

# NYSE Regulation

## Domestic Company Section 303A Interim Written Affirmation

\_\_\_\_\_ (the "Company") hereby notifies the New York  
(Insert Company name and ticker symbol)

Stock Exchange ("NYSE") that, as of \_\_\_\_\_, the following event has occurred  
(Insert date)

(check all that apply):

- A director who was deemed independent is no longer independent
- A director who was not deemed independent is deemed independent
- A director has been added to the Company's board
- A director has left the Company's board
- The composition of the Company's nominating/corporate governance committee has changed
- The composition of any other committee to which the prescribed duties of the nominating/corporate governance committee have been reallocated has changed
- The composition of the Company's compensation committee has changed
- The composition of any other committee to which the prescribed duties of the compensation committee have been reallocated has changed
- A member of the compensation committee is relying on the cure period for compensation committee independence noncompliance provided for in Section 303A.00
- The composition of the Company's audit committee has changed
- The Company or a member of its audit committee is eligible to rely on and is choosing to rely on a Securities Exchange Act Rule 10A-3 ("Rule 10A-3") exemption
- The Company or a member of its audit committee is no longer eligible to rely on or is choosing to no longer rely on a previously applicable Rule 10A-3 exemption
- The Company is no longer a controlled company for purposes of Section 303A
- The Company has become a controlled company for purposes of Section 303A
- The Company no longer qualifies as a foreign private issuer and has become a domestic company for purposes of Section 303A
- The Company determined on \_\_\_\_\_ that it no longer qualifies as a smaller reporting  
(Insert Determination Date<sup>1</sup>)  
company under Section 303A to be effective on \_\_\_\_\_  
(Six months after Determination Date)
- The Company no longer qualifies as a smaller reporting company and is now subject to the applicable requirements of Section 303A<sup>2</sup>
- The Company has become a smaller reporting company for purposes of Section 303A and relies on the smaller reporting company compensation committee exemption

A detailed description of each event checked above is included on Addendum A to this Interim Written Affirmation.

<sup>1</sup> The Smaller Reporting Company Determination Date is defined for purposes of Section 303A.00 to be the date at the end of the Company's most recently completed second fiscal quarter when it tested its status as a smaller reporting company under Securities Exchange Act Rule 12b-2.

<sup>2</sup> Such company is required to comply with applicable standards of Section 303A commencing six months from the date it ceases to be a smaller reporting company.

**A. Company is in Compliance**

If the Company is in compliance with Section 303A following the event(s) checked above, it must check the box below.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is in full compliance with Section 303A.

**B. Company is not in Compliance<sup>3</sup>**

If the Company is not in compliance with Section 303A following the event(s) checked above, it must check the box below and provide detailed disclosure on Exhibit H noting the standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is not in compliance with Section 303A.

**C. 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).<sup>4</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
- (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.

The following information is provided for each independent director listed on Exhibit A<sup>5</sup>:

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

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<sup>3</sup> If this Interim 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).

<sup>4</sup> See Section 303A.00 for information about these categories.

<sup>5</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.

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

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

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

*If the Company checked box (1) or (7) in Item C 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 C 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.

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

*If the Company checked box (1), (6), (7) or (8) in Item C 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.

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

*If the Company checked box (1) in Item C 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 C<sup>6</sup>:

- 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

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<sup>6</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 C in lieu of restating the information.

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 C above:*

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

*If the Company checked box (7) or (8) in Item C 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 C 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.

**G. Audit Committee (Sections 303A.06<sup>7</sup> and 303A.07)**

*If the Company checked box (1), (2), (3), (4) or (7) in Item C above:*

The Company has an audit committee meeting the requirements of Section 303A.07 and 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 E<sup>8</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)(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.

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<sup>7</sup> Section 303A.06 incorporates the requirements of Securities Exchange Act Rule 10A-3.

<sup>8</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.

*If the Company checked box (5), (6) or (8) in Item C 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 E<sup>8</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.

#### **H. Other Section 303A Requirements**

*If the Company checked box (1), (6), (7) or (8) in Item C above and the box on page 1 indicating that it is no longer a controlled company for purposes of Section 303A:*

- The nominating/corporate governance committee (and/or any committee(s) to which the board has allocated any of the responsibilities of the nominating/corporate governance committee) has a written charter that complies with the requirements of Section 303A.04.
- The compensation committee (and/or any committee(s) to which the board has allocated any of the responsibilities of the compensation committee) has a written charter that complies with the requirements of Section 303A.05.
- The Company has complied with the website posting requirements of Sections 303A.04 and 303A.05. Attached on Exhibit J are the website addresses.

*If the Company checked box (1), (6), (7) or (8) in Item C above and the box on page 1 indicating that it no longer qualifies as a foreign private issuer and has become a domestic company for purposes of Section 303A:*

- The Company has regularly scheduled meetings of its non-management or independent directors as required by Section 303A.03.
- The nominating/corporate governance committee (and/or any committee(s) to which the board has allocated any of the responsibilities of the nominating/corporate governance committee) has a written charter that complies with the requirements of Section 303A.04.

- The compensation committee (and/or any committee(s) to which the board has allocated any of the responsibilities of the compensation committee) has a written charter that complies with the requirements of Section 303A.05.
- The audit committee has a written charter that complies with the requirements of Section 303A.07(b).
- The Company has an internal audit function that complies with the requirements of Section 303A.07(c).
- The Company has corporate governance guidelines that comply with the requirements of Section 303A.09.
- The Company has a code of business conduct and ethics that complies with the requirements of Section 303A.10.
- The Company has complied with the applicable website posting requirements of Section 303A. Attached on Exhibit K are the website addresses.

*If the Company checked box (2), (3) or (4) in Item C above and the box on page 1 indicating that it no longer qualifies as a foreign private issuer and has become a domestic company for purposes of Section 303A:*

- The Company has regularly scheduled meetings of its non-management or independent directors as required by Section 303A.03.
- The audit committee has a written charter that complies with the requirements of Section 303A.07(b).
- The Company has an internal audit function that complies with the requirements of Section 303A.07(c).
- The Company has corporate governance guidelines that comply with the requirements of Section 303A.09.
- The Company has a code of business conduct and ethics that complies with the requirements of Section 303A.10.
- The Company has complied with the applicable website posting requirements of Section 303A. Attached on Exhibit K are the website addresses.

## 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.**