

Kelly Black

From: Kelly Black
Sent: Wednesday, July 12, 2006 12:55 PM
To: janwallace@att.net; jwallace@att.net
Subject: FW: Listings
Attachments: FWBe10_06-05-29.pdf; Freiverkehr Trading Segment.pdf; Agreement_Secured Diversified Investment Ltd.doc

From: Sebastian Ostermann [mailto:Sebastian.Ostermann@rg-securities.com]

Sent: Monday, July 10, 2006 11:53 PM

To: kblack@premierfundingservice.com

Cc: 'Rainer Bergmann'; 'Sergey Kozlov'

Subject: Listings

Hi Kelly,

hope everything is fine?

Regarding your request, please find the agreement for **Secured Diversified Investment Ltd.**, information about the trading segment and the official rules and regulations of the Frankfurt Stock Exchange for your information attached.

Can you please take care, that we get the signed agreements for your other companies asap.

We did send you the sample (see attached), normally we prepare the agreement for you but in this case we are not able to get all the information about the company.

Please take care that the company sets up regular homepages for the investors to have a look at the company.

Thx in advance.

Bets Regards

Sebastian

Sebastian Ostermann

Assistant

RG Securities AG

Wertpapierhandelsbank

Goetheplatz 4

D-60311 Frankfurt am Main

Fon: +49 (0) 69 / 92 18 93 214

Fax: +49 (0) 69 / 92 18 93 5214

Email: sebastian.ostermann@rg-securities.com

Web: www.rg-securities.com

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Full Message Headers

Received: from server145.az-dsl.com ([65.98.88.50])
by worldnet.att.net (mtiwmxc14) with ESMTP
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X-Originating-IP: [65.98.88.50]
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id 1G0i0t-0003YD-Pu; Wed, 12 Jul 2006 12:56:47 -0400
Reply-To: <kblack@premierfundingservice.com>
From: "Kelly Black" <kblack@premierfundingservice.com>
To: <janwallace@att.net>,
<jwallace@att.net>
Subject: FW: Listings
Date: Wed, 12 Jul 2006 09:55:43 -0700
Organization: Premier Funding Service
X-Mailer: Microsoft Office Outlook, Build 11.0.6353
Thread-Index: AcaktoqvQf7vuN5sS5+m5SBzw/VEnQAkV68Q
X-PopBeforeSMTPSenders:
kblack@premierfundingservice.com,kblack@wallaceblack.com
X-AntiAbuse: This header was added to track abuse,
please include it with any abuse report
X-AntiAbuse: Primary Hostname - server145.az-dsl.com
X-AntiAbuse: Original Domain - att.net
X-AntiAbuse: Originator/Caller UID/GID - [47 12] / [47 12]
X-AntiAbuse: Sender Address Domain - premierfundingservice.com
X-Source:
X-Source-Args:
X-Source-Dir:
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MIME-Version: 1.0
Content-Type: multipart/mixed;
boundary="--boundary-LibPST-iamunique-1525903836_-_-"

**General Terms and Conditions for the Regulated Unofficial Market
on the Frankfurt Stock Exchange**

FWB10

29 May 2006

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General Terms and Conditions for the Regulated Unofficial Market on the FWB Frankfurt Stock Exchange (Frankfurter Wertpapierbörse)

Preamble

The following rules shall apply to trading during Exchange hours on the Exchange floor or in the electronic trading system of the Frankfurt Stock Exchange in securities that are neither admitted to exchange trading in the Official Market nor in the Regulated Market of the Frankfurt Stock Exchange (Regulated Unofficial Market, § 57 of the Exchange Act (Börsengesetz), § 89 of the Exchange Rules for the Frankfurt Stock Exchange (Börsenordnung):

First Part General Provisions

§ 1 Organization of the Regulated Unofficial Market (Open Market) on the Frankfurt Stock Exchange

- (1) For securities not being admitted for or included in either the Official Market or the Regulated Market, the Frankfurt Stock Exchange (hereinafter referred to as “FWB”) has admitted a Regulated Unofficial Market (“Open Market”).
- (2) The Administering Institution of the Open Market on FWB is Deutsche Börse AG (“DBAG”). DBAG organizes the Open Market in agreement with the Board of Management of FWB.

§ 2 Scope of Application; Participants

- (1) These General Terms and Conditions (“AGB”) shall apply to the whole business relation between DBAG in its function as Administering Institution of the Open Market on FWB and the Participants of the Open Market. Other business relations of the Participants of the Open Market with DBAG remain unaffected thereof. Participation in the Open Market shall take place through trading of securities included in the Open Market (Paragraph 2) and/or through application of admission of securities in the Open Market trade (Paragraph 3).
- (2) Admitted for trading of securities admitted in the Open Market are:
 1. all companies which are admitted for trading on FWB (§ 16 German Stock Corporation Act),
 2. all companies which are admitted for trading on another German Stock Exchange pursuant to § 17 Paragraph 1 Stock Corporation Act.
- (3) The admission of securities in the Open Market trade may be applied for by all companies which are admitted for trading on FWB (§ 16 German Stock Corporation Act).
- (4) Irrespective of whether the prerequisites pursuant to Paragraph 2 or 3 are fulfilled, DBAG may refuse the establishment of business relations with a Participant if reasonable cause in such Participant exist which may damage the reputation of DBAG or FWB.

§ 3 Termination rights of DBAG

- (1) Irrespective of Paragraph 2 and 3, DBAG may terminate all or individual business relations to a Trading Participant pursuant to these General Terms and Conditions upon legitimate reason only. Legitimate reason exists if – even under consideration of the legitimate interests of the Participant – a continuance of trade is unacceptable. Legitimate reason exists in particular
- if, after effectless reminder, the Participant continues to violate against essential contractual obligations of these General Terms and Conditions
- or
- if circumstances in the person of the Participant retroactively occur which fulfill the prerequisites of § 2 Paragraph 4.
- (2) Termination rights of the Participants remain unaffected.

§ 4 Amendments to the General Terms and Conditions

- (1) Amendments to these General Terms and Conditions shall be announced to the Participants in writing or electronically prior to their effectiveness. They shall be deemed approved when the Participant does not object thereto with DBAG in writing or electronically within ten Exchange days after announcement of the amendments. DBAG shall expressly point out this legal consequence to the Participant.
- (2) In case of an objection pursuant to Paragraph 1, DBAG may terminate its business relation to the Participant with a six months' notice. § 3 shall remain unaffected.

§ 5 Administration, Publication of Announcements

In the absence of any provision to the contrary hereinafter, information which have to be published according to these General Terms and Conditions, shall be published on the DBAG's website at <http://www.deutsche-boerse.com> for at least three Exchange days. DBAG may determine other electronic media for publishing the General Terms and Conditions. § 4 shall remain unaffected.

§ 6 Cooperation Obligations of the Participant

Regardless of any particular service obligations according to these General Terms and Conditions, the Participant is obligated to contribute to an orderly operation of the business relation. This contains in particular

- the punctuality, clarity and consistency of applications and notifications,
- a special note to any urgent matters or matters with a period of time

- the review of notifications of DBAG regarding correctness and completeness within the scope of these General Terms and Conditions and immediate raising of objections,
- the notification of DBAG in case of absence of expected or announced information of DBAG.

§ 9 Paragraph 2 shall remain unaffected.

§ 7 Notification Obligation of the Participant

The Participant is obligated to inform DBAG in reasonable extent about all circumstances it has gained knowledge about, such circumstances being necessary for an orderly process of the business relation according to these General Terms and Conditions, in particular for an orderly trade and transaction conduct of the securities included in the Open Market.

§ 8 Secrecy

DBAG is sworn to secrecy regarding all Participant-related facts it has gained knowledge about. Legal duties of disclosure of DBAG remain unaffected.

§ 9 Liability of DBAG; Contributory Negligence

- (1) DBAG is liable regarding fulfillment of its obligations pursuant to these General Terms and Conditions for gross negligence of its employees and the persons it calls for fulfillment of its obligations.
- (2) If, by culpable behaviour, in particular by violation of obligations according to these General Terms and Conditions, the Participant has contributed to the occurrence of the damage, the principles of contributory negligence determine to what extent DBAG and the Participant have to bear the damage.
- (3) DBAG is not liable for damages caused by force majeure, tumult, warlike events and phenomena or by other events not being caused by it (e.g. strike, lockout, traffic block, decrees by public authorities).
- (4) Liability of DBAG vis-à-vis third persons not being Participants according to § 2 Paragraph 2 Clause 1, is excluded.

§ 10 Applicable Law, Jurisdiction

- (1) Regarding the business relation between the Participants and DBAG pursuant to these General Terms and Conditions, German law exclusively applies.
- (2) Sole place of jurisdiction for all disputes in connection with these General Terms and Conditions is Frankfurt am Main.

Second Part
General Provisions for the Inclusion of Securities (Open Market)

§ 11 Inclusion of securities in the Open Market

- (1) Securities which are neither admitted at the Official Market of FWB nor admitted at or included in the Regulated Market of FWB may be included in the Open Market.
- (2) On application of a Participant (§ 2 Paragraph 3), DBAG shall decide upon the inclusion. A claim of the Participant of the inclusion of particular securities does not even exist if the inclusion prerequisites (§ 13) are fulfilled.
- (3) The application of inclusion of securities may be refused also if the inclusion prerequisites (§ 13) are fulfilled, in particular if, in DBAG's view, the prerequisites for an orderly trade or for orderly business transaction are not fulfilled or if the inclusion results in an overreaching of the public or a severe damage of general interests.
- (4) Inclusions shall be published pursuant to § 5.

§ 12 Inclusion Application

- (1) Participant Inclusion has to be applied for in writing. The Applicant has to indicate company and office of the Participant as well as issuer and category of the securities to be included. DBAG is authorized to require additional information in the application.
- (2) The application shall contain all supporting documents required for verification of the inclusion prerequisites (§ 13). Other supporting documents shall be submitted to DBAG upon request. DBAG may decide that certain information has to be transferred electronically and in a specific file format.

§ 13 Inclusion Prerequisites

- (1) Securities can be included if:
 - a) they possess an International Securities Identification Number (ISIN), and
 - b) they are unofficially tradable, and
 - c) the orderly fulfillment of the transactions is guaranteed, and
 - d) there are no regulatory prohibitions against the Exchange trading, and
 - e) they are either admitted for trading on a domestic or foreign organized market already or if a prospectus made for them exists which is approved by a domestic or foreign authority

recognized by DBAG. The prospectus shall not be older than six months and shall be written in either English or German language or contain a summary in either English or German.

If the prerequisites named in item e are not fulfilled, the Participant may create an exposé containing details about the security and the issuer. The information contained in the exposé shall be determined by DBAG. Subject to legal disclosure and publishing obligations, DBAG is not authorized to either publish or transfer this exposé to third persons.

- (2) In particular cases, DBAG is authorised to determine additional inclusion prerequisites.

§ 14 Disclosure Obligations of the Participant

The applying Participant is obligated, over the entire term of inclusion, to inform DBAG about all circumstances being essential for the assessment of the included security or issuer. Only circumstances which the Participant has actual knowledge about or which it can acquire information by generally accessible information sources in a reasonable way, underly such information obligation pursuant to Clause 1.

§ 15 Termination of Inclusion

- (1) Regardless of the termination right pursuant to § 3 Paragraph 2, DBAG may terminate the inclusion of a security with an adequate term, if prerequisites having been underlain the inclusion have ceased to exist retroactively. When assessing the term, the justified interests of the Participant and the public shall be taken into consideration. The inclusion may be terminated without any period of time if an orderly trading of business transaction is affected or an overreaching of the public is imminent. Actions for suspension trading remain unaffected.
- (2) Regardless of the termination right pursuant to § 3 Paragraph 1, the Participant may terminate the inclusion at any time subject to an adequate term. When assessing the term, the justified interests of the Participant, the Lead Broker and the public have to be considered.
- (3) Actions pursuant to Paragraph 1 and 2 shall be published pursuant to § 5.

Third Part
Sub-segment of the Regulated Unofficial Market (Entry Standard)

§ 16 Inclusion of Securities, Approval of Issuer

- (1) The Participant can apply for securities that are included in the Open Market to be included in the sub-segment of the Open Market (Entry Standard). The application can be made together with the application for inclusion in the Open Market.
- (2) Unless provided otherwise, the provisions of the first and second Part of these Rules apply to the inclusion of securities in the Entry Standard.
- (3) The inclusion of securities in the sub-segment of the Entry Standard shall take place under the following prerequisites:
 - a) an undertaking as set out in **Annex 1** signed by the applying Participant for each class of securities to be included in the Entry Standard;
 - b) an up-to-date extract from the Issuer's commercial register entry which is no older than 4 weeks on the date of the application;
 - c) the Articles of Association of the Issuer's company as applicable on the date of the application;
 - d) a written approval by the Issuer towards the applying Participant regarding the inclusion of securities in the Entry Standard;
 - e) the audited consolidated financial statements including the consolidated management report of the Issuer for the financial year of the Issuer preceding the application are sufficient. The generally accepted national accounting principles valid for the Issuer or according to International Financial Reporting Standards (IFRS) apply thereto. In case the issuer is not obligated to prepare consolidated financial statements, the audited individual accounts, including the management report of the issuer is sufficient. The consolidated management report respectively the individual statement including management report shall be presented in German or English together with the auditor's certificate or a note stating that no such certificate could be granted;
 - f) a profile of the Issuer's company set out in **Annex 2** for publication on the Issuer's website;
 - g) a written contract agreed between the Issuer and a Deutsche Börse Listing Partner¹ containing the minimum contents set out in **Annex 3**, and which has to be valid as long as the securities are included in the sub-segment of the Entry Standard.

¹ A list of Deutsche Börse's current Listing Partners can be viewed online at www.deutsche-boerse.com>Listing>Listing Partner. Deutsche Börse Listing Partners who support the sub-segment of the Regulated Unofficial Market (Entry Standard) are specially marked in the list.

- (4) The applying Participant shall give the name of a Lead broker (Skontroführer) for the securities to be included in the Entry Standard. In case of securities that are already included in the Open Market and which have already been allocated to a lead broker, this allocation shall remain unchanged as long as none of the cases set out in § 29 apply. Furthermore the applying Participant may nominate a Designated Sponsor if the securities to be included are admitted for trading in the Xetra electronic trading system.

§ 17 Monitoring duties of the applying Participant

- (1) The applying Participant must at all times take steps to ensure compliance with the duty to publish facts and information, as specified in paragraph 2, and must immediately notify DBAG of any omissions or serious irregularities in this respect.
- (2) The applying Participant shall ensure that the following facts and details are published in the given manner:
- a) the immediate publication on the Issuer's website of any facts occurring in the Issuer's field of operations if, due to their effect on the Issuer's assets or financial situation or on the general development of the Issuer's business, these facts are likely to have a substantial impact on the stock market price of the securities included in the sub-segment of the Entry Standard; facts in the meaning of the foregoing sentence are, in particular, announcements and news about the Issuer's company and, in particular, corporate actions (e.g. capital increases, capital reductions, splits, the issue of subscription rights, the payment of dividends etc.), the Issuer's insolvency, any changes in the Issuer's Executive Board or Supervisory Board, any changes in important investments held by or in the Issuer; the applying Participant must ensure that the only facts that are published are those that allow a purely objective and neutral assessment of the Issuer's operative business, its assets, financial situation and earnings position; the published announcement must not contain any form of advertising nor any representations or statements that could be indirectly or directly construed as advertising in terms of their form or contents.
 - b) the publication on the Issuer's website of the audited consolidated financial statements together with a consolidated management report of the Issuer in the legal form of a stock corporation (if no consolidated financial statements have to be prepared by the Issuer on legal grounds, the publication of the certified individual accounts, including the management report, of the Issuer in the legal form of a stock corporation is sufficient); the generally accepted national accounting principles which the Issuer has to comply with (national GAAP) or the International Financial Reporting Standard (IFRS) apply thereto; this must be done within 6 months of the end of the reporting period applicable to the Issuer. The consolidated financial statements, including the consolidated management report, or the individual accounts, including the management report, must be published in German or English together with the auditor's certificate or with a note stating that no such certificate could be granted. For the first time, the financial statements submitted pursuant to § 16 Paragraph 3 item e shall be published at the time of inclusion in the sub-segment of the Open Market (Entry Standard) at the latest;
 - c) the publication on the Issuer's website of an interim report by the Issuer within three months of the end of the first half of each financial year of the Issuer;

- d) the publication on the Issuer's website of a profile of the Issuer's company which must be updated every year, for the first time at the time of inclusion in the sub-segment of the Open Market (Entry Standard) at the latest;
 - e) the publication on the Issuer's website of the Issuer's corporate calendar, which must be kept up-to-date and include all important dates such as the Issuer's mandatory events (e.g. general meeting) or further activities on the part of the Issuer (e.g. presentations to analysts or investors), for the first time at the time of inclusion in the sub-segment of the Open Market (Entry Standard) at the latest.
- (3) The information concerning the features and the evaluation of the securities, particularly details concerning the German securities code (Wertpapierkennnummer - WKN) or the International Security Identification Number (ISIN), the amount of the dividend and when it is paid, the current share prices and the stock exchange on which they are traded should not be published in combination with a notification communicating the facts and information set out in paragraph 2, letters a) to e). This shall have no bearing on the provisions of the German Securities Prospectus Act (Wertpapierprospektgesetz), particularly concerning a public offer of securities.

§ 18 Contractual Penalty, Termination of Inclusion

- (1) DBAG is authorized, in case of violations of obligations from § 17 by the applying Participant, to claim a contractual penalty in the amount of up to EUR 10,000 for each case of an obligation violation. Actions according to § 30 are not affected thereby.
- (2) Regardless of the termination right according to § 3 Paragraph 1, DBAG may terminate the inclusion in the Entry Standard with a term of six weeks, if the Participant fails to comply with these Rules or if the orderly trading or the transaction settlement of the securities can no longer be guaranteed on a permanent basis.
- (3) Regardless of the termination right according to § 3 Paragraph 1, the Participant may terminate the inclusion in the Entry Standard.
- (4) Actions pursuant to Paragraph 1 to 3 shall be published pursuant to § 5.
- (5) The termination of inclusion in the Entry Standard shall not affect the inclusion securities in the Open Market.

Fourth Part

General provisions for trading

§ 19 Application of the Rules of the Official Market

- (1) The trading and settlement of securities transactions on the Open Market and Entry Standard, the decision concerning the type of price determination and price fixing in these securities, including their supervision, shall be governed mutatis mutandis by the Rules of the Official Market, unless special rules apply under these General Terms and Conditions. The trading hours (hereinafter referred to as “trading hours”) on the Open Market and Entry Standard are the same as those for floor trading at the FWB. The business days of DBAG under these General Terms and Conditions are the Exchange days determined by the Executive Management of the FWB.
- (2) Notwithstanding § 37 Paragraph 2 of the Exchange Act securities that are issued for public subscription may already be included before termination of the allocation period to the subscribers in the Open Market.
- (3) If violations occur, DBAG may take appropriate actions, as set out in § 36 of these General Terms and Conditions.

§ 20 Publication of prices

In accordance with the provisions applying to the Official Market, DBAG is obligated to publish the determined prices of the securities traded on the Open Market and Entry Standard.

Fifth Part

Special provisions for the trading of structured products

§ 21 Structured Products

Structured Products according to these General Terms and Conditions are warrants, certificates and reverse convertibles.

§ 22 Quotes by the quote provider

- (1) During trading hours and at request of the lead broker (Skontroführer) the Issuer, or the Participant whom the Issuer authorises to execute the market settlement (hereinafter referred to as “quote provider”) must quote a binding range, consisting of a bid and an offer limit (quote) that is valid up to an appropriate volume currently customary in the market and which at least complies with the minimum trading unit or an integral (whole numbered) multiple thereof.
- (2) The obligation set out in paragraph 1 does not have to be complied with if it is unreasonable to expect a quote to be supplied in the individual case due to particular circumstances affecting the

quote provider (e.g. a poor telephone line, a breakdown in the system) or due to a specific market situation (e.g. extraordinary price volatility of the underlying). The lead broker (Skontroführer) must immediately be notified of this and must keep a record of such cases.

- (3) Upon the application of the Issuer and in agreement with the Executive Management of the FWB, DBAG may determine the timeframe in which the quote provider has to supply quotes ("quotation timeframe") and that differs from trading hours, as long as this does not adversely affect important investors' protection interests. If the trading hours differ from the quotation timeframe, the Issuer of the product in question must ensure that investors and trading Participants are notified immediately and make a record of the matter.
- (4) If quotes are entered into an electronic information system they shall reflect current market-oriented prices to the extent that this is possible from an organisational and technical point of view. The volume at which the quote provider is willing to conclude transactions shall also be indicated.
- (5) It must be possible for the lead broker (Skontroführer) to contact the quote provider by telephone during the quoting period so that agreement may be reached concerning the price determination.
- (6) The quote provider must make the practical and personnel arrangements for the fulfilment of the obligations stated in paragraph 1, 3 sentences 2, 4 and 5.

§ 23 Obligations of the lead broker and the quote provider

- (1) The lead broker shall make all efforts to broker transactions. He or she may conclude open transactions only if:
 - a) the quote provider has not immediately responded to a quote request or if the quote provider cannot be contacted by telephone or in any other way;
 - b) the lead broker has agreed with the quote provider to conclude orders against the quote provider without a previous quote request and it is necessary to form an open transaction subject to designation of the counterparty; or
 - c) the lead broker has agreed with the quote provider not to execute against the quote provider, although a quote has been submitted. In this case the exchange price must be lower than or at least equal to the offer limit of the quote in the case of a buy order. In case of a sell order the exchange price must be higher than or equal to the bid limit of the quote.
- (2) Paragraph 1 also applies to open transactions subject to the designation of the counterparty with underlying buy or sell orders of different volumes, as well as to proprietary transactions.
- (3) Agreements between the lead broker and the quote provider must be disclosed to the Administering Institution in accordance with paragraph 1 letter b) and letter c).
- (4) Both the lead broker and the quote provider must record all conversations concerning trading activities in accordance with § 17 and § 18 paragraphs 1 to 3; the records must be kept for at least three months.

§ 24 Prohibition of short selling

- (1) Trading Participants are not permitted to sell structured products without having sufficient holdings in the respective structured product at the time that the sell transaction is made. In addition trading Participants must ensure that the customer who places such an order also has sufficient holdings in the structured product at the time that the sell transaction is made.
- (2) Cases in which a sale has unintentionally been executed despite insufficient holdings due to cancellations, technical problems or comparable or similar situations are not subject to the rules in paragraph 1.

**Sixth Part
Special Provisions for the Trading of Fund Shares (Open Market)**

§ 25 Fund Shares

Fund shares pursuant to these General Terms and Conditions are share certificates of domestic and foreign investment funds.

§ 26 Provision of Quotes with Volumes by the Expert

- (1) The expert is obligated to permanently enter quotes during the trading hours for purposes of market balancing and provision of information to the market participants; such quotes shall consist of a bid and ask limit with volumes (quotes with volumes). The entered quotes shall fulfill the minimum requirements to the quotation volume as well as to the difference (spread) between ask- and bid limit pursuant to § 27.
- (2) The obligation pursuant to Paragraph 1 may not be fulfilled if, due to special circumstances in the expert's area of operations (e.g. system breakdown or an economically unsustainable strain for the expert) or due to a particular market situation (e.g. extraordinary price movement in the underlying), the naming of a quote with volumes is unacceptable.
- (3) If particular circumstances in the area of the issuer of the fund shares occur, the following provisions regarding the obligation of the expert to provide a quote with volumes apply:

In case of a suspension of the issuance of fund shares by the investment company, the expert is no longer obligated to provide an ask side. However, the quotes on basis of existing orders in the order book still have to be provided.

In case of suspension of a repurchase of fund shares by the investment company, the expert is no longer obligated to provide a quote with volumes.
- (4) The Trading Surveillance Office of the FWB as well as DBAG shall be informed immediately and in writing by the expert about such special circumstances pursuant to Paragraph 2 and 3. In doing so, the expert shall present the circumstances which have resulted in the suspension of the quote

provision. The expert shall document all cases which have resulted in a suspension of the quote provision pursuant to Paragraph 2 and 3.

§ 27 Minimum Requirements for the Provision of Quotes with Volumes by the Expert

- (1) The minimum volume for the quotes amounts to
 - a. EUR 100,000 for equity funds exclusively or predominantly investing in German or West-European securities, pension funds, money market funds, property funds, mixed and other funds.
 - b. EUR 20,000 for equity funds predominantly investing in non- or East European securities or in special segments.
- (2) The maximum spread with regard to the bid limit amounts to
 - a. 1.5 % for equity funds exclusively or predominantly investing in German or West European securities
 - b. 1 % Pension funds
 - c. 0.5 % for money market funds.
 - d. 2 % for equity funds predominantly investing in non- or East European securities or in special segments property funds, mixed and other funds.

§ 28 Other obligations of the Expert

- (1) Orders may be given with the proviso that they become best-buy or best-sell orders when reaching a certain price (limit), regardless whether the next following price is under or over the determined price (stop-loss or stop-buy order). Orders within the meaning of Clause 1 may also become best-buy or best-sell orders when reaching the quote of the expert. The expert may effect this procedure pursuant to Clause 2 by taking appropriate actions. The procedure according to Clause 3 shall be effected on basis of the bid limit for stop-loss orders of the expert's quote and on basis of the ask limit for stop-buy orders of the expert's quote. The price for execution of the following unlimited orders shall at least correspond to the price to which the situation according to Clause 3 has been effected.

§ 29 Handling of open orders

Open orders in fund shares expire upon dividend payments and other distributions on the first Exchange day following the day on which the fund was traded for the last time including dividend or rights to other distributions.

§ 30 Cancellation of Transactions

- (1) If an investment company suspends the issuance or repurchase of fund shares, the expert shall immediately notify DBAG thereof. DBAG may, in case of a suspension of the repurchase, cancel the trade of the respective funds. All orders shall be deleted upon the suspension of the trade.
- (2) If an investment company has suspended the repurchase of fund shares, all transactions which have been carried out between the last repurchase possibility of the fund shares by the investment company and the end of trade of the trading day on which the investment company has announced the repurchase suspension, or until the cancellation of trade in this public fund, are regarded as cancelled; the respectively last event shall be decisive. This only applies if no fulfillment has yet occurred. In this case, the expert is in charge of making the necessary entries in the Exchange EDP.
- (3) If an investment company has suspended the issuance of fund shares, transactions which have been accomplished between the last issuance possibility of the fund shares by the investment company and the time of suspension of the issuance or the time of announcement of the suspension of the issuance under own-name transaction of the expert, may be cancelled by DBAG upon application by the expert, but only as long as they have not yet been fulfilled.
- (4) The expert shall document all essential circumstances and submit them to DBAG and the Trading Surveillance Office upon request. If DBAG has suspended the trading of this fund, the trading will only be restarted after an adequate waiting period.

Seventh Part

Price determination, allocation of order books

§ 31 Price Determination

Exchange prices in the floor trading shall be determined by lead brokers either in percent of the nominal amount or in Euro per share.

§ 32 Lead Brokers

The Participants possessing admission for lead broking for the Open Market on the FWB are authorized for lead broking.

§ 33 Allocation of order books

- (1) DBAG decides about allocation of order books in agreement with the Board of Management of the Exchange. Order books shall be applied for in writing by the Participants.
- (2) The Administering Institution decides on the allocation of new or existing order books in structured products and fund shares by also taking into account the special circumstances influencing the price determination of such securities. As regards structured products, the Administering Institution particularly takes account of the quality and efficiency to be expected of coordination between the

lead broker and the Issuer of the respective share in the course of the price determination. The lead broker and the Issuers are entitled to be heard on this by the Administering Institution.

§ 34 Duty of care

The lead brokers and/or the individuals acting on their behalf (Exchange traders) must handle open outcry and price determination with the diligence of a prudent business person.

§ 35 Termination of order book

- (1) DBAG may at any time, in agreement with the Board of Management of the Exchange, terminate order books with a term of four weeks. Upon good cause shown, DBAG is authorized, in agreement with the Board of Management of the Exchange, to terminate order books without adherence to a time limit. Good cause is shown if
 - the authorization of the lead broker for lead broking (§ 28) has ceased to exist retroactively, or
 - an orderly price determination is affected or cannot be guaranteed any more.
- (2) The lead broker is authorized to terminate the order book at any time with a term of four weeks. The lead broker's right to terminate the order book without notice upon good cause shown remains unaffected.
- (3) The allocation and termination of an order book shall be published by DBAG (§ 5).

Eighth Part Measures in the case of violations

§ 36 Measures in the case of violations

- (1) DBAG is authorised to publish Participants' violations of obligations from these General Terms and Conditions, thereby naming the company of the respective Participant and specifying the relevant violation.
- (2) Actions pursuant to Paragraph 1 do not affect the implementation of a disciplinary proceeding pursuant to § 20 German Stock Corporation Act.

Ninth Part
Fees

§ 37 Fees

- (1) The amount of the fees to be paid by the Participants for inclusion or listing of securities result from the fee list contained in these General Terms and Conditions.
- (2) Fees are payable with issuance of the invoice by DBAG.

Fee list

1. The non-recurring fee for first inclusion of securities in the Regulated Unofficial Market (Open Market) amounts to
 - a) for an indefinite number of a certain class of securities EUR 750.00
 - b) for bonds (not including reverse convertibles) EUR 150.00
 - c) for structured products as defined pursuant to these General Terms and Conditions EUR 150.00
 - d) for fund shares according to these General Terms and Conditions EUR 150.00

The fees to be paid by a Participant for the inclusion of bonds (with the exception of reverse convertibles) and structured products in the Regulated Unofficial Market (Open Market) in accordance with Paragraph 1 item b), c) and d) is restricted to an amount of EUR 15,000.00 per calendar year.
2. The non-recurring fee on first inclusion of securities in the Unofficial Regulated Market (Open Market) amounts to:

for medium term notes or commercial papers (with the first tranche) EUR 750.00

and in the case of the inclusion of a tranche of a medium term note or commercial paper that is already admitted for trading on an organized market

 - a) with a term to maturity of 6 months or longer EUR 125.00
 - b) with a term to maturity of less than 6 months EUR 50.00.
3. The fee for the non-recurring inclusion of other securities amounts to EUR 150.00.

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4. The non-recurring fee for one-time inclusion of securities in the sub-segment of the Open Market (Entry Standard) amounts to
- a) for the submission of an exposé EUR 750.00
 - b) for the submission of a prospectus pursuant to § 13 Paragraph 1 item e EUR 0.00
5. For the trade of securities in the sub-segment of the Open Market (Entry Standard), a fee per calendar year has to be paid of EUR 1,250.00

Frankfurt/Main, 24 April 2006

Deutsche Börse AG

Annex 1 Undertaking

of the applying Participant

towards Deutsche Börse AG

pursuant to § 16 Paragraph 3 item a of the General Terms and Conditions for the Regulated Unofficial Market of the FWB (hereinafter “General Terms and Conditions”)

With respect to all securities that have been included or will be included in the Open Market (Entry Standard), we undertake to fulfill all incumbent duties pursuant to the General Terms and Conditions, in particular to § 6, 7, 14, 17 General Terms and Conditions.

We declare that we have prepared and implemented the application with the diligence of a prudent businessman.

We undertake to indemnify the FWB and Deutsche Börse AG against any claims that may be raised due to damage resulting from a breach of the duties incumbent upon us pursuant to the General Terms and Conditions. We will account for any damages we are responsible for with the trading participants of the Unofficial Regulated Market, if such damages have been caused by a violation of our obligations.

The validity of the Terms and Conditions is not affected by this undertaking.

Frankfurt/Main, [date]

(Company, signature)

Annex 2 Company profile

The profile of the company to be published on the Issuer's website must contain a summary of the trading data and any information about the company that is already in the public domain. All following information shall be summarized in one document.

The details regarding the trading hours and the company information shall be displayed in tabular form.

Details of trading data

- Total number of securities, amount of the share capital and details concerning the free float
- Shareholding structure
- Name of the lead broker, the applicant, the Deutsche Börse Listing Partner and, if applicable, the Designated Sponsor

Corporate information

- Date of incorporation
- Accounting standard and end of financial year
- Name and function of the Executive Board Members and names of the Supervisory Board Members

Brief description of the business (please limit to 500 characters)

- Description of the operative business
- Business segments and products

Annex 3**Minimum contents for a contract between the Issuer and the Deutsche Börse Listing Partner for the inclusion of securities in the sub-segment of the Open Market (Entry Standard)****Information discussion to be held on first inclusion and annually thereafter**

Before making an application for the inclusion of securities in the sub-segment of the Open Market (Entry Standard) and once every year thereafter, the Deutsche Börse Listing Partner undertakes to conduct an information discussion with the Issuer of the included securities concerning the obligation to maintain transparency and the usual investor relations activities on the German capital market. The subject matter of such an information discussion shall particularly be the transparency requirements that are imperative in connection with an inclusion of securities in the sub-segment of the Open Market (Entry Standard) or with a possible admission of the securities to trading in the General Standard or the Prime Standard at the FWB. The opportunities and requirements of the individual market segments should be explained in detail and in a balanced way and particular attention should be paid to the individual needs and objectives of the Issuer.

Advice to be given on the preparation and the continual updating of the company profile

The Deutsche Börse Listing Partner undertakes to support the issuer of the included securities with the initial preparation of a current company profile at the time of inclusion. The company profile must conform to the requirements set out in the General Terms and Conditions for the Regulated Unofficial Market of the FWB (hereinafter "General Terms and Conditions").

Furthermore, the Deutsche Börse Listing Partner undertakes to support the Issuer of the included securities in updating the profile of its company. The company profile must be updated immediately if there are any significant changes regarding the Issuer's company name, but it must also be updated at least once a year, for instance on publication of the current consolidated financial statements or individual accounts of the Issuer in the legal form of a stock corporation.

Advice to be given on the preparation and updating of the corporate diary

The Deutsche Börse Listing Partner undertakes to support the Issuer of the included securities when the Issuer first prepares a corporate calendar at the time that the securities are first included and in updating such a corporate calendar after the Issuer's securities have been included. The corporate calendar must be continually updated and prepared in observance of the General Terms and Conditions.

Advice on the disclosure of important corporate data to ensure orderly trading

The Deutsche Börse Listing Partner undertakes to advise and support the Issuer of the included securities on the immediate publication of announcements in accordance with 17 paragraph 2 letter a of the General Terms and Conditions

Information concerning trading on the *Freiverkehr* markets of German stock exchanges

Provided by German stock exchanges, exchange supervisors of the individual federal states, and the Federal Association of Securities Firms on German Stock Exchanges

This overview seeks to provide foreign issuers of securities and their respective domestic supervisory authorities with comprehensive information concerning trading on the *Freiverkehr* markets (referred to in stock exchange rules and regulations as regulated unofficial markets) of German stock exchanges.

1. Background on *Freiverkehr*

For decades, the *Freiverkehr* has been established as a market segment managed under private law. Alongside German equities, trading within the segment predominantly includes equities of foreign issuers, notes of German and foreign companies, and certificates and warrants. More than 10,000 securities are traded on *Freiverkehr*.

The *Freiverkehr* seeks to provide OTC trading, a reality in any event, under supervision of the trading surveillance offices of the exchanges, therefore increasing investor protection. Pursuant to Section 2 (5) of the German Securities Trading Act (*Wertpapierhandelsgesetz*- WpHG), *Freiverkehr* markets does not qualify as organized or regulated markets as defined in Article 4 (1) number 14, based on Article 47 of European Commission Directive 2004/39/EC on markets in financial instruments (Markets in Financial Instruments Directive- MiFID).

According to Section 57 of the German Exchange Act (*Börsengesetz* - BörsG), it is the prerogative of the individual exchange to allow a *Freiverkehr*, on the condition that relevant *Freiverkehr* trading rules ensure orderly trading and settlement. The rules according to which *Freiverkehr* trading is executed are set forth by the “administering institution” of the *Freiverkehr* (the so-called *Freiverkehrsträger*), and must therefore be agreed by each individual exchange.

In Germany, the following stock exchanges allow *Freiverkehr* trading: Berlin-Bremen, Düsseldorf, Frankfurt, Hamburg, Hannover, Munich and Stuttgart.

2. Supervision of *Freiverkehr* trading

Monitoring of trading – in particular pricing determination for securities traded on the *Freiverkehr* markets – and compliance with the *Freiverkehr* trading rules, is the responsibility of the trading surveillance offices of the respective exchanges, as well as the state supervisory authority responsible for each exchange. In addition, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – BaFin) supervises trading on both official and unofficial markets pursuant to sections 12 et. seq. of the WpHG, and thus all transactions executed in *Freiverkehr* markets.

The exchange supervisors and the trading surveillance offices of the individual exchanges work together in close cooperation to ensure orderly trading, as well as the early identification of and, where necessary, taking action against violations of the rules for exchange and securities trading applicable in Germany. BaFin also conducts the necessary exchange of information with securities supervisors in other countries, in particular the USA. The trading surveillance offices of German exchanges as well as the agencies responsible for trade monitoring at exchanges in other countries (e.g. SEC and CFTC) are brought into the loop of such processes. The agreements essential for international cooperation have been concluded between BaFin and the American regulators by means of “memoranda of understanding”. Efficient cross-border supervision of trading on *Freiverkehr* markets is therefore ensured based on the measures explained above.

3. Inclusion in the *Freiverkehr*

Inclusion of securities in the *Freiverkehr* is not considered as an admission to trading on an exchange (“listing”) according to German law. Consequently, issuers are not subject to the Ad hoc reporting obligations set forth in section 15 of the WpHG for securities included to *Freiverkehr* trading.

The primary criteria for the inclusion of an equity on the *Freiverkehr* and the subsequent commencement of trading is that the equity is already traded on another exchange in Germany or abroad as part of a supervised trading platform. These equities are expected to fulfil requirements stipulated for admission to trading on their domestic trading platform, and are subject to applicable follow-up requirements resulting from being traded on the domestic trading platform.

An application for inclusion of a given security in the *Freiverkehr* markets must be submitted in writing by a participant admitted for trading on the relevant German

exchange to the administering institution of the *Freiverkehr*. Additionally, the application must contain an exact description of the security to be included and information regarding the German or other (publicly) organized market on which prices for the security in question are already being determined. The applicant is also required to inform the administering institution of the *Freiverkehr* in written form immediately of any substantive circumstances that bear upon the included security or its issuer. Since they are not subject to obligations resulting from inclusion in *Freiverkehr*, foreign issuers admitted to trading on a supervised trading platform have no influence over the inclusion, non-inclusion, or the revocation of inclusion of their respective securities in the *Freiverkehr*. All obligations resulting from inclusion of the securities in the *Freiverkehr* only concern the applicant. For this reason, it is also the sole prerogative of the applicant to request a cessation of trading. Trading of securities can only be unilaterally terminated by the administering institution if orderly trading in a given security on the *Freiverkehr* can no longer be ensured.

A revocation of the admission to trading in the *Freiverkehr* is only possible in the event of non-fulfilment of the prerequisites for inclusion after the fact. A simple request by the issuer for a cessation of trading is not sufficient.

4. Benefits of including securities in the *Freiverkehr*

The inclusion of securities on the *Freiverkehr* of one or more exchanges in Germany provides the issuers of the securities with a series of benefits – without being obliged to fulfill any obligations as a result of the inclusion. These benefits are:

- expansion of the group of potential investors / direct access to European investors
- effortless access to the largest European economy at no cost to the issuer
- presence in the EURO zone and central European time zone
- increasing recognition of the issuers brand name

As compared to investors from other regions, European retail investors have a strong interest in trading in international securities. Often, however, there are very high costs attached to order execution at the individual domestic exchanges, which makes this an unattractive option for retail investors. The ability to trade securities from all over the world on the *Freiverkehr* markets in Germany reduces these costs and is hence very actively used by retail investors.

Trading with the foreign issues included in *Freiverkehr* markets also provides German investors with a series of benefits, such as:

- transparent conditions
- the absence of unpredictable and unexpected foreign custody fees, turnover, or stamp duties
- German exchange trading hours
- settlement in Euro, no currency conversion or currency spread

In conclusion, we wish to reiterate that the *Freiverkehr* is an established element of the German capital market that has been successfully operating for decades.

Secured Diversified Investment Ltd.

To:

RG SECURITIES AG

Herrn Rainer Bergmann
Goetheplatz 4

D-60311 Frankfurt am Main

AGREEMENT TO THE RULES AND REGULATIONS OF THE FRANKFURT STOCK EXCHANGE

Dear Mr. Bergmann,

I, Ms. Jan Wallace, in the capacity President of Secured Diversified Investment Ltd. herewith confirm, that Secured Diversified Investment Ltd. agrees to the listing of its shares at the Frankfurt Stock Exchange and to adhere to the so called Freiverkehrrichtlinien (rules and regulations of the Freiverkehr).

Sincerely

Ms. Jan Wallace

Secured Diversified Investment Ltd.