



NEW YORK STOCK EXCHANGE

SAMPLE SECTION 315 LETTER

[Letterhead of Company Counsel]

[Date]

NYSE Regulation Initial Listings Team
New York Stock Exchange
11 Wall Street
New York, New York 10005

Dear Mr./Ms.

[I am] [We are] Counsel to [insert name of Company] (the "Company"). In connection with the Company's listing on the New York Stock Exchange, [I] [We] hereby confirm that to the Company's knowledge, no officer, board member, or non-institutional shareholder with greater than 10% ownership of the company has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) in the past ten years. The term "officer" in the foregoing sentence is used as such term is defined by the Securities and Exchange Commission in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

Sincerely,