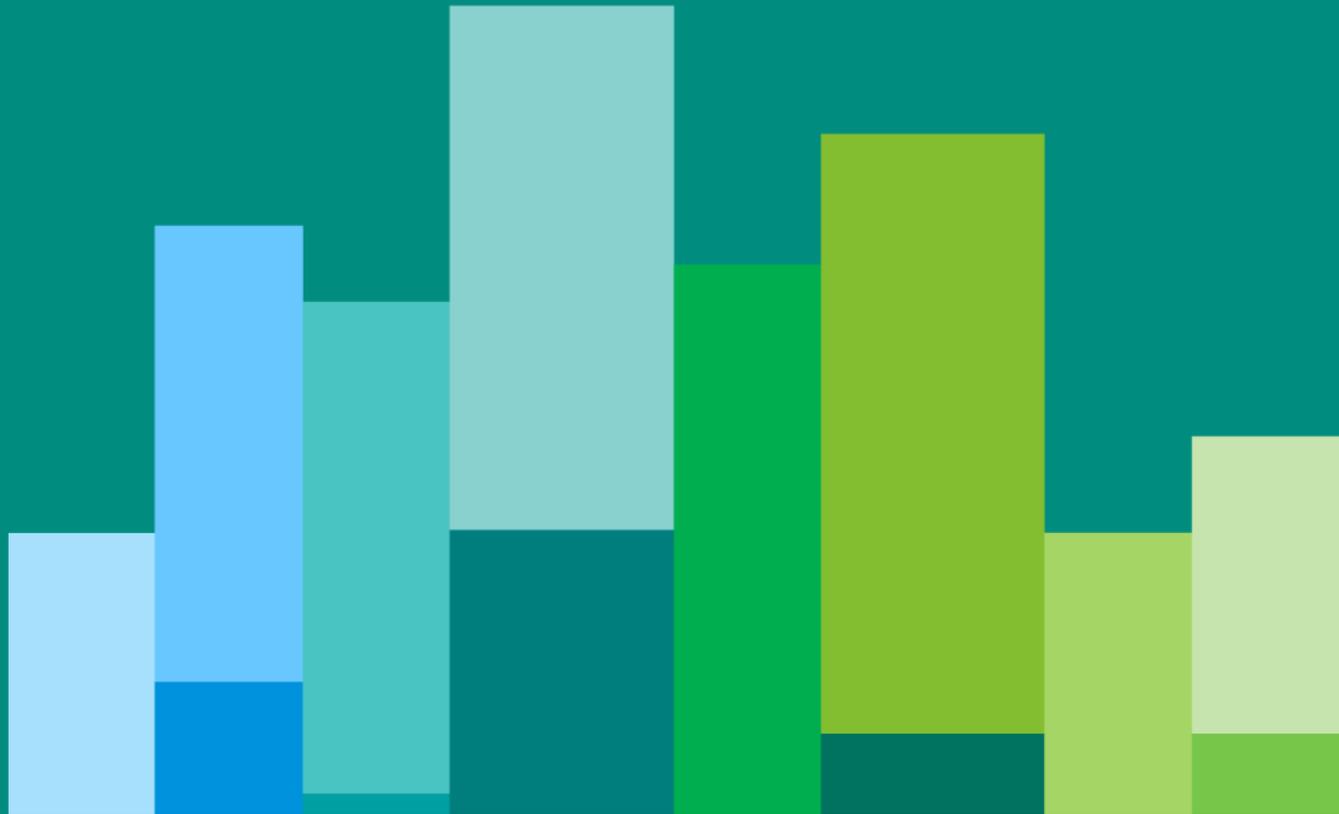


# INTRODUCTION TO THE NYSE AND NYSE MKT

May 14, 2012



# NYSE & NYSE MKT LISTING STANDARDS

## NYSE

### Distribution

\$100M public float, \$1.1M in publicly held shares, 400 round lot holders; \$4 stock price, and one (1) of the following:

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**Income Standard** <sup>(1)</sup> : Adjusted pre-tax income of \$10M in aggregate for the last 3 years, with at least \$2M in each of the most recent 2 years, and a positive 3rd year; If loss in 3rd year, adjusted pre-tax of \$12M in aggregate is required, with at least \$5M in the most recent fiscal year, and \$2M in the next most recent fiscal year

**Valuation with Cash Flow** <sup>(1)</sup> : Market capitalization not less than \$500M; Revenues of \$100M in most recent 12 month period; Aggregate adjusted cash flow of \$25M for the last 3 years

**Pure Valuation:** Market capitalization of \$750M at pricing; Revenues of \$75M in the most recent fiscal year

**Assets and Equity:** Market capitalization of \$150M; Total Assets of \$75M and Stockholder's Equity of \$50M <sup>(2)</sup>

1. If filed as an EGC, Income and Cash Flow Standards will require the same values over a 2 year period
2. Assets and Equity values can be pro forma for the offering

## NYSE MKT

### Distribution

One (1) of the following:

- 800 public stockholders and 500,000 public float (shares);
- 400 public stockholders and 1,000,000 public float (shares);
- 400 public stockholders and 500,000 public float (shares) and 2,000 average daily volume

And one (1) of the following:

**Standard #1** – \$750,000 of pre-tax income<sup>(1)</sup> \$3 million market value of public float; \$3 minimum price; \$4 million stockholders' equity <sup>(2)</sup>

**Standard #2** – \$15 million of market value of public float; \$3 minimum price; 2 years operating history; \$4 million stockholders' equity <sup>(2)</sup>

**Standard #3** – \$50 million in market capitalization; \$15 million market value of public float; \$2 in minimum price; \$4 million stockholders' equity <sup>(2)</sup>

**Standard #4** – \$75 million in market capitalization OR \$75 million in total assets <sup>(1)</sup> AND \$75 million in total revenue<sup>(1)</sup>; \$20 million in market value of public float; \$3 minimum price

1. The applicable requirement must be satisfied in either the last fiscal year or 2 out of 3 most recent fiscal years
2. Issuers are required to maintain \$2 million in Stockholders' Equity if the issuer has losses in 2 of the most recent 3 years; \$4 million if the issuer has losses in 3 of the most recent 4 years; or \$6 million if the issuer has losses in the 5 most recent fiscal years.

