



Domestic Company Section 303A Interim Written Affirmation

_____ (the "Company") hereby notifies the New York
(Insert Company name and ticker symbol)

Stock Exchange ("NYSE") that, as of _____, the following event has occurred
(Insert date)

(check all that apply):

- A director who was deemed independent is no longer independent
- A director who was not deemed independent is deemed independent
- A director has been added to the Company's board
- A director has left the Company's board
- The composition of the Company's audit committee has changed
- The composition of the Company's nominating/corporate governance committee has changed
- The composition of the Company's compensation committee has changed
- The composition of any other committee to which the prescribed duties of the nominating/corporate governance committee have been reallocated has changed
- The composition of any other committee to which the prescribed duties of the compensation committee have been reallocated has changed
- The Company is no longer a controlled company for purposes of Section 303A
- The Company has become a controlled company for purposes of Section 303A
- The Company no longer qualifies as a foreign private issuer

A detailed description of each event checked above must be included as Addendum A to this Interim Written Affirmation.

A. Company is in Compliance

If the Company is in compliance with Section 303A following the event checked above, it must check the box below.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is in full compliance with Section 303A.

B. Company is not in Compliance¹

If the Company is not in compliance with Section 303A following the event checked above, it must check the box below and provide detailed disclosure on Exhibit H noting the standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is not in compliance with Section 303A.

¹ To the extent that this Interim 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).

C. 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).² 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

D. Majority Independence (Section 303A.01)

(1) If the Company has checked box (1) in Item C 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). 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 C 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.

² Further information describing these categories can be found in the General Application section of Section 303A.

E. Nominating/Corporate Governance Committee (Section 303A.04)

If the Company has checked box (1) or (6) in Item C 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.

F. Compensation Committee (Section 303A.05)

If the Company has checked box (1) or (6) in Item C 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.

G. Audit Committee (Section 303A.06³)

If the Company has checked box (1), (2), (3) or (4) in Item C 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 C 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

³ Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated under the Securities Exchange Act of 1934.

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.

H. 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.

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.