

PRINCIPAL UNITED STATES SECURITIES TRADING MARKETS INITIAL AND CONTINUING LISTING REQUIREMENTS

QUANTITATIVE REQUIREMENTS	New York Stock Exchange						American Stock Exchange						NASDAQ Global Market					NASDAQ Capital Market	
	Initial Listing Requirements			Continued Listing Requirements			Initial Listing Requirements				Continued		Initial Listing Requirements			Continued		Initial	Continued
	Earnings	Valuation w/ Cash Flow	Pure Valuation	Earnings	Valuation w/ Cash Flow	Pure Valuation	Alternative 1	Alternative 2	Alternative 3	Alternative 4	Alt. 1	Alt. 2	Alternative 1	Alternative 2	Alternative 3	Alternative 1	Alternative 2		
Stockholder's Equity	-	-	-	\$75 M	-	-	\$4 M	\$4 M	\$4 M	-	-	\$2 M ⁽⁸⁾ , or \$4 M ⁽⁹⁾ , or \$6 M ⁽¹⁰⁾ , or *(11)	\$15 M	\$30 M	-	\$10 M	-	\$5 M -OR-	\$2.5 M -OR-
Market Capitalization	-	\$500 M	\$750 M	\$75 M ⁽⁴⁾	\$250 M ⁽⁵⁾	\$375 M ⁽⁶⁾	-	-	\$50 M	\$75 M -OR-	\$50M -OR-	-	-	\$75 M ⁽¹³⁾ -OR-	-	\$50 M -OR-	\$50 M ⁽¹⁵⁾ -OR-	\$35 M ⁽¹⁵⁾ -OR-	
Total Assets	-	-	-	-	-	-	-	-	\$75 M ⁽⁷⁾	\$50 M	-	-	-	-	\$75 M	-	\$50 M	-	
Revenue	-	\$100 M in most recent 12 months	\$750 M	-	\$20 M in most recent 12 months	\$15 M in most recent 12 months	-	-	-	\$75 M	\$50 M	-	-	-	\$75 M	-	\$50 M	-	
Pre-Tax Income	\$10 M ⁽²⁾	-	-	-	-	-	\$750,000 ⁽⁷⁾	-	-	-	-	-	\$1 M	-	-	-	-	-	
Net Income from Operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	\$750,000 ⁽⁷⁾	
Operating Cash Flow	-	\$25 M total in last 3 fiscal years	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Operating History	3 years	3 years	3 years	-	-	-	-	2 years	-	-	-	-	2 years	-	-	-	-	1 Year or \$50 M market cap	
Min. Closing/Bid Price Per Share	\$5			\$1			\$3	\$3	\$2	\$3	-	-	\$5	\$5	\$5 ⁽¹³⁾	\$1	\$1	\$4	
Market Value of Public Float	\$100 M (for existing public company); \$60 M (for IPOs, Spin-offs, Carve Outs and Affiliated Companies ⁽³⁾)			-			\$3 M	\$15 M	\$15 M	\$20 M	\$15 M	Alt. 3 ⁽¹²⁾ \$1 M	\$8 M	\$18 M	\$20 M	\$5 M	\$15 M	\$5 M	
No. of Public Shareholders	2,000 RLH	2,200	500	400	1,200	-	800	400	400	400 RLH	300 RLH	400 RLH	400 RLH	400 RLH	400 RLH	400 RLH	300 RLH	300 RLH	
No. of Shares Publicly Held ⁽¹⁾	1,100,000	1,100,000	1,100,000	-	-	600,000	500,000	1,000,000	500,000	1.1 M	200,000	1,100,000	1,100,000	1,100,000	750,000	1,100,000	1,000,000	500,000	
Average Daily Trading Volume	-	100,000 shares/ most recent 6 months	1,000,000 shares/ most recent 12 months	-	100,000 shares/ most recent 12 months	-	-	-	2,000 shares/ most recent 6 months	-	-	-	-	-	-	-	-	-	

QUALITATIVE REQUIREMENTS	NYSE	AMEX	NASDAQ
Independent Directors:			
(a) majority of Board of Directors must be comprised of independent directors (Board of Directors affirmatively determines that the independent director has no material relationship with the listed company); and	Yes	Yes	Yes
(b) independent directors must meet at regularly scheduled executive sessions without management.	Yes	Yes	Yes
Compensation of Executive Officers determined by:			
(a) Compensation Committee comprised solely of independent directors; or	Yes	Yes	Yes
(b) majority of independent directors.	-	Yes	Yes
Nominating/ Corporate Governance Committee comprised solely of independent directors	Yes	-	-
Audit Committee:			
(a) Audit Committee Charter – formal written audit committee charter required to specify the scope and responsibilities to include:			
(i) the purpose of committee includes overseeing accounting and financial reporting;	Yes	Yes	Yes
(ii) receipt from outside auditors of a formal written statement regarding independence;	Yes	Yes	Yes
(iii) reviewing and reassessing charter on an annual basis;	Yes	Yes	Yes
(iv) selecting/hiring registered independent public accounting firm;	Yes	Yes	Yes
(v) receiving and responding to complaints relating to accounting, internal accounting controlling or auditing matters; and	Yes	Yes	Yes
(vi) engaging and paying independent advisors.	Yes	Yes	Yes
(b) Audit Committee Composition:			
(i) at least three members;	Yes	Yes	Yes
(ii) all of whom are independent as set forth in Rule 10A-3(b)(1) of the Securities Exchange Act;	Yes	Yes	Yes
(iii) all of whom are able to read and understand financial statements; and	Yes	Yes	Yes
(iv) at least one of whom is an audit committee financial expert.	Yes	Yes	Yes
(c) Cure periods allow an issuer with notice to the exchange to retain a formerly independent director on its audit committee if such member loses independence outside of his/her reasonable control until the earlier of:			
(i) the issuer's next annual shareholders meeting; or	Yes	Yes	Yes
(ii) one year from occurrence of the event causing the individual to lose independence.	Yes	Yes	Yes
Annual Shareholder Meetings Required	Yes	Yes	Yes
Shareholder Meeting Minimum Quorum Requirement	-	33 1/3	33 1/3
Conflict of Interest- review and approval of transactions with related parties, by audit committee or other independent body of Board of Directors required	Yes	Yes	Yes
Shareholder Approval required for:	Yes	Yes	Yes
(a) equity compensation plans;	Yes	Yes	Yes
(b) issuances resulting in a change of control of the issuer; and	Yes	Yes	Yes
(c) issuances of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions involving:			
(i) voting power or shares equal or exceed 20%; or	Yes	Yes	Yes
(ii) any director, officer or substantial shareholder of the issuer having or receiving an interest, directly or indirectly in the Company.	Any	5%	5%
Code of Conduct satisfying the definition of code of ethics set out in Section 406(c) of the Sarbanes-Oxley Act:			
(a) adopted applicable to all directors, officers and employees;	Yes	Yes	Yes
(b) must provide for enforcement mechanism; and	Yes	Yes	Yes
(c) shall be publicly available.	Yes	Yes	Yes

OTCBB	Pink Sheets.com
<ul style="list-style-type: none"> must comply with reporting requirements pursuant to Section 13, 15(d) or 12(g)(2)(B) of the Exchange Act not a blank check or inactive company minimum of 40 stockholders of record market maker must submit Form 211 application to NASD Sarbanes-Oxley Act Section 302 compliance regarding certification requirements 	<ul style="list-style-type: none"> current financial information (unaudited) required at the time of initial quotation in public market compliance with Rule 15c2-11, including balance sheets not more than 16 months old, financial statements not more than 12 months old and other requirements for a market maker to trade the stock not a blank check company or inactive company minimum of 25 round lot stockholders of record market maker must submit Form 211 application to NASD non-reporting companies are exempt from Sarbanes-Oxley Act governance requirements

Footnotes:

- not including any shares held by officers, directors, or beneficial owners of 10% or more
- aggregate for last three fiscal years and \$2 M in each of two most recent fiscal years
- \$500 M market capitalization, 1 year operating history, parent in good standing and retains or is under common control with entity
- subject to delisting if falls below \$25M regardless of stockholder's equity
- subject to delisting if falls below \$75 M regardless of other criteria
- subject to delisting if falls below \$100 M regardless of other criteria
- in last fiscal year or 2 of 3 last fiscal years
- if no losses from continuing operations or net losses in 2 of 3 most recent fiscal years
- if no losses from continuing operations or net losses in 3 or 4 most recent fiscal years
- if no losses from continuing operations or net losses in 5 most recent fiscal years
- subject to delisting if substantial losses from operations, lack of existing financial resources or financial condition is such that the issuer cannot continue operations
- applicable only to common stock
- must meet market value of listed securities and bid price requirements for 90 consecutive trading days prior to applying for listing

Format Notes:

- Information set forth herein is not exhaustive or exclusive
- M = Million
- RLH = Round Lot Holders (100)
- Qualitative Requirements, OTCBB and Pink Sheets only address initial listing requirement
- Annual amounts are for the last fiscal year except where otherwise noted

This chart was prepared by Neil M. Kaufman and Christopher D. Seamster, a partner and associate, respectively, with Davidoff Malito & Hutcher LLP, a full-service corporate law and government relations firm.