final executed copy of Depository Listing Agreement (for foreign private issuers listing American Depository Receipts (“ADRs”))
- Additional information as requested by the Exchange

\*Final documentation should be provided promptly after the exercise in full of the over-allotment option or – if listing in conjunction with an initial public offering -- the expiration of the over-allotment option.

Draft  
 Final

**NEW YORK STOCK EXCHANGE  
 ORIGINAL LISTING APPLICATION  
 FOR EQUITY SECURITIES**

**Part I: Corporate Information**

**A. General Corporate Information**

Complete Legal Corporate Name: \_\_\_\_\_

Address of Principal Executive Offices: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Company Telephone No.: \_\_\_\_\_

Contact Name and Title: \_\_\_\_\_

Contact Telephone No.: \_\_\_\_\_ Contact Email: \_\_\_\_\_

State and Country of Incorporation: \_\_\_\_\_ Date of Incorporation: \_\_\_\_\_

EDGAR CIK No.: \_\_\_\_\_ SEC '34 Act File No.: \_\_\_\_\_

Foreign Private Issuer (yes/no): \_\_\_\_\_ DRS Eligible (yes/no): \_\_\_\_\_

Website address: \_\_\_\_\_ SIC Code: \_\_\_\_\_

CUSIP No. of Security(s) Being Listed: \_\_\_\_\_

Date of Fiscal Year End: \_\_\_\_\_

**B. Corporate Contacts**

Please list the full name, full title (if different from that indicated), address (if different from principal address above), telephone number and email address of the following individual(s):

Chief Executive Officer

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Chief Financial Officer

---

Corporate Secretary

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General Counsel

---

Investor Relations Officer

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Other Designated Contact

**Part II: Security Information**

**A. Security(s) which the Applicant Issuer is applying to list (including par/stated value, warrant expiration date, maturity date, etc.):**

<b>Security Class/Type</b>	<b>Issue Description (incl. par value)</b>	<b>Shares Outstanding or Offered</b>	<b>Total Shares Unissued, but Reserved for issuance*</b>

\*As of \_\_\_\_\_ (date), the following number of shares are unissued, but have been authorized for issuance by the Applicant Issuer's governing body for the purposes noted:

<b>Date Authorized</b>	<b>Purpose of Shares to be Issued</b>	<b>Number of Shares Authorized</b>

\* Please note that NYSE's rules require that, at such date in the future that any currently unissued but authorized securities are issued, the Applicant Issuer must file a supplemental listing application to list such securities on the applicable exchange.

Record date of the most recent dividend paid with respect to the shares:

\_\_\_\_\_

Payment date of the most recent dividend paid with respect to the shares:

\_\_\_\_\_

Amount per share of the most recent dividend paid with respect to the shares:

\_\_\_\_\_

Are there any declared but unpaid dividends with respect to the shares:

\_\_\_\_\_

What is the record date for any such unpaid dividend:

\_\_\_\_\_

What is the payment date of any such unpaid dividend:

\_\_\_\_\_

What is the amount per share of any such unpaid dividend:

\_\_\_\_\_

Provide a description of any outstanding rights to subscribe to securities:

\_\_\_\_\_

If a record date is to be set in the near future for any purpose, please provide the anticipated date of the record date and the reason the record date is being established.

\_\_\_\_\_

**B. Transfer Agent/Registrar:**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone No.: \_\_\_\_\_ Facsimile No.: \_\_\_\_\_ Email: \_\_\_\_\_

**C. If listing American Depositary Shares, please provide the following information with respect to the Depositary Bank:**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone No.: \_\_\_\_\_ Email: \_\_\_\_\_

**D. Outside Counsel Contact with Respect to Listing Application, if any:**

Name of Contact Person: \_\_\_\_\_

Firm Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone No.: \_\_\_\_\_ Email: \_\_\_\_\_

**E. Security Preferences**

If the Applicant Issuer has any existing class of common stock or equity security entitling the holder(s) to differential voting rights, dividend payments, or other preferences, please provide a complete description of such preference(s):

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

**Part III: Type of Listing**

**A. Listing in Connection with an Issuance of Securities**

Please indicate the type of transaction:

- Initial Public Offering       Merger       Spin-off  
 Follow On Offering       Reorganization       Exchange Offer

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

If spin-off, please provide name of parent entity: \_\_\_\_\_

Will the security(s) to be listed trade on a "when issued" basis?    Yes     No

Expected closing date of the transaction: \_\_\_\_\_

Expected listing date: \_\_\_\_\_

Investment Banker/Financial Advisor Contact(s), if any

Name of Contact Person: \_\_\_\_\_

Firm Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone No.: \_\_\_\_\_ Email: \_\_\_\_\_

## **B. Listing in Connection with a Transfer or Quotation**

Name of current trading market, if any: \_\_\_\_\_

Current ticker symbol, if any: \_\_\_\_\_

### **Part IV: Additional Information**

#### **A. Exchange Requirements for Listing Consideration**

To be considered for listing, the Applicant Issuer must meet the Exchange's minimum listing requirements. The Exchange has broad discretion regarding the listing of any security. Thus, the Exchange may deny listing or apply additional or more stringent criteria based on any event, condition, or circumstance that makes the listing of an Applicant Issuer's security inadvisable or unwarranted in the opinion of the Exchange. Such determination can be made even if the Applicant Issuer meets the Exchange's listing standards. In connection with the review of any listing application, the Exchange reserves the right to request such additional public or non-public information or documentation as it may deem necessary and appropriate to make a determination regarding the listing eligibility of the Applicant Issuer's security, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or other appropriate regulatory authority.

#### **B. Regulatory Review**

The Applicant Issuer must provide the Exchange with a letter signed by an executive officer of the company, certifying that, to the company's knowledge, no officer\*, board member, or non-institutional shareholder with greater than 10% ownership of the company has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) during the past ten years. To the extent that an officer, board member, or non-institutional shareholder with greater than 10% ownership of the company has been so convicted, provide a detailed description of all such matters. In addition to reviewing this letter, the Exchange will review background materials available to it regarding the aforementioned individuals as part of the eligibility review process.

\*As such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

**Part VI: Attestation**

I, \_\_\_\_\_, as \_\_\_\_\_  
Name of Authorized Executive Officer Title of Authorized Executive Officer

\_\_\_\_\_, do hereby  
Full Name of Company

attest that, at the time of the filing of this application, the Applicant Issuer is deemed to have read and understood the Exchange’s listing and corporate governance rules and requirements and, if approved for listing, intends to comply with all applicable listing and corporate governance rules and requirements on an ongoing basis. Further, I certify that to the best of my knowledge and belief, the information contained within this application and any materials provided to the Exchange in support of this application are true and correct.

\_\_\_\_\_  
Signature of Authorized Executive Officer

\_\_\_\_\_  
Date



**NEW YORK STOCK EXCHANGE  
LISTING AGREEMENT FOR DOMESTIC COMPANY  
EQUITY SECURITIES**

The undersigned, being a duly authorized officer of:

\_\_\_\_\_  
Full Legal Corporate Name of the Applicant Issuer

does hereby certify that this agreement is made pursuant to a resolution(s) adopted by the Applicant Issuer’s governing body to list on the New York Stock Exchange (the “Exchange”),

\_\_\_\_\_  
(Title of Security)

\_\_\_\_\_  
(Par Value)

1. The Applicant Issuer certifies that it understands and agrees to comply with all current and future rules, listing standards, procedures and policies of the Exchange as they may be amended from time to time.
2. The Applicant Issuer agrees to promptly notify the Exchange in writing of any corporate action or other event which will cause the Applicant Issuer to cease to be in compliance with Exchange listing requirements.
3. The Applicant Issuer agrees to list on the Exchange all subsequent amounts of the security(s) to be listed which may be issued or authorized for issuance.
4. The Applicant Issuer agrees to furnish to the Exchange on demand such information concerning the Applicant Issuer as the Exchange may reasonably request.
5. For purposes of publicity related to the Applicant Issuer’s listing on the Exchange, the Applicant Issuer authorizes the Exchange to use the Applicant Issuer’s corporate logos, web site address, trade names, and trade/service marks in order to convey quotation information, transactional reporting information and any other information related to the Applicant Issuer’s listing on the Exchange.
6. The Applicant Issuer indemnifies the Exchange and holds it harmless from any third party rights and/or claims arising out of the Exchange’s or any affiliate’s use of the Applicant Issuer’s corporate logos, web site address, trade names, trade/service marks and/or the trading symbol used by the Applicant Issuer.
7. The Applicant Issuer will maintain a transfer agent and a registrar, as necessary, which satisfy the applicable requirements set forth in Section 601.00 of the Manual et seq.

8. The Applicant Issuer agrees to pay when due all fees associated with its listing of securities on the Exchange, in accordance with the Exchange's rules.

9. The Applicant Issuer agrees to file all required periodic financial reports with the SEC, including annual reports and, where applicable, quarterly or semi-annual reports, by the due dates established by the SEC.

10. The Applicant Issuer agrees to comply with all requirements under the federal securities laws and applicable SEC rules.

11. Nothing contained in or inferred from the listing agreement shall be construed as constituting the Applicant Issuer's contract for the continued listing of the Applicant Issuer's securities on the Exchange. The Applicant Issuer understands that the Exchange may, consistent with applicable laws and SEC rules, suspend its securities and commence delisting proceedings with or without prior notice to the Applicant Issuer, upon failure of the Applicant Issuer to comply with any one or more sections of the listing agreement, or when in its sole discretion, the Exchange shall determine that such suspension of dealings and delisting is in the public interest or otherwise warranted.

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_  
(Full Name of the Applicant Issuer)

attests that it is in full agreement with the terms and conditions contained herein,

By \_\_\_\_\_

Name:

Title:

**NEW YORK STOCK EXCHANGE  
LISTING AGREEMENT FOR FOREIGN PRIVATE ISSUER  
EQUITY SECURITIES**

The undersigned, being a duly authorized officer of:

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Full Legal Corporate Name of the Applicant Issuer

does hereby certify that this agreement is made pursuant to a resolution(s) adopted by the Applicant Issuer’s governing body to list on the New York Stock Exchange (the “Exchange”),

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(Title of Security)

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(Par Value)

1. The Applicant Issuer certifies that it understands and agrees to comply with all current and future rules, listing standards, procedures and policies of the Exchange as they may be amended from time to time.
2. The Applicant Issuer agrees to promptly notify the Exchange in writing of any corporate action or other event which will cause the Applicant Issuer to cease to be in compliance with Exchange listing requirements.
3. The Applicant Issuer agrees to list on the Exchange all subsequent amounts of the security(s) to be listed which may be issued or authorized for issuance.
4. The Applicant Issuer agrees to furnish to the Exchange on demand such information concerning the Applicant Issuer as the Exchange may reasonably request.
5. For purposes of publicity related to the Applicant Issuer’s listing on the Exchange, the Applicant Issuer authorizes the Exchange to use the Applicant Issuer’s corporate logos, web site address, trade names, and trade/service marks in order to convey quotation information, transactional reporting information and any other information related to the Applicant Issuer’s listing on the Exchange.
6. The Applicant Issuer indemnifies the Exchange and holds it harmless from any third party rights and/or claims arising out of the Exchange’s or any affiliate’s use of the Applicant Issuer’s corporate logos, web site address, trade names, trade/service marks and/or the trading symbol used by the Applicant Issuer.
7. The Applicant Issuer will maintain a transfer agent and a registrar, as necessary, which satisfy the applicable requirements set forth in Section 601.00 of the Manual et seq.

8. The Applicant Issuer agrees to pay when due all fees associated with its listing of securities on the Exchange, in accordance with the Exchange's rules.
9. The Applicant Issuer agrees to file all required periodic financial reports with the SEC, including annual reports and, where applicable, quarterly or semi-annual reports, by the due dates established by the SEC.
10. The Applicant Issuer agrees to comply with all requirements under the federal securities laws and applicable SEC rules.
11. The Applicant Issuer agrees to solicit proxies from U.S. holders for all meetings of stockholders.
12. Nothing contained in or inferred from the listing agreement shall be construed as constituting the Applicant Issuer's contract for the continued listing of the Applicant Issuer's securities on the Exchange. The Applicant Issuer understands that the Exchange may, consistent with applicable laws and SEC rules, suspend its securities and commence delisting proceedings with or without prior notice to the Applicant Issuer, upon failure of the Applicant Issuer to comply with any one or more sections of the listing agreement, or when in its sole discretion, the Exchange shall determine that such suspension of dealings and delisting is in the public interest or otherwise warranted.
13. If the Corporation is listing American Depositary Receipts, in the event that a successor Depositary or an additional Depositary is named, the Corporation agrees that it will not appoint any person as such successor Depositary or additional Depositary 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.

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_  
(Full Name of the Applicant Issuer)

attests that it is in full agreement with the terms and conditions contained herein,

By \_\_\_\_\_  
Name:  
Title:

**NEW YORK STOCK EXCHANGE  
LISTING AGREEMENT FOR  
DEPOSITARY OF A FOREIGN PRIVATE ISSUER**

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

\_\_\_\_\_ (hereinafter called the "Depositary"), as Depositary 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 LLC (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 Depository 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 :

**NEW YORK STOCK EXCHANGE  
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 \_\_\_\_\_



**Designated Market Maker Selection**

In accordance with the NYSE/NYSE MKT Policy/Procedures for Selecting a Designated Market Maker (“DMM”), we have interviewed each DMM from the pool we previously chose and have selected \_\_\_\_\_ to maintain the market in the Company’s shares on the [NYSE/NYSE MKT] (choose one).

\_\_\_\_\_  
Signature (Corporate Secretary or higher) \_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Company

\* This form is to be submitted to the Exchange staff within two business days after DMM Interviews have been completed. If trading of the Company’s shares is to occur the same week as the DMM Interviews, the Company must submit this decision form on the day prior to trading, at the latest.

**NEW YORK STOCK EXCHANGE  
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 \_\_\_\_\_

SAMPLE DOCUMENTATION

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PUSUANT TO SECTION 12(b) or (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

.....  
(Exact name of registrant as specified in its charter)

.....  
(Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

.....  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Ordinary Shares, nominal value ( ) per share .....	<u>New York Stock Exchange LLC</u>
American Depositary Shares (as evidenced by ) American Depositary Receipt representing ( ) Ordinary Shares .....	<u>New York Stock Exchange LLC</u>

.....

\* Application to be made for listing, not for trading, in connection with the registration of American Depositary Shares.

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered**

Furnish the information required by Item 202 of Regulation S-K or Item 202 of Regulation S-B, as applicable.

Instruction

If a description of the securities comparable to that required here is contained in any prior filing with the Commission, such description may be incorporated by reference to such other filing in answer to this item. If such description will be included in a form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act, this registration statement shall state that such prospectus shall be deemed to be incorporated by reference into the registration statement. If the securities are to be registered on a national securities exchange and the description has not previously been filed with such exchange, copies of the description shall be filed with copies of the application filed with the exchange.

**Item 2. Exhibits.** List below all exhibits filed as a part of the registration statement:

Instruction

See the instructions as to exhibits, set forth below.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) .....

Date .....

By .....

\*Print the name and title of the signing officer under his signature.

**SAMPLE DOCUMENTATION****NEW YORK STOCK EXCHANGE  
SAMPLE SECTION 315 LETTER**

[Letterhead of Company Counsel]

New York Stock Exchange  
Capital Markets  
11 Wall Street  
14<sup>th</sup> Floor  
New York, New York 10005

Dear Mr./Ms.

[I am] [We are] Counsel to [insert name of Company] (the “Company”). In connection with the Company’s listing on the New York Stock Exchange, [I] [We] hereby confirm that to the Company’s knowledge, no officer, board member, or non-institutional shareholder with greater than 10% ownership of the company has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) in the past ten years. The term “officer” in the foregoing sentence is used as such term is defined by the Securities and Exchange Commission in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

Sincerely,

## SAMPLE DOCUMENTATION

**NEW YORK STOCK EXCHANGE  
SAMPLE CORPORATE RESOLUTIONS**

## Listing on the New York Stock Exchange

WHEREAS, the Company's common stock, \_\_\_\_\_ par value (the "Common Stock" is currently listed and trading on the Over-the-Counter market or NYSE MKT LLC ("OTC" or "NYSE MKT");

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE");

NOW, THEREFORE, BE IT RESOLVED, that all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on the NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Company of filing, listing or application fees, the preparation of temporary and permanent certificates for the Common Stock, and the appearance of any such officer before NYSE officials;

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on \_\_\_\_\_ and the NYSE, all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to delist and suspend the trading of the Common Stock on \_\_\_\_\_ upon the admission of the Common Stock to trading on the NYSE, including the preparation, execution and delivery of application, documents, forms and agreements with \_\_\_\_\_ and the SEC.

RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be \_\_\_\_\_.

RESOLVED FURTHER, that all officers of the Company be and each hereby is authorized from time to time to do, or cause to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Company to become listed and admitted to trading on the NYSE and, upon such admission to trading, to cause the Company to be delisted on \_\_\_\_\_ and otherwise to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby and expressly ratified, confirmed, adopted and approved.