

American Stock Exchange Sample Listing Application for American Depositary Receipts

ORIGINAL LISTING APPLICATION

Approved on: _____

No: _____

Date: _____

FOREIGN CORPORATION

London, England

FOREIGN CORPORATION (the "Company") hereby makes application to the American Stock Exchange LLC for the listing of:

65,000,000 American Depositary Receipts ("ADRs") representing 65,000,000 outstanding shares of Ordinary Stock, par value £1, which includes (a) 2,000,000 issued and outstanding ADRs, and (b) 63,000,000 ADRs issuable upon deposit with the Depository of a like number of remaining outstanding shares of Ordinary Stock; and for authority to add to the list, upon official notice of issuance; plus

1,040,000 additional ADRs representing 1,040,000 additional shares of Ordinary Stock issuable upon conversion of the Company's 10% Convertible Debentures due 2001, making a total of:

_____ ADRs representing 66,040,000 shares of Ordinary Stock, the listing of which is herein applied for (of a total authorized issue of 100,000,000 shares).

66,040,000

Each American Depositary Receipt represents one share of Ordinary Stock deposited under a Deposit Agreement dated _____ between Foreign Corporation and XYZ Trust Company, as Depository, and is sponsored by the Company.

ATTACHMENTS

(Deposit Agreement, Proxy Statement and most recent Annual and Semi-Annual Reports filed with the Securities and Exchange Commission.) There have been no material developments affecting the Company since the date of the latest SEC filing noted above.

CERTIFICATE

Pursuant to authority granted by a duly adopted resolution of the Board of Directors on _____, Foreign Corporation hereby applies for listing on the American Stock Exchange and the undersigned hereby certifies that the statements and the representations made in this application, and in the papers and exhibits submitted thereof, are, to the best of such person's knowledge and belief, true and correct.

LISTING OF SECURITIES UNDERLYING AMERICAN DEPOSITARY SHARES

The listing of 66,040,000 shares of Foreign Corporation's Ordinary Stock, par value £1 per share, is intended solely for the purpose of effecting registration under the Securities Exchange Act of 1934 and will not give rise to the direct trading of such shares.

FOREIGN CORPORATION

By: _____

PRESIDENT (OR DULY AUTHORIZED OFFICER)

PLEASE PRINT NAME AND TITLE



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