



NASDAQ Speaks 2007

June 5, 2007
Webcast: 2 pm

NASDAQ[®]

RECENT DEVELOPMENTS AT NASDAQ

- **Exchange registration**
- **Nasdaq Global Select Market**
- **Blue sky exemption for Nasdaq Capital Market**
- **Trading symbols**
- **Portal and options markets**
- **In the works: new Nasdaq Marketplace Rulebook**

UPDATES TO NASDAQ CORPORATE GOVERNANCE RULES

- **Definition of independent director**
 - Payment vs compensation
 - Interim officers
 - Direct compensation threshold raised from \$60,000 to \$100,000
- **New audit committee cure periods**
 - Minimum 180 days, maximum one year

UPDATES TO NASDAQ CORPORATE GOVERNANCE RULES (Cont'd)

- **Review and oversight of related party transactions**
 - Approval requirement eliminated
 - SEC rules require disclosure of approval process
- **Electronic annual reports**

NASDAQ SHAREHOLDER APPROVAL RULES

- **Comment solicitation on warrant valuation**
- **Private placements**
- **Equity compensation**
- **Changes to Listing of Additional Shares process**

COMPANIES OUT OF COMPLIANCE WITH LISTING STANDARDS

- **Nasdaq staff delisting letters**
- **Hearings panel process**
 - Panel has limited discretion to grant “exceptions”
- **Late filer update**
- **Nasdaq Listing and Hearing Review Council**
 - Hears appeals and calls case for review
 - Limited discretion to grant “exceptions”
- **Public Reprimand Letter**

DISCLOSURE OBLIGATIONS

- **Company disclosure obligations for listing standard violations**
 - Proposal to eliminate press release disclosure requirement
- **Company disclosure obligations for material news**
 - Nasdaq Marketwatch monitors this information
 - Proposal to require electronic submission

PUBLIC INTEREST STANDARD

- **Public interest standard**
 - Proposal to clarify standard
 - Fog Cutter Capital Group Inc.
 - Exchange Act Release No. 52993 (Dec. 21, 2005), upheld by U.S. Court of Appeals (D.C. Circuit) (Jan. 23, 2007)

NASDAQ RESOURCES

- **Website resources:**
(<http://www.nasdaq.com/about/LegalCompliance.stm>)
 - Interpretative materials (IMs)
 - Staff interpretations
 - Frequently asked questions
 - Issuer alerts
 - Listing Council decisions
- **Contact people:**
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