

NYSE Regulation

Special Entity Section 303A Initial 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 Section 303A.00, is subject solely to the requirements of Sections 303A.06, 303A.12(b) and 303A.12(c).

_____ (the "Issuer") hereby affirms the following to the New York Stock Exchange:
(Insert Issuer name and ticker symbol)

A. Audit Committee (Section 303A.06¹)

The Issuer has an audit committee meeting the requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") or is exempt therefrom. If the Issuer has an audit committee, each member meets the Rule 10A-3(b)(1) independence requirements or is exempt therefrom.

If the Issuer 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 B. If the Issuer or an individual member of its audit committee is not relying on an exemption, the Issuer has indicated "Not Applicable" on Exhibit B.

Attached on Exhibit C is a list of the current members of the audit committee. Each audit committee member deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is noted on Exhibit C.

The following information is provided on Exhibit C for each member of the audit committee who is also a director of the Issuer²:

- brief biography;
- share ownership in the Issuer*;
- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the Issuer 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 Issuer or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B)*.

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

¹ Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

² If any or all such information is available through a U.S. Securities and Exchange Commission filing, the Issuer can specify the location of such disclosure on Exhibit C in lieu of restating the information

Certification

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

(Name of Issuer)

By: _____

Print Name: _____

Title: _____

Date: _____

There is no specified form for Exhibit C. The form of Exhibit B is specified and is available on www.nyx.com.

Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED. If you have any questions regarding the applicability to your Issuer's circumstances, please call the Corporates Compliance department prior to submission

**Exhibit B to
Special Entity
Section 303A Initial Written Affirmation**

Issuer name and ticker symbol:

1	2	3	4
Section 303A.06 Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Audit Committee Requirements	Applicable Exemption	Required Rule 10A-3 Disclosure	Disclosure Location Name of document/page number where disclosure is located, if applicable
<p>State in column (2) whether the Issuer 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 Ruler 10A-3 and the name of the individual relying on the exemption, if applicable.</p> <p>If the Issuer or an individual is not relying on a Rule 10A-3 exemption, indicate "Not Applicable" in Column (2).</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 2.</p>		<p>Disclose the following in a U.S. Securities and Exchange Commission filing if required by Rule 10A-3(d):</p> <ul style="list-style-type: none"> • Exemption relied upon • Assessment of whether, and if so, how, such reliance would materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements of Rule 10A-3 <p>If the Issuer or an individual is relying on a Rule 10A-3 exemption that is required to be disclosed, provide a specific reference to the location of such disclosure in column (4)</p> <p>For ease of reference, an indication of whether disclosure is required is provided on page 2</p>	

Rule 10A-3 Exemptions for a special entity¹

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 securities²

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 for both a listed company and an affiliate to serve on the audit company of the listed company³

Rule 10A-3(b)(1)(iv)(F) – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3²

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 association³

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirements 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.³

¹ **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 circumstance be relied upon as an authoritative statement of Rule 10A-3**

² A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission

³ A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission