



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

_____ (the “Company”) hereby notifies NYSE Arca, Inc. that in support of the Company’s Application for Listing, it 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**,¹ the Company hereby affirms the following to NYSE Arca² :

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).³ The Company:

- (1) Has applied to list 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

¹ 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).

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

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

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 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)⁴

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 charter. 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 charter. 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).

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

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 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: _____

NYSE Arca listing rules require issuers to file the Annual Written Affirmation and Annual CEO Certification no later than 30 calendar days after the annual shareholder meeting. Please submit the forms, 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: nysearcalistings@nyse.com

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