



**Foreign Private Issuer
Interim Written Affirmation
RULE 5.3(k)(5)(E)(iv)**

_____ (the “Company”) hereby notifies NYSE Arca Equities, Inc. (“NYSE Arca”) that, as of the _____, the following event has occurred (check all that apply):
(Insert Date)

- An Audit Committee member who was deemed independent is no longer independent.
- A member has been added to the Audit Committee.
- The Company is no longer eligible to rely on or is choosing to no longer rely on a previously applicable exemption provided in Rule 10A-3 of the Securities and Exchange Act of 1934 (the “Act”).

A. Company is in Compliance. If the Company remains in compliance with NYSE Arca Rule 5.3(k)(5)¹ following the event checked above, the Company must check the box below:

- The Company hereby affirms to NYSE Arca that, as of the date of the Interim Written Affirmation, the Company is in full compliance with Rule 10A-3 of the Act.

B. Company is not in Compliance². If as a result of the event checked above, the Company is no longer in compliance with Rule 10A-3, the Company must check the box below and provide detailed disclosure on **Exhibit A** noting the reason for such non-compliance and a specific timetable for the Company’s return to compliance.

- The Company hereby affirms to NYSE Arca that, as of the date of this Interim Written Affirmation, the Company is not in compliance with Rule 10A-3 of the Act.

¹ Rule 5.3(k)(5) incorporates the requirements of Rule 10A-3 of the Act, promulgated by the U.S. Securities and Exchange Commission under the Act.

² To the extent that this Written Affirmation has been signed by the Company’s CEO, the Company need not also submit a notice of non-compliance as required by Rule 5.3(k)(5)(A)(iii).

Additional Information.

- (1) To the extent that the Company has checked the box above indicating that an Audit Committee member is no longer independent, the Company has provided the name of that member on **Exhibit B**.
- (2) To the extent that the Company has checked the box above indicating that a member has been added to the Audit Committee, such member satisfies the requirements set forth in Rule 10A-3 of the Act and PCXE Rule 5.3(k)(1) and, with respect to the member of the Audit Committee who is also a director, the Company has provided on **Exhibit C** a brief biography for the director, including disclosure on share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, 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, the Company can specify the location of the disclosure on **Exhibit C**.
- (3) To the extent the Company has checked the box indicating that it is no longer eligible to rely on or is choosing to no longer rely on a previously applicable exemption provided by Rule 10A-3 of the Act and, as a result, is now required to have/restructure an audit committee, attached as **Exhibit D** is a list of those individuals who currently comprise the full membership of the Audit Committee, with an indication as to which members have accounting or related financial management expertise and which members are financially literate. With respect to each member of the Audit Committee who is also a director of the Company, the Company has provided a brief biography for that director, including disclosure on share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, 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, the Company can specify the location of the disclosure on **Exhibit D**.

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 01.312.442.7778 or a scanned version may be sent via email to: equitiessecqualification@archipelago.com

**NYSE ARCA WILL NOT ACCEPT THIS WRITTEN AFFIRMATION IF
RETYPE, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED**