



## NYSE Domestic Company Interim Corporate Governance Affirmation

Company Name:

Symbol:

Notice of Non-compliance:                      Yes<sup>1</sup>                      No

### Part I.

**INSTRUCTIONS:** Companies listed on the Exchange must comply with the corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the "Manual"). Please provide the following information for each director currently serving on the Company's board of directors. Please indicate with a "√" whether a director serves on the Company's audit committee, compensation committee or nominating/corporate governance committee.

### **DIRECTOR DETAILS:**

<u>Director Name</u>	<u>Board Class</u>	<u>Term Ends</u>	<u>303A Ind. (Y/N)</u> <sup>2</sup>	<u>AC</u> <sup>3</sup>	<u>CC</u> <sup>4</sup>	<u>NC</u> <sup>5</sup>	<u>10A-3 Ind. (Y/N)</u> <sup>6</sup>	<u>CC Ind. (Y/N)</u> <sup>7</sup>	<u>Financial Literacy</u> <sup>8</sup>
1.									
2.									
3.									
4.									
5.									
6.									
7.									
8.									
9.									
10.									
11.									
12.									
13.									
14.									
15.									
16.									
17.									
18.									
19.									
20.									

<sup>1</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.  
<sup>2</sup> Section 303A Independent  
<sup>3</sup> Serves on the Audit Committee  
<sup>4</sup> Serves on the Compensation Committee  
<sup>5</sup> Serves on the Nominating/Corporate Governance Committee  
<sup>6</sup> Independent for purposes of Rule 10A-3 of the Securities Exchange Act of 1934 ("Rule 10A-3")  
<sup>7</sup> Section 303A.02(a)(ii) Independent  
<sup>8</sup> FL = Financially Literate; NFL = Not Financially Literate; FME = NYSE Accounting/Financial Management Expertise; ACFE = SEC Audit Committee Financial Expert



Please provide the following information, if applicable, for each newly added independent director and/or each newly deemed independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- Brief biography.
- Brief description of any relationship that would be required to be disclosed pursuant to Item 404 of Regulation S-K.
- **New Compensation Committee member only:** Brief description of any source of compensation, including consulting, advisory, or other compensatory fee paid by the Company to a compensation committee 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 an affiliate of a subsidiary of the Company as specified in Section 303A.02(a)(ii).
- **New Audit Committee member only:** 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)(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)(ii)(B).

## Part II.

**INSTRUCTIONS:** Please check only one box that best describes the Company:

Lists common equity securities on the NYSE and does not fit any of the other categories listed below

Qualifies as a controlled company and relies on the exemption

Is a limited partnership

Is in bankruptcy

Is a business development company

Is a smaller reporting company and relies on the compensation committee exemption

Is a smaller reporting company that is a business development company and relies on the compensation committee exemption



Part III.

**INSTRUCTIONS:** Please check the box next to the appropriate event(s) applicable to the Company and include a detailed description of each event checked below:

The Company hereby notifies the Exchange that, as of \_\_\_\_\_, the following event has occurred:

A director who was deemed independent is no longer independent.

A director who was not deemed independent is now 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 (or 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 (or 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 non-compliance 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 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 is 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>9</sup>)  
company under Section 303A to be effective on \_\_\_\_\_.  
(Six months after Determination Date)

The Company has become a smaller reporting company for purposes of Section 303A and relies on the smaller reporting company compensation committee exemption.

<sup>9</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.



The Company no longer qualifies as a smaller reporting company and is subject to all of the applicable requirements of 303.02(a)(ii) and 303A.05(c)(iv)<sup>10</sup>. If the Company is utilizing the transition afforded under 303A.05(c)(iv), please explain above.

Part IV.

**INSTRUCTIONS:**

If the Company is non-compliant as a result of one of the affirmations in Part III or is non-compliant with Section 303A of the Manual for any other reason, please check this box and include the reason below.

I am an authorized officer of 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.

Name of the Company:

By:

Title:

Date submitted:

Telephone number:

E-mail address:

Signature: /s/

---

<sup>10</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.