



## Domestic Company Section 303A Annual Written Affirmation

\_\_\_\_\_ (the "Company") has checked the appropriate box:  
(Insert Company name and ticker symbol)

- The Company hereby affirms the following to the New York Stock Exchange ("NYSE") without qualification:

or

- Subject to any noncompliance that is specifically described on Exhibit H<sup>1</sup> to this Annual Written Affirmation, the Company hereby affirms the following to the NYSE<sup>2</sup>:

### A. Type of Listed Company

The Company has checked only one box that best describes the Company (and has not checked any box that does not accurately describe the Company).<sup>3</sup> The Company:

- (1) Lists common equity securities on the NYSE
- (2) Qualifies as a controlled company and relies on the controlled company exemption
- (3) Is a limited partnership
- (4) Is in bankruptcy
- (5) Is a closed-end management investment company
- (6) Is a business development company

### B. Majority Independence (Section 303A.01)

*(1) If the Company has checked box (1) in Item A above:*

Except as provided in the paragraph below, the board of directors of the Company has a majority of independent directors, and the board has affirmatively determined that each director deemed independent has no material relationship with the Company as required by Section 303A.02(a), and is not disqualified from being deemed independent under Section 303A.02(b).

<sup>1</sup> The Company must provide detailed disclosure on Exhibit H noting which standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance. To the extent that this Annual Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

<sup>2</sup> If the Company is unable to execute this Annual Written Affirmation without qualification, it must check this box.

<sup>3</sup> Further information describing these categories can be found in the General Application section of Section 303A.

Attached on Exhibit A is a list of the names of each director of the Company, and each director deemed independent is marked with an asterisk. In addition, the following information is provided with respect to each independent director listed on Exhibit A: a brief biography, including disclosure regarding the director's board class, share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company or its consolidated subsidiaries, as applicable. If any or all such biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on Exhibit A in lieu of restating the information.

If the Company is relying on the extended transition provided in the General Application section of Section 303A for directors who are no longer deemed independent as a result of the NYSE's November 3, 2004 change to Section 303A.02(b)(iii), it has disclosed such reliance on Exhibit A (including the name of any such director).

*(2) If the Company has checked box (6) in Item A above:*

The board of directors of the Company has a majority of directors who are not "interested persons" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940. Attached on Exhibit A is a list of the names of each director of the Company and each director deemed independent is marked with an asterisk. In addition, the following information is provided with respect to each independent director listed on Exhibit A: a brief biography, including disclosure regarding the director's board class, share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company or its consolidated subsidiaries, as applicable. If any or all such biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on Exhibit A in lieu of restating the information.

#### **C. Nominating/Corporate Governance Committee (Section 303A.04)**

*If the Company has checked box (1) or (6) in Item A above:*

Attached on Exhibit B is a list of those individuals who currently comprise the full membership of the nominating/corporate governance committee and any committee(s) to which the board has allocated any of the responsibilities of the nominating/corporate governance committee, as described in Section 303A.04.

The nominating/corporate governance committee and/or such other committee(s) has a written charter which complies with the applicable requirements of Section 303A.04.

#### **D. Compensation Committee (Section 303A.05)**

*If the Company has checked box (1) or (6) in Item A above:*

Attached on Exhibit C is a list of those individuals who currently comprise the full membership of the compensation committee and any committee(s) to which the board has allocated any of the responsibilities of the compensation committee, as described in Section 303A.05.

The compensation committee and/or such other committee(s) has a written charter which complies with the applicable requirements of Section 303A.05.

**E. Audit Committee (Section 303A.06<sup>4</sup>)**

*If the Company has checked box (1), (2), (3) or (4) in Item A above:*

The Company has an audit committee meeting the requirements of Section 303A.06. Attached on Exhibit E is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors, with an indication as to which members have accounting or related financial management expertise and which members are financially literate. With respect to each such individual, the board has affirmatively determined that each director is deemed independent as required by Section 303A.02(a), Section 303A.02(b) and Rule 10A-3(b)(1).

In addition, to the extent that the Company has not provided such information on Exhibit A, it has provided the following information with respect to each audit committee member on Exhibit E: a brief biography, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company or its consolidated subsidiaries, as applicable. If any or all such biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on Exhibit A or Exhibit E, as appropriate, in lieu of restating the information.

*If the Company has checked box (5) or (6) in Item A above:*

The Company has an audit committee meeting the requirements of Section 303A.06. Attached on Exhibit E is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors, with an indication as to which members have accounting or related financial management expertise and which members are financially literate. With respect to each such individual, the board has affirmatively determined that each director is not an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940 and is independent for purposes of Rule 10A-3(b)(1).

In addition, to the extent that the Company has not provided such information on Exhibit A, it has provided the following information with respect to each audit committee member on Exhibit E: a brief biography, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company or its consolidated subsidiaries, as applicable. If any or all such biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on Exhibit A or Exhibit E, as appropriate, in lieu of restating the information.

**F. Audit Committee (Section 303A.07)**

*All companies:*

The Company has an audit committee meeting the requirements of Section 303A.07, except to the extent the Company is exempt there from. To the extent the Company is exempt from a particular provision of Section 303A.07, a specific description of the basis for such exemption is provided on Exhibit F.

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<sup>4</sup> Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated under the Securities Exchange Act of 1934.

If applicable, the audit committee has a written charter which complies with the requirements of Section 303A.07(c).

If applicable, the Company has established an internal audit function that complies with the requirements of Section 303A.07(d).

**G. Corporate Governance Guidelines (Section 303A.09)**

*If the Company has checked box (1), (2), (3), (4) or (6) in Item A above:*

The Company has corporate governance guidelines that comply with the applicable requirements of Section 303A.09.

**H. Code of Business Conduct and Ethics (Section 303A.10)**

*If the Company has checked box (1), (2), (3), (4) or (6) in Item A above:*

The Company has a code of business conduct and ethics that complies with the applicable requirements of Section 303A.10.

**I. Required Disclosures (Section 303A)**

*All companies:*

The information required to be disclosed by the Company under Section 303A or Rule 10A-3 in the Company's proxy statement or Form 10-K or on its website has been so disclosed and the reference to the document/website address has been provided on Exhibit G.

**J. Domestic Company Section 303A Annual CEO Certification**

*All companies:*

The Company has executed and is concurrently submitting its Domestic Company Section 303A Annual CEO Certification with this Annual Written Affirmation.

## Certification

This Affirmation is signed by a duly authorized officer of, and on behalf of

\_\_\_\_\_  
(Name of Company)

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED.** If you have any questions regarding applicability to your Company's circumstances, please call the Corporate Governance department prior to submission.