



American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
T 212 306 1000

2006 Corporate Governance Certification Form

- Completed Certifications must be submitted no later than June 30, 2006.
- This Certification must be completed without modifications or changes.

Company Name: _____

Symbol: _____

I hereby certify on behalf of _____ (the "Company") that it complies and will continue to comply with the American Stock Exchange ("Amex") corporate governance requirements pursuant to the Amex Company Guide as specified below.

Audit Committee Composition Requirements

The Company has, and will continue to have, an Audit Committee of at least three members, each of whom: (1) satisfies the requisite independence standards specified in Sections 121 (if applicable) and 803(a) of the Company Guide and Rule 10A-3 under the Securities Exchange Act of 1934 (subject to any applicable exceptions and cure periods); and (2) is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Section 121B(2)(a)(ii) of the Company Guide.

- A company that is a small business issuer pursuant to Securities and Exchange Commission Regulation S-B may check this box to certify that it has elected to utilize the exception contained in Section 121B(2)(c) of the Company Guide, which permits it to maintain an Audit Committee comprised of at least two members, each of whom: (1) satisfies the requisite independence standards specified in Sections 121 and 803(a) of the Company Guide (subject to any applicable exceptions and cure periods); and (2) is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Section 121B(2)(a)(ii) of the Company Guide. Small business issuers are required to comply with Rule 10A-3 under the Securities Exchange Act of 1934.

In addition, the Company has, and will continue to have, at least one member of the Audit Committee who qualifies as financially sophisticated as required by Section 121B(2)(a)(ii) of the Company Guide.

Audit Committee Charter Requirements

The Company has adopted a formal written Audit Committee charter conforming to the requirements of Section 121B(1) of the Company Guide, and the Audit Committee will review and assess the adequacy of the charter on an annual basis.

Audit Committee Responsibilities

The Company's Audit Committee has the specific audit committee responsibilities, authority and procedures necessary to comply with Rule 10A-3 under the Securities Exchange Act of 1934 (subject to any applicable exemptions) and as specified in Section 121B(4) of the Company Guide.

Board of Director Composition Requirements

At least a majority of the directors on the Company's Board of Directors are, and will continue to be, independent directors as defined in Section 121A of the Company Guide, as required by Section 802(a) of the Company Guide.

- A company that is a small business issuer pursuant to Securities and Exchange Commission Regulation S-B may check this box to certify that it has elected to utilize the exception contained in Section 121B(2)(c) of the Company Guide, which requires at least 50% of the directors on the Company's Board of Directors are, and will continue to be, independent directors as defined in Section 121A of the Company Guide, as required by Sections 121B(2)(c) and 802 of the Company Guide.

- A company that is a "controlled company," as defined in Section 801(a) of the Company Guide, may check this box to certify that it has elected to rely on this exemption from the requirements of Section 802(a) of the Company Guide. A company relying on this exemption must disclose in its annual meeting proxy statement (or in its annual report on SEC Form 10-K or equivalent if the company does not file an annual proxy statement) that it is a controlled company and the basis for that determination. In the event the Company ceases to be a controlled company it must submit a new Corporate Governance Certification Form.

- A company that has elected to utilize any other exception set forth in Section 801 of the Company Guide related to the board of director composition requirements may check this box. Please specify the nature of the exception:

Board of Director Nomination Requirements

The board of director nominations process has been and will continue to comply with the requirements of Section 804 of the Company Guide, including adoption of 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.

- A company that is a "controlled company," as defined in Section 801(a) of the Company Guide, may check this box to certify that it has elected to rely on this exemption from the requirements of Section 804(c) of the Company Guide. A company relying on this exemption must disclose in its annual meeting proxy

statement (or in its annual report on SEC Form 10-K or equivalent if the company does not file an annual proxy statement) that it is a controlled company and the basis for that determination. In the event the Company ceases to be a controlled company it must submit a new Corporate Governance Certification Form.

- A company that has elected to utilize any other exception set forth in Section 801 or the Commentary to Section 804 of the Company Guide related to the board of director nomination requirements may check this box. Please specify the nature of the exception:

Executive Compensation

Compensation of the officers of the Company has been and will continue to be determined in conformance with the requirements of Section 805 of the Company Guide as applicable.

- A company that is a “controlled company,” as defined in Section 801(a) of the Company Guide, may check this box to certify that it has elected to rely on this exemption from the requirements of Section 805 of the Company Guide. A company relying on this exemption must disclose in its annual meeting proxy statement (or in its annual report on SEC Form 10-K or equivalent if the company does not file an annual proxy statement) that it is a controlled company and the basis for that determination. In the event the Company ceases to be a controlled company it must submit a new Corporate Governance Certification Form.
- A company that has elected to utilize any other exception set forth in Section 801 of the Company Guide related to executive compensation requirements may check this box. Please specify the nature of the exception:

Executive Sessions of Independent Directors

The Company’s independent directors will have regularly scheduled meetings as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management, as required by Section 802(b) of the Company Guide.

- A company that has elected to utilize an exception set forth in Section 801 of the Company Guide related to executive sessions of independent directors may check this box. Please specify the nature of the exception:

Code of Conduct and Ethics

The Company has adopted one or more codes of conduct and ethics, applicable to all directors, officers and employees, each of which must be publicly available, as required by Section 807 of the Company Guide.

- A company that has elected to utilize an exception set forth in Section 801 of the Company Guide related to code of conduct and ethics may check this box. Please specify the nature of the exception:

Notification Requirements

I hereby acknowledge that, in accordance with Section 801 of the Company Guide, the Company must provide prompt notification to the American Stock Exchange after an executive officer of the Company becomes aware of any material non-compliance by the Company with the applicable requirements specified or referenced in Part 8 of the Company Guide.

Any such notification should be provided to the Company's designated Listing Qualifications Analyst or to the Listing Qualifications Department at 212-306-2703 or 212-306-5359 (facsimile).

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

Signature: _____

Print Name: _____

Title: _____

Company Name: _____

Date: _____

Please return this form to:

American Stock Exchange LLC
Listing Qualifications, 15th Floor
86 Trinity Place
New York, NY 10006-1872

Or via facsimile: 212-306-5359

Questions regarding completion of this certification form or the corporate governance requirements generally should be directed to the Listing Qualifications Department at 212-306-2703.