

# NYSE Regulation

## Special Entity Section 303A Annual Written Affirmation

**This form is to be used by an open-end fund or an issuer that has only debt or preferred securities listed on the New York Stock Exchange and, pursuant to Section 303A.00, is subject solely to the requirements of Sections 303A.06, 303A.12(b) and 303A.12(c).**

\_\_\_\_\_ (the "Issuer ") has checked the appropriate box:  
(Insert Issuer name and ticker symbol)

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

or

Subject to any noncompliance that is specifically described on Exhibit A<sup>1</sup> to this Annual Written Affirmation, the Issuer hereby affirms the following to the NYSE<sup>2</sup>:

### **Audit Committee (Section 303A.06<sup>3</sup>)**

The Issuer has an audit committee meeting the requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") or is exempt therefrom. If the Issuer has an audit committee, each member meets the Rule 10A-3(b)(1) independence requirements or is exempt therefrom.

If the Issuer 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 B. If the Issuer or an individual member of its audit committee is not relying on an exemption, the Issuer has indicated "Not Applicable" on Exhibit B.

Attached on Exhibit C is a list of the current members of the audit committee. Each audit committee member deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is noted on Exhibit C.

<sup>1</sup> The Issuer must provide detailed disclosure on Exhibit A 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 Issuer's CEO, the Issuer need not also submit a notice of noncompliance as required by Section 303A.12(b).

<sup>2</sup> If the Issuer is unable to execute this Annual Written Affirmation without qualification, it must check this box.

<sup>3</sup> Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

The following information is provided on Exhibit C for each member of the audit committee who is also a director of the Issuer<sup>4</sup>:

- 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)\*.

\* The Issuer has indicated on Exhibit C if the audit committee member does not own any shares of the Issuer, does not have any fee arrangements with the Issuer or its subsidiaries and/or is not an affiliated person of the Issuer or its subsidiaries.

## Certification

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

\_\_\_\_\_  
(Name of Issuer)

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

There is no specified form for Exhibit A or Exhibit C. The form of Exhibit B is specified and is available on [www.nyx.com](http://www.nyx.com).

The form may be emailed, faxed or mailed to:

Email: [corporategovernance@nyx.com](mailto:corporategovernance@nyx.com)

Fax: 212.656.5780

Mail: Corporate Compliance Department  
NYSE Regulation, Inc.  
20 Broad Street, 13<sup>th</sup> Floor  
New York, NY 10005  
Telephone: 212.656.4542

**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 Issuer's circumstances, please call the Corporate Compliance department prior to submission.

<sup>4</sup> If any or all such information is available through a U.S. Securities and Exchange Commission filing, the Issuer can specify the location of such disclosure on Exhibit C in lieu of restating the information.