



Special Entity Section 303A Annual Written Affirmation

This form is to be used by an open-end fund or an issuer that has only debt or preferred securities listed on the New York Stock Exchange and, pursuant to the General Application section of Section 303A, is subject solely to the requirements of Sections 303A.06, 303A.12(b) and 303A.12(c).

_____ (the "Issuer") has checked the appropriate box:
(Insert Issuer name and ticker symbol)

- The Issuer is subject to the audit committee requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") and is in full compliance with the requirements of that Rule, subject to any noncompliance that is specifically described on **Exhibit A**. In addition, each member of the audit committee satisfies the independence requirements set out in Rule 10A-3. Attached on **Exhibit B**¹ is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors.
- The Issuer is exempt from the audit committee requirements of Rule 10A-3 and has provided a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 on **Exhibit C**.

Affirmation

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

(Name of Issuer)

By: _____

Print Name: _____

Title: _____

Date: _____

¹ For each member of the audit committee, provide on **Exhibit B** a brief biography, including disclosure regarding share ownership in the Issuer and a brief description of any existing business relationships and/or fee arrangements with the Issuer, as applicable. If any or all such biographical information is available through an EDGAR filing, the Issuer can specify the location of such disclosure on **Exhibit B** in lieu of restating the information.

There is no specified form for **Exhibit A** or **Exhibit B**. The form of **Exhibit C** is specified and is available on www.nyse.com.

The completed form may be sent, faxed or emailed to:

Corporate Governance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
Telephone: 212-656-4542

Fax: 212-656-5780

Email: corporategovernance@nyse.com

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 Issuer's circumstances, please call the Corporate Governance department prior to submission.