



# Chicago Stock Exchange Application and Agreement for Initial Primary Listing

\_\_\_\_\_ (the "Company")  
(Full Name of Company)

Incorporated in the State of \_\_\_\_\_, hereby makes application  
to List and Register the following securities on the Chicago Stock Exchange,

Incorporated (the "Exchange"):

Description of Issue	Number of Shares

Note: The number of shares applied for should be the total of the shares presently issued plus the amounts authorized for future issuance for specific purposes. A schedule should be attached indicating the breakdown and purpose of any shares reserved for future issuance. (If shares are reserved for more than one purpose, each such purpose and the number of shares reserved therefor should be given separately.<sup>1</sup>)

The Company seeks to list the above securities on (check one):

- Tier I
  Tier II
  Highest Attainable Tier

<sup>1</sup> CHX Article 22, Rule 2, Interpretation .01-1.

The Company is filing with this Application:

- A duly executed Registration Statement on Form \_\_\_\_\_ with exhibits as required by the Securities Exchange Act of 1934 and the Rules and Regulations of the Securities and Exchange Commission. A duplicate of said Registration Statement and said required exhibits (check one)
- ARE BEING CONCURRENTLY  HAVE BEEN filed with the Commission.<sup>2</sup>
- A copy of the charter and any amendments certified by the Secretary of State of the state of incorporation.<sup>3</sup>
- A copy of the by-laws certified by the Secretary or Assistant Secretary of the applicant corporation.<sup>4</sup>
- The financial statements accompanied by a certificate and signed by an independent public accountant, in form acceptable to the Exchange. The Exchange reserves the right to require financial statements covering current operations.<sup>5</sup>
- A legal opinion of independent counsel, satisfactory to the Exchange as to: (1) legality of organization of the company; (2) authorization of the issuance of the securities covered by the application; (3) validity of the securities; (4) full payment and non-assessability; (5) personal liability of shareholders; and (6) compliance with the Securities Act of 1933. If it is counsel's opinion that registration under said Act is not necessary, he should state the reason for the exemption in his opinion. If counsel or any partner of counsel is an officer or director of the company, this fact should be disclosed in the opinion.<sup>6</sup>
- Resolution of Board of Directors authorizing listing and naming a representative authorized to make any necessary changes in the application.<sup>7</sup>

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<sup>2</sup> CHX Article 22, Rule 2, Interpretation .01-2.

<sup>3</sup> CHX Article 22, Rule 2, Interpretation .01-3.

<sup>4</sup> CHX Article 22, Rule 2, Interpretation .01-3.

<sup>5</sup> CHX Article 22, Rule 2, Interpretation .01-4.

<sup>6</sup> CHX Article 22, Rule 2, Interpretation .01-5.

<sup>7</sup> CHX Article 22, Rule 2, Interpretation .01-6.

- Certified Schedules of Distribution. The most recent breakdown available will be satisfactory if it represents fairly the present share and stockholder distribution.<sup>8</sup>
- Specimens of Stock Certificates. Certificates must be prepared by a banknote company which has been approved by the Exchange. Exchange standards require a steel engraved border. The face of the certificate may be engraved or surface printed. One copy of each type of form, indelibly marked "Specimen," shall be filed.<sup>9</sup>
- A check for the Listing Fee in the amount of \$15,000.00 payable to the Exchange must accompany any application regardless of the type of application.<sup>10</sup>

Applicant understands that processing and approval of an original application accompanied with all required supporting documents will typically require one to two weeks from date of receipt. Upon approval for listing the Exchange certifies its approval to the Securities and Exchange Commission. The Securities Exchange Act of 1934 provides that registration becomes effective thirty days after receipt by the Commission of this certification of the Exchange, unless effectiveness is accelerated by Order of the Commission.<sup>11</sup>

In consideration of the acceptance of this application, the Company hereby agrees with the Exchange as follows:

- (1) To notify the Exchange promptly of any change in the general character of nature of its business.
- (2) To notify the Exchange immediately if it or any subsidiary or controlled company should dispose of any property or of any stock interest in any of its subsidiaries or controlled companies when such disposal would impair or materially affect its financial position or the nature or extent of its operations as theretofore conducted.
- (3) Not to change its accounting policies materially from those existing at the time of listing without giving notice thereof to the Exchange.
- (4) To mail with or prior to the notice of the annual meeting to the holders of record of its securities listed on the Exchange and to the Exchange a report containing a balance sheet, income statement, and analysis of surplus account covering the period from the date of the financial statements last published, consolidated in the case of a parent or holding company, or a balance sheet,

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<sup>8</sup> CHX Article 22, Rule 2, Interpretation .01-7

<sup>9</sup> CHX Article 22, Rule 2, Interpretation .01-8.

<sup>10</sup> CHX Article 22, Rule 2, Interpretation .01.

<sup>11</sup> CHX Article 22, Rule 2, Interpretation .01.

income statements and analysis of surplus account of the parent or holding company and of each constituent, subsidiary, owned or controlled company. Such financial statements shall show clearly the existence of any default in interest or dividends or redemption or sinking fund requirements of the parent or holding company or of any constituent, subsidiary, owned or controlled company. Such statements shall truly disclose the operations and condition of the company and shall be certified by duly qualified, independent public accountants whose certificate in form satisfactory to the Exchange shall be part of the report.

(5) Not to make any change in the form or nature of its listed securities, or in the rights or privileges of the holders thereof, without having given ten (10) days prior notice to the Exchange of such proposed changes, nor if the Exchange so requires, without making application for listing of the securities as changed.

(6) To notify the Exchange in the event of the issuance or creation in any form or manner of any rights to subscribe to or to be allotted its securities or of any other rights or benefits pertaining to ownership in its securities, so as to afford the holders of its securities an interim period satisfactory to the Exchange within which to record their interests and to exercise their rights, and to issue all such rights in a form approved by the Exchange, and to make the same transferable, payable and deliverable in the City of Chicago.

(7) To notify the Exchange promptly of the issuance of any options or warrants to purchase stock or other securities, otherwise than pro rata to stockholders, stating the terms of such options or warrants and the number of shares covered thereby, and to notify the Exchange of any subsequent changes in said options or warrants; also to notify the Exchange of the creation or formation of any reorganization or protective committee or any plan for the deposit of any stock or other securities which will affect the marketability, sale, transfer, or voting rights of any securities so deposited, and to notify the Exchange of the termination thereof.

(8) Not itself, and not to permit any subsidiary, directly or indirectly controlled, to take up as income stock dividends received at an amount greater than that charged against earnings, earned surplus, or both of them by issuing company in relation thereto.

(9) To notify the Exchange of any proposed increase in the outstanding amount of stock, bonds or other securities of the class previously listed and to make application for the listing of said additional amounts of listed securities sufficiently prior to the issuance thereof to permit action in due course upon such application; and to notify the Exchange of the proposed issuance of any securities on a parity with or senior to any listed securities.

(10) To publish promptly to holders of stock listed any action in respect to dividends on shares, or allotments or rights for subscription to securities, notice

thereof to be sent to the Exchange and to give the Exchange at least ten (10) days notice in advance of the closing of the transfer books or extensions, or of the taking of a record of holders for any purpose, stating the purpose thereof, also to publish promptly to holders of bonds listed any action or default in respect to interest on bonds, redemption of bonds and other similar matters, notice thereof also to be sent to the Exchange a reasonable time in advance.

(11) To forward to the Exchange a copy of all notices and reports sent to holders of its securities.

(12) To file with the Exchange a certified copy of any amendment to the charter or bylaws of the Company together with a satisfactory opinion of counsel respecting the legality of such document.

(13) To solicit proxies for all meetings of stockholders or to solicit consents in lieu thereof.

(14) If the Company issues securities which are subject to an investment restriction, to affix a legend relating to the restriction on the face of the certificate for such securities substantially as follows:

“The shares represented by this certificate have been acquired for investment and have not been registered under the Securities Act of 1933. The shares may not be sold or transferred in the absence of such registration or an exemption there from under said Act.”

(15) To conform to the Exchange’s policy on Informing the Public.<sup>12</sup>

(16) To conform to the Exchange’s policy on Record Date During or Shortly after a Stock Distribution.<sup>13</sup>

(17) Not to disparately reduce or restrict through any corporate action or issuance the voting rights of existing shareholders. Examples of such corporate action or issuance include, but are not limited to, the adoption of time-passed voting plans, the adoption of capped voting rights plans, the issuance of super voting stock or the issuance of stock with voting rights less than the per share voting rights of the existing common stock through an exchange offer

(18) To notify the Exchange of its intention, at least thirty (30) days prior to filing an application, to list securities of the same class as those covered by this application on another national securities exchange.

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<sup>12</sup> CHX Article 22, Rule 21, Interpretation .01.

<sup>13</sup> CHX Article 22, Rule 21, Interpretation .01.

(19) To notify the Exchange promptly if, during the time the securities which are the subject of this Application For Listing (the "subject securities") are also listed on another exchange or a national securities association, the Company receives oral or written notification from such other market that any of the subject securities has fallen below the continued listing requirements of such other market

Further, if the any of the subject securities are currently listed or approved for listing on any other market, the Company, by signing this Application for Listing, represents and warrants to the CHX that as of the date hereof it has not been notified by such other market that the subject securities have fallen below the continued listing requirements of such other market nor does the Company have any reason to believe that the subject securities have fallen below the continued listing requirements of such other market.

Nothing in these agreements shall obligate the Company to do any act in contravention of law or in violation of the rules or regulations of any duly constituted public authority having jurisdiction over the Company.

Executed at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_ A.D.

\_\_\_\_\_  
(Name of Company)

CORPORATE  
SEAL

By: \_\_\_\_\_  
(Authorized Officer)

ATTEST: \_\_\_\_\_  
(Corporate Secretary)