



**NYSE Closed-end Management Investment Company
Corporate Governance Affirmation**

Issuer:

Symbol:

Type of Affirmation: Initial¹ Annual

Notice of Non-compliance: Yes² No

NOTE: This form is to be used by a closed-end investment company listed on the NYSE and, pursuant to Section 303A.00 is subject to the requirements of Sections 303A.06, 303A.07(a), 303A.07(b), and 303A.12 of the NYSE Listed Company Manual (the "Manual").

Part I.

INSTRUCTIONS: Please provide the following information for each director currently serving, or who will be serving as of the day of listing, on the Issuer's board of directors and audit committee. Please indicate each audit committee member that has been deemed independent for purposes of Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 ("Rule 10A-3(b)(1)").

DIRECTOR DETAILS:

<u>Director Name</u>	<u>Board Class</u>	<u>Term End</u>	<u>10A-3 Ind. (Y/N)³</u>	<u>AC⁴</u>	<u>Financial Literacy⁵</u>
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2.					
3.					
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20.					

¹ Issuers that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

² If this document is serving as a non-compliance notification to the Exchange it must be executed by the Issuer's CEO.

³ Independent for purposes of Rule 10A-3(b)(1)

⁴ Serves on the Audit Committee

⁵ FL = Financially Literate; NFL = Not Financially Literate; FME = NYSE Accounting/Financial Management Expertise; ACFE = SEC Audit Committee Financial Expert



Please provide the following information for each independent audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- 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)(iii)(A).
- Indication of whether the audit committee member is an "interested person" of the Issuer as specified in Rule 10A-3(b)(1)(iii)(B).

Part II.

INSTRUCTIONS: Issuers listed on the New York Stock Exchange (the "Exchange") must comply with the corporate governance requirements set forth in Section 303A of the Manual. In response to each item below, please check the box beside the single affirmation that is most applicable to the Issuer. Please note that, depending on the affirmation made, an item may require the Issuer to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Issuer is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

1. Audit Committee: Section 303A.06 and 303A.07(a) of the Manual

For closed-end management investment companies only: I hereby certify that (i) the Issuer has an audit committee that meets the requirements of Section 303A.07 of the Manual and that the composition of such audit committee complies with (or is exempt therefrom) the independence requirements of Rule 10A-3(b)(1) of the Exchange Act and (ii) such audit committee has a written charter that meets the requirements of Section 303A.07 of the Manual.

The Issuer is unable to make the affirmation set forth in this Item 1 and is therefore non-compliant for the following reason:



2. Audit Committee Exemption: Section 303A.06 of the Manual for Rule 10A-3 of the Exchange Act

I hereby certify that the Issuer's audit committee is relying on an exemption from Rule 10A-3. Please state below which Rule 10A-3 exemption(s) the Issuer or any individual member is relying on and briefly describe the basis for such exemption below.

3. Other Non-Compliance: Section 303A of the Manual

Apart from any non-compliance specific to the preceding sections, the Issuer is non-compliant with Section 303A of the Manual for the following reason(s):

I am an authorized officer of the Issuer 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 Issuer:

By:

Title:

Date submitted:

Telephone number:

E-mail address:

Signature: /s/