



**Domestic Company  
Interim Written Affirmation  
Rule 5.3(k)(5)(D)**

\_\_\_\_\_ (the "Company") hereby notifies the NYSE Arca, Inc. that, as of \_\_\_\_\_, the following event(s) has occurred, (check all that apply):

- A director who was deemed independent is not longer independent
- A director who was not deemed independent is now deemed independent
- A director has been added to the Company's Board of Directors
- A director has left the Company's Board of Directors
- 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 Company's Nominating/Corporate Governance Committee have been reallocated has changed
- The composition of any other committee to which the prescribed duties of the Company's Compensation Committee have been reallocated has changed
- The Company is no longer a "Controlled Company" for the purposes of Rule 5.3(k)
- The Company has become a "Controlled Company" for the purposes of Rule 5.3(k)
- The Company no longer qualifies as a "Foreign Private Issuer"

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

As of the date of this Interim Written Affirmation, the Company has checked the appropriate box below:

The Company hereby affirms the following to NYSE Arca Equities, Inc. ("NYSE Arca") without qualification:

or

Subject to any non-compliance, a specific description of which is attached as **Exhibit C**,<sup>1</sup> the Company hereby affirms the following to NYSE Arca<sup>2</sup> :

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<sup>1</sup> The Company must provide detailed disclosure on **Exhibit C** noting which standard it is not in compliance with, the reason for the non-compliance and a specific timetable for the Company's return to compliance. To the extent that this Written Affirmation has been signed by the Company's Chief Executive Officer, the Company need not also submit a notice of non-compliance as required by Rules 5.3(k)(5)(A)(iii) or 5.3(m).

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

## A. Type of Listed Company

The Company has checked each box that appropriately 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 NYSE Arca
- (2) Is a domestic issuer of which more than 50% of the voting power is held by an individual, a group or another company
- (3) Is a limited partnership
- (4) Is in bankruptcy
- (5) Is a registered management investment company

## B. Majority Independence - Rule 5.3 (k)(1)

*(1) If the Company has checked box (1) in Item A above but has not checked any other box:*

Except as provided in the paragraphs below, the Board of Directors of the Company has a majority of independent directors, and the Board has affirmatively determined, as required by Rule 5.3 (D)(k)(1), that each Director deemed independent has no material relationship with the Company, and is not disqualified from being deemed independent under any of subparagraphs (A) – (F) of Rule 5.3(k)(1). Attached as **Exhibit A** is a list of the names of each Director of the Company, with the name of each Director deemed independent 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 issuer or its consolidated subsidiaries, as applicable. To the extent that any or all of this biographical information is available through the EDGAR system of the Securities and Exchange Commission (“SEC”), the Company can specify the location of the disclosure on **Exhibit A** rather than restating the information.

If the Company is relying on the extended transition provided in Rule 5.3(o) for companies with classified boards, it has described the basis for its qualification for such reliance, including a list of each director by class and the year each class’ term expires, on **Exhibit A**.

If the Company is relying on NYSE Arca’s application, prior to June 4, 2005, of a one-year look-back, rather than a three-year look back, with regard to the independence standards contained in subparagraphs (A) through (F) of Rule 5.3(k)(1), it has disclosed this reliance, together with the name of the director and details regarding the relationship that would impair independence if a three-year look back were applied, on **Exhibit A**.

*(2) If the Company has checked box (5) in Item A above but has not checked any other box:*

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, as required by Rule 5.3 (k)(1), that each Director deemed independent has no material relationship with the Company, and is not an “interested person” of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940. Attached as **Exhibit A** is a list of the names of each Director of the Company, with the name of each Director deemed independent 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

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<sup>3</sup> Further information describing these categories can be found in Rules 5.3 and 5.3(k).

of any existing business relationships and/or fee arrangements with the issuer or its consolidated subsidiaries, as applicable. To the extent that any or all such biographical information is available through the SEC's EDGAR system, the Company can specify the location of the disclosure on **Exhibit A** rather than restating the information.

If the Company is relying on the extended transition provided in Rule 5.3(o) for companies with classified boards, it has described the basis for its qualification for such reliance, including a list of each director by class and the year each class' term expires, on **Exhibit A**.

### **C. Audit Committee - Rule 5.3 (k)(5)**<sup>4</sup>

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

The Company has an Audit Committee that is in compliance with Rules 5.3(k)(5)(A)(i), 5.3(k)(5)(C)(ii) and 5.3(k)(5)(C)(iii). During the year to which this Written Affirmation relates, the Board of Directors of the Company has reviewed and reassessed the adequacy of the Audit Committee's written chapter. Attached as **Exhibit B** 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. The Board has affirmatively determined that each Director on the Audit Committee is deemed independent as required by Rule 5.3(k)(5)(A)(i) and SEC Rule 10A-3(b)(1).

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 B**: 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. To the extent that any or all such biographical information is available through the SEC's EDGAR system, the Company has specified the location of such disclosure on **Exhibit A or B**, as appropriate, rather than restating the information.

*If the Company has checked box (5):*

The Company has an Audit Committee that is in compliance with Rules 5.3(k)(5)(A)(i), 5.3(k)(5)(C)(ii), and 5.3(k)(5)(C)(iii). During the year to which this Written Affirmation relates, the Board of Directors of the Company has reviewed and reassessed the adequacy of the Audit Committee's written chapter. Attached as **Exhibit B** 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. The Board has affirmatively determined that each Director on the Audit Committee 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 SEC Rule 10A-3(b)(1).

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 B**: 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 issuer or its consolidated subsidiaries, as

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<sup>4</sup> Rule 5.3(k)(5) incorporates the requirements of SEC Rule 10A-3.

applicable. To the extent that any or all of this biographical information is available through the SEC's EDGAR system, the Company has specified the location of such disclosure on **Exhibit A or B**, as appropriate, in lieu of restating the information.

### **Certification**

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

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

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

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

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

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

**Please submit the Interim Written Affirmation no later than 30 days after the above noted event occurred, by hard copy to:**

**Equity Securities Qualification  
NYSE Arca Equities, Inc.  
100 South Wacker Drive, Suite 1500  
Chicago, IL 60606**

Alternatively, the completed form may either be faxed to 312.442.7778 or a scanned version may be sent via email to: [equitiessecqualification@archipelago.com](mailto:equitiessecqualification@archipelago.com)

<b>PCXE WILL NOT ACCEPT THIS WRITTEN AFFIRMATION IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED.</b>
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