

Issuer	Exchange	WA Year	WA Type <sup>1</sup>
NYSE Company's Name	NYSE	None	Initial

**Notice of Non-compliance:**

Yes<sup>2</sup>  
 No

**Part I**

**INSTRUCTIONS:** Issuers listed on the New York Stock Exchange (the "Exchange" or "NYSE") must comply with the applicable corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the "Manual"). This form is to be used by an open-end fund or an issuer that has only debt or preferred securities listed on the NYSE and, pursuant to Section 303A.00 of the Manual, is subject solely to the requirements of Sections 303A.06, 303A.12(b), and 303A.12(c) of the Manual. Please provide the information for each audit committee member currently serving, or who will be serving as of the day of listing.<sup>3</sup>

**Audit Committee Members**

Director Name	10A-3 Ind. <sup>4</sup>	Audit Committee Member Exemption
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There are no Audit Committee Members

**Please provide the following information for each audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.**

- 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).

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**Part II**

**INSTRUCTIONS:** In response to each item below, please check the box beside the single affirmation that is most applicable to the Issuer. Please note that, depending on the affirmation made, an item may require the Issuer to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Issuer is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

**Item 1. Audit Committee: Section 303A.06 of the Manual**

I hereby certify that the Issuer's audit committee meets the requirements of Rule 10A-3.

I hereby certify that the Issuer's audit committee is relying on an exemption from Rule 10A-3. State below which Rule 10A-3 exemptions the Issuer or any individual member of its audit committee is relying on and briefly describe the basis for reliance on such exemption below: ([Appendix A](#) provides a brief description of the available Rule 10A-3 exemptions.)

The Issuer is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason(s):

**Item 2. Other Non-Compliance: Section 303A of the Manual**

Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Section 303A of the Manual for the following reason(s):

1. Issuers that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.
2. If this document is serving as a non-compliance notification to the Exchange it must be executed by the Issuer's CEO.
3. If the Issuer is relying on one of the following exemptions, skip to Part II: 10A-3(c)(1) and 10A-3(c)(2).
4. Independent for purposes of Rule 10A-3

**Authorized Company Officer Signature**

I am an authorized officer at the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

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By (name)

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Title

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Submitted Date**Triage Review****Remarks**

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Assignee

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Approved By

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Approved At