

# NYSE Regulation

## Special Entity Section 303A Interim 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") hereby notifies the New York  
(Insert Issuer name and ticker symbol)

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

(check all that apply):

- An audit committee member who was deemed independent is no longer independent
- A member has been added to the audit committee
- The Issuer 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 Issuer 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
- A member has been removed from the Issuer's audit committee resulting in the Issuer no longer having a Rule 10A-3 compliant audit committee

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

### **A. Issuer is in Compliance**

If the Issuer is in compliance with Section 303A.06<sup>1</sup> following the event(s) checked above, it must check the box below.

- The Issuer hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is in full compliance with Rule 10A-3.

### **B. Issuer is not in Compliance<sup>2</sup>**

If the Issuer is not in compliance with Rule 10A-3 following the event(s) checked above, it must check the box below and provide detailed disclosure on Exhibit A noting the standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance.

- The Issuer hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is not in compliance with Rule 10A-3.

<sup>1</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.

<sup>2</sup> If this Interim 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).

**C. Additional Information**

- 1) If the Issuer checked the box above indicating that an audit committee member is no longer independent, the Issuer has provided the name of that individual on Addendum A.
- 2) If the Issuer checked the box above indicating that a member has been added to the audit committee, such member satisfies the Rule 10A-3(b)(1) independence requirements or is exempt therefrom. 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.

The following information is provided on Exhibit C for the newly added member of the audit committee who is also a director<sup>3</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.

If the newly added 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 is provided on Exhibit D.

- 3) If the Issuer checked the box above indicating that it or a member of its audit committee is eligible to rely on and is choosing to rely 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 D.

- 4) If the Issuer checked the box above indicating that it, 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 and, as a result, is now required to have an audit committee or restructure its audit committee, 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.

The following information is provided on Exhibit C for each member of the audit committee who is also a director of the Issuer<sup>3</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)\*.

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<sup>3</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.

\* 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.

If the Issuer or an individual member of its 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 D.

5) If the Issuer checked the box above indicating that a member has been removed from its audit committee resulting in the Issuer no longer having a Rule 10A-3 compliant audit committee, the Issuer has provided the name of that individual on Addendum A.

## 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 Addendum A, Exhibit A or Exhibit C. The form of Exhibit D is specified and is available on [www.nyx.com](http://www.nyx.com).

The completed 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.