

NYSE Regulation

Domestic Company Section 303A Annual Written Affirmation

_____ (the "Company") has checked the appropriate box:
(Insert Company name and ticker symbol)

- The Company hereby affirms the following to the New York Stock Exchange ("NYSE") without qualification:

or

- Subject to any noncompliance that is specifically described on Exhibit H¹ to this Annual Written Affirmation, the Company hereby affirms the following to the NYSE²:

A. Type of Listed 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).³ 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
- (7) Is a smaller reporting company that has common equity securities listed on the NYSE and relies on the smaller reporting company compensation committee exemption
- (8) Is a smaller reporting company that is a business development company and relies on the smaller reporting company compensation committee exemption

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.

¹ The Company must provide detailed disclosure on Exhibit H noting which standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance. If this Annual Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

² If the Company is unable to execute this Annual Written Affirmation without qualification, it must check this box.

³ See Section 303A.00 for information about these categories.

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The following information is provided for each independent director listed on Exhibit A⁴:

- 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 compensation committee members on Exhibit C as noted in Item E below and 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.

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

If the Company checked box (1) or (7) in Item A above:

The Company has a board of directors meeting the requirements of Section 303A.01. 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)(i) and is not disqualified from being deemed independent under Section 303A.02(b).

If the Company checked box (6) or (8) in Item A above:

The Company has a board of directors meeting the requirements of Section 303A.01. A majority of the directors are not “interested persons” of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940 and such persons are marked with an asterisk on Exhibit A.

C. Executive Sessions (Section 303A.03)

If the Company checked box (1), (2), (3), (4), (6), (7) or (8) in Item A above:

The Company has regularly scheduled meetings of its non-management or independent directors as required by Section 303A.03.

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

If the Company checked box (1), (6), (7) or (8) in Item A above:

The Company has a nominating/corporate governance committee meeting the requirements of Section 303A.04.

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.

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

⁴ 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.

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E. Compensation Committee (Section 303A.05)

If the Company checked box (1) 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.

The following information is provided for each compensation committee member listed on Exhibit C⁵:

- brief description of any source of compensation including consulting, advisory or other compensatory fee paid by the Company to such member as specified in Section 303A.02(a)(ii)*;
- indication of whether the compensation committee member is affiliated with the Company, a subsidiary of the Company or affiliate of a subsidiary of the Company as specified in Section 303A.02(a)(ii)*.

* The Company has indicated on Exhibit C if the compensation committee member does not have any fee arrangements with the Company and/or is not an affiliate of the Company or its subsidiaries.

If the Company is relying on the transition provided in Section 303A.00 to comply with the new compensation committee independence standards set forth in Section 303A.02(a)(ii) and the second paragraph of the Commentary to Section 303A.02(a), a brief description of the basis for such reliance, the names of any such committee member relying on the transition and the expected compliance date, if known, is provided on Exhibit C.

If the Company is relying on the compensation committee independence cure period provided in Section 303A.00 because a member of the compensation committee ceases to be independent for reasons outside the member's reasonable control, a brief description of the basis for such reliance and the names of any such committee member relying on the cure is provided on Exhibit C.

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

The Company has a compensation committee meeting the requirements of Section 303A.05.

If the Company checked box (7) or (8) in Item A above:

The Company has a compensation committee meeting the requirements of Section 303A.05 with the exception of Section 303A.05(c)(iv) and the additional independence requirements specific to compensation committee membership set forth in Section 303A.02(a)(ii).

If the Company checked box (1), (6), (7) or (8) in Item A above:

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.

The compensation committee and/or such other committee(s) has a written charter that complies with the requirements of Section 303A.05.

⁵ 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 C in lieu of restating the information.

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F. Audit Committee (Sections 303A.06⁶ and 303A.07)

If the Company checked box (1), (2), (3), (4) or (7) 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. If the Company has an audit committee, each member meets the Section 303A.02(a)(i) and Section 303A.02(b) 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 E⁷:

- 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)(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), (6) or (8) 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. If the Company has an audit committee, each member 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 E⁷:

- 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.

⁶ Section 303A.06 incorporates the requirements of Securities Exchange Act Rule 10A-3.

⁷ 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.

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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.

The audit committee has a written charter that complies with the requirements of Section 303A.07(b).

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

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

If the Company checked box (1), (2), (3), (4), (6), (7) or (8) in Item A above:

The Company has corporate governance guidelines that comply with the requirements of Section 303A.09.

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

If the Company checked box (1), (2), (3), (4), (6), (7) or (8) in Item A above:

The Company has a code of business conduct and ethics that complies with the requirements of Section 303A.10.

I. Website Posting and Disclosure Requirements (Section 303A)

If the Company checked box (1), (2), (3), (4), (6), (7) or (8) in Item A above:

The Company has complied with the applicable website posting and disclosure requirements of Section 303A.

Attached on Exhibit G are the website addresses and references to the documents in which disclosures have been made.

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

If applicable, the Company has complied with the disclosure requirement of Section 303A.07(a).

Attached on Exhibit I is the reference to where the disclosure has been made.

J. Domestic Company Section 303A Annual CEO Certification

All companies:

The Company has executed and is concurrently submitting its Domestic Company Section 303A Annual CEO Certification with this Annual Written Affirmation.

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Certification

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

(Name of Company)

By: _____

Print Name: _____

Title: _____

Date: _____

Note: 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.