

Corporate Governance Certification Form

Company Name: _____ (the "Company")

Symbol: _____

Deadline: Immediately following the Company's next annual meeting after January 15, 2004, but no later than October 31, 2004.¹

Re: Compliance with the new Audit Committee composition, Audit Committee charter, Nominating Committee charter, Executive Sessions and Code of Conduct requirements

1. Audit Committee Composition – Rule 4350(d)(2)(A)

I hereby certify that the Company has, and will continue to have, an Audit Committee of at least three members, comprised solely of directors each of whom: (1) meets NASDAQ's definition of independence contained in Rule 4200(a)(15) (subject to the exception provided in Rule 4350(d)(2)(B) and the cure period provided in Rule 4350(d)(4)); (2) meets the requirements of SEC Rule 10A-3(b)(1) (subject to exceptions provided in Rule 10A-3(c) and the cure period provided in Rule 4350(d)(4)); (3) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (4) is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Marketplace Rule 4350(d)(2).

In addition, I hereby certify that the Company has, and will continue to have, at least one member of the Audit Committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

2. Audit Committee Charter – Rule 4350(d)(1)

I hereby certify that the Company has adopted a formal written Audit Committee charter specifying the items enumerated in Marketplace Rule 4350(d)(1), and that the Audit Committee will review and assess the adequacy of the charter on an annual basis.

3. Nominating Committee Charter – Rule 4350(c)(4)(B)

I hereby certify that the Company has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws, as required by Marketplace Rule 4350(c)(4)(B).

A company that is a "Controlled Company", as defined in Rule 4350(c)(5), may check this box to certify that more than 50% of its voting power is held by an individual, a group or another company and, therefore, that it is exempt from this Rule. A Controlled

¹ Foreign private issuers and Form SB filers do not have to submit this certification until July 31, 2005.

Company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.

4. Executive Sessions - Rule 4350(c)(2)

I hereby certify that the Company will have regularly scheduled meetings at which only independent directors are present ("executive sessions"), as required by Marketplace Rule 4350(c)(2).

5. Code of Conduct - Rule 4350(n)

I hereby certify that the Company has, or prior to May 4, 2004, will have, adopted one or more codes of conduct applicable to all directors, officers and employees, and that such codes are, or will be, publicly available by this deadline, as required by Marketplace Rule 4350(n).

A duly authorized officer of the Company must sign this certification.

Signature: _____

Print Name: _____

Title: _____

Company Name: _____

Date: _____

Please return this form to:

Listing Qualifications Department
The NASDAQ Stock Market
9600 Blackwell Road
Fifth Floor
Rockville, MD 20850

or by facsimile to: 301.978.4028.

If you have any questions regarding the completion of this certification form, please contact the Listing Qualifications Department at 301.978.8008.

