

**REQUIREMENTS OF
CONTINENTAL STOCK TRANSFER & TRUST COMPANY**

AS TRANSFER AGENT AND REGISTRAR

1. Agreement and Certified Copy of Resolution of Board of Directors for our Appointment as Transfer Agent and Registrar (forms enclosed herewith).
2. Certified Copy of Charter or Certificate of Incorporation and any Amendments thereto certified by the proper official of the State of Incorporation, under original seal.
3. Certified Copy of By-Laws and any amendments thereto certified by the Corporate Secretary under the Corporate seal.
4. List of Officers and Directors (form enclosed herewith).
5. Specimen signatures of Officers of the Corporation (card enclosed).
6. Supply of stock certificates signed by proper Officers of the Corporation.

NOTE: PROOFS OF THE CERTIFICATES MUST BE SUBMITTED TO AND APPROVED BY US BEFORE PRINTING.

7. Opinion of Counsel for the Corporation advising as to:
 - (a) the proper organization of the Corporation;
 - (b) the legality of the issuance of its presently issued Capital Stock and Capital Stock being issued in connection with a public offering;
 - (c) the full compliance as to the aforementioned Capital Stock with the Federal Securities Act of 1933, as amended, or the reason and statutory reference under which exemption is claimed if registration under said act is not necessary; and
 - (d) advice as to the details of any and all reserves of Capital Stock.
8. Copy of latest effective Prospectus of the Corporation (if any).
9. Registration Certificate, to be filed with the New York State Tax Commission (required only for New York appointment--card enclosed).
10. If any certificates of stock for which the Transfer Agent and Registrar will act are issued and outstanding prior to appointment:
 - (a) a certified list of all stockholders showing their names, addresses, number of shares and certificate numbers held, certified by the Secretary under the Corporate seal;
 - (b) letter signed by the Secretary of the Corporation listing all stock certificates against which stop transfer orders are in force, together with the nature and reason for such stop orders or, if no such stop orders are in force, a statement to that effect; and
 - (c) letter signed by the Secretary of the Corporation giving the numbers of any unused stock certificates and advising that such certificates have been destroyed or cancelled.
11. For Initial Public Offerings, a letter of instructions, signed by two corporate officers, authorizing and directing the Transfer Agent to and Registrar issue securities in accordance with the underwriter's instructions or the Company's instructions, as the case may be.
12. Check to cover initial fee.