



## Domestic Company Section 303A Initial Written Affirmation

\_\_\_\_\_ (the "Company") hereby affirms the following to the  
(Insert Company name and ticker symbol)

New York Stock Exchange:

### A. Type of 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).<sup>1</sup> 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

### B. Type of Listing

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).<sup>1</sup>

- (i) Listing in conjunction with an initial public offering (as defined in Section 303A.00)
- (ii) Listing in conjunction with a carve-out transaction
- (iii) Listing in conjunction with a spin-off transaction
- (iv) Listing upon emergence from bankruptcy
- (v) Previously registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act")
- (vi) Previously registered pursuant to Section 12(g) of the Exchange Act

*All companies:*

Attached on Exhibit A is a list of the current directors of the Company. Each director deemed independent under applicable requirements of Section 303A is marked with an asterisk.

The following information is provided for each director listed on Exhibit A:

- title and employer/other affiliation; and
- board class and/or term end date, if applicable.

<sup>1</sup> See Section 303A.00 for information about these categories.

The following information is provided for each independent director listed on Exhibit A<sup>2</sup>:

- brief biography;
- brief description of any relationship that would be required to be disclosed pursuant to Item 404 of Regulation S-K \*.

Additional information is provided for audit committee members on Exhibit E as noted in Item F below.

\* The Company has indicated on Exhibit A if the director does not have any such relationship.

**C. Majority Board and Director Independence (Sections 303A.01 and 303A.02)**

*If the Company checked box (1) in Item A above:*

The Company has a board of directors meeting the requirements of Section 303A.01 or is relying on a transition pursuant to Section 303A.00. The board has affirmatively determined that each director deemed independent and marked with an asterisk on Exhibit A 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).

If the Company is relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit A.

*If the Company checked box (6) in Item A above:*

The Company has a board of directors meeting the requirements of Section 303A.01 or is relying on a transition pursuant to Section 303A.00. Each director marked with an asterisk on Exhibit A is not an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940.

If the Company is relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit A.

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

*If the Company checked box (1) or (6) in Item A above:*

The Company has a nominating/corporate governance committee meeting the requirements of Section 303A.04 or is relying on a transition pursuant to Section 303A.00.

Attached on Exhibit B is a list of the current members 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.

If the Company is relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit B.

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<sup>2</sup> If any or all such information is available through a Securities and Exchange Commission filing, the Company can specify the location of such disclosure on Exhibit A in lieu of restating the information.

*If the Company checked box (i), (ii), (iii), (iv) or (vi) in Item B above:*

The nominating/corporate governance committee and/or such other committee(s) has a written charter that complies with the requirements of Section 303A.04. Attached on Exhibit K is the website address.

*If the Company checked box (v) in Item B above:*

The nominating/corporate governance committee and/or such other committee(s) has a written charter that complies with the requirements of Section 303A.04 or the Company is relying on a transition pursuant to Section 303A.00. Attached on Exhibit K is the website address or a brief description of the basis for the Company's reliance on a Section 303A.00 transition and the expected compliance date, if known.

**E. Compensation Committee (Section 303A.05)**

*If the Company checked box (1) or (6) in Item A above:*

The Company has a compensation committee meeting the requirements of Section 303A.05 or is relying on a transition pursuant to Section 303A.00.

Attached on Exhibit C is a list of the current members 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.

If the Company is relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit C.

*If the Company checked box (i), (ii), (iii), (iv) or (vi) in Item B above:*

The compensation committee and/or such other committee(s) has a written charter that complies with the requirements of Section 303A.05. Attached on Exhibit K is the website address.

*If the Company checked box (v) in Item B above:*

The compensation committee and/or such other committee(s) has a written charter that complies with the requirements of Section 303A.05 or the Company is relying on a transition pursuant to Section 303A.00. Attached on Exhibit K is the website address or a brief description of the basis for the Company's reliance on a Section 303A.00 transition and the expected compliance date, if known.

**F. Audit Committee (Sections 303A.06<sup>3</sup> and 303A.07)**

*If the Company checked box (1), (2), (3) or (4) in Item A above:*

The Company has an audit committee meeting the requirements of Section 303A.07 and Securities Exchange Act Rule 10A-3 ("Rule 10A-3") (or is exempt therefrom) or is relying on a transition pursuant to Section 303A.00. If the Company has an audit committee, each member marked with an asterisk meets the Section 303A.02 independence requirements and, in the absence of an applicable exemption, the Rule 10A-3(b)(1) independence requirements.

The following information is provided for each audit committee member listed on Exhibit E<sup>4</sup>:

- share ownership in the Company\*;

<sup>3</sup> Section 303A.06 incorporates the requirements of Securities Exchange Act Rule 10A-3.

<sup>4</sup> If any or all such information is available through a Securities and Exchange Commission filing, the Company can specify the location of such disclosure on Exhibit E in lieu of restating the information.

- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A)\*;
- indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B)\*.

\* The Company has indicated on Exhibit E if the audit committee member does not own any shares of the Company, does not have any fee arrangements with the Company or its subsidiaries and/or is not an affiliated person of the Company or its subsidiaries.

*If the Company checked box (5) or (6) in Item A above:*

The Company has an audit committee meeting the requirements of Section 303A.07, if applicable, and Rule 10A-3 (or is exempt therefrom) or is relying on a transition pursuant to Section 303A.00. If the Company has an audit committee, each member marked with an asterisk meets the Rule 10A-3(b)(1) independence requirements or is exempt therefrom.

The following information is provided for each audit committee member listed on Exhibit E<sup>4</sup>:

- share ownership in the Company\*;
- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(iii)(A)\*;
- indication of whether the audit committee member is an “interested person” of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940 as specified in Rule 10A-3(b)(1)(iii)(B)\*.

\* The Company has indicated on Exhibit E if the audit committee member does not own any shares of the Company, does not have any fee arrangements with the Company or its subsidiaries and/or is not an “interested person”.

*All companies:*

Attached on Exhibit E is a list of the current members of the audit committee, with an indication as to which members are financially literate and which members have accounting or related financial management expertise. If a member of the audit committee is not financially literate, a specific timetable by which financial literacy will be attained is provided on Exhibit E.

If the Company or an individual member of the audit committee is relying on a Rule 10A-3 exemption, a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable, is provided on Exhibit F. If the Company is relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit F.

The audit committee has a written charter that complies with the requirements of Section 303A.07(b). Attached on Exhibit K is the website address.

*If the Company checked box (i), (ii), (iii), (iv) or (vi) in Item B above:*

If applicable, the Company has an internal audit function that complies with the requirements of Section 303A.07(c).

*If the Company checked box (v) in Item B above:*

If applicable, the Company has an internal audit function that complies with the requirements of Section 303A.07(c) or is relying on a transition pursuant to Section 303A.00. If the Company is

relying on a transition pursuant to Section 303A.00, a brief description of the basis for such reliance and the expected compliance date, if known, is provided on Exhibit F.

**G. Corporate Governance Guidelines (Section 303A.09)**

*If the Company checked box (1), (2), (3), (4) or (6) in Item A above:*

*If the Company checked box (i), (ii), (iii), (iv) or (vi) in Item B above:*

The Company has corporate governance guidelines that comply with the requirements of Section 303A.09. Attached on Exhibit K is the website address.

*If the Company checked box (v) in Item B above:*

The Company has corporate governance guidelines that comply with the requirements of Section 303A.09 or is relying on a transition pursuant to Section 303A.00. Attached on Exhibit K is the website address or a brief description of the basis for the Company's reliance on a Section 303A.00 transition and the expected compliance date, if known.

**H. Code of Business Conduct and Ethics (Section 303A.10)**

*If the Company checked box (1), (2), (3), (4) or (6) in Item A above:*

*If the Company checked box (i), (ii), (iii), (iv) or (vi) in Item B above:*

The Company has a code of business conduct and ethics that complies with the requirements of Section 303A.10. Attached on Exhibit K is the website address.

*If the Company checked box (v) in Item B above:*

The Company has a code of business conduct and ethics that complies with the requirements of Section 303A.10 or is relying on a transition pursuant to Section 303A.00. Attached on Exhibit K is the website address or a brief description of the basis for the Company's reliance on a Section 303A.00 transition and the expected compliance date, if known.

## Certification

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

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

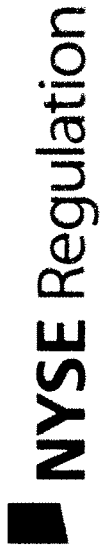
By: \_\_\_\_\_

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

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

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

<p><b>Note:</b> 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 Compliance department prior to submission.</p>
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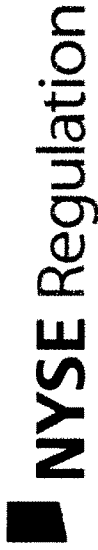


## Exhibit K to Domestic Company Section 303A Initial Written Affirmation

A company that checked box (1), (2), (3), (4) or (6) in Item A to the Domestic Company Section 303A Initial Written Affirmation is required to complete Exhibit K to provide the location of applicable Section 303A website postings or a brief description of the company's reliance on a Section 303A.00 transition and expected compliance date, if known.

Company name and ticker symbol:			
1	2	3	4
Section 303A	Website Posting Requirements	Website Address	Applicable Transition
303A.04 <sup>1</sup>	Make the nominating/corporate governance committee charter (and/or the charter of any committee to which responsibilities have been reallocated) available on or through the Company's website.	URL of Company website and link to specific web page  If not applicable, mark as "N/A"	If relying on a transition pursuant to Section 303A.00, provide a brief description of the basis for such reliance and the expected compliance date, if known  If not applicable, mark as "N/A"
303A.05 <sup>1</sup>	Make the compensation committee charter (and/or the charter of any committee to which responsibilities have been reallocated) available on or through the Company's website.		
303A.07(b)	Make the audit committee charter available on or through the Company's website.		
303A.09	Make the corporate governance guidelines available on or through the Company's website.		
303A.10	Make the code of business conduct and ethics covering directors, officers and employees available on or through the Company's website.		

<sup>1</sup> Mark "N/A" in Columns (3) and (4) if the Company qualifies as a controlled company and relies on the controlled company exemption, is a limited partnership or is in bankruptcy.



**Exhibit F to  
Domestic Company  
Section 303A Initial Written Affirmation**

A company that is relying on a Rule 10A-3 exemption (for itself or an individual member of its audit committee) or is relying on an audit committee transition pursuant to Section 303A.00 is required to complete Exhibit F.

**Company name and ticker symbol:**

	<b>2</b>
<b>1</b>	<b>Applicable Exemption</b> If not applicable, mark as "N/A"
<b>Section 303A.06</b> Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Audit Committee Requirements	
State in column (2) whether the Company or any individual member of its audit committee is relying on a Rule 10A-3 exemption and provide a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual claiming the exemption, if applicable.	

	<b>2</b>
<b>1</b>	<b>Applicable Transition</b> If not applicable, mark as "N/A"
<b>Section 303A.07</b> Audit Committee Requirements	
State in column (2) whether the Company is relying on a transition pursuant to Section 303A.00 with respect to the requirement to have a fully independent audit committee, three members on its audit committee and/or an internal audit function and provide a brief description of the basis for such reliance and the expected compliance date, if known.	

**Rule 10A-3 exemptions for a domestic company<sup>1</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.

**Rule 10A-3(b)(1)(iv)(B)** – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.

**Rule 10A-3(b)(1)(iv)(F)** – This provision provides that the Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.

**Rule 10A-3(c)(2)** – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.

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<sup>1</sup> This summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of Rule 10A-3.