

## **Exhibit G to Annual Written Affirmation**

### **Instructions**

Companies are required to complete Exhibit G to specify the location of disclosures required by Section 303A.

Section 303A requires a company to provide specified disclosures in its proxy statement and Form 10-K filed with the SEC, as well as to post specified information on the company's corporate web site.

Due to the fact that Section 303A is not applicable to companies in 2004 until the earlier of the company's first annual shareholders' meeting after January 15 or October 31 (the "Section 303A compliance date"), the disclosure required to be included in the company's annual proxy statement and Form 10-K is not required in any document distributed prior to the company's Section 303A compliance date. However, companies are welcome, and encouraged, to the extent practicable, to include such Section 303A disclosure voluntarily in 2004 in advance of the Section 303A compliance date.

- A. To the extent the company has not voluntarily included Section 303A disclosure in its 2004 annual proxy statement or Form 10-K in advance of its Section 303A compliance date, indicate that fact by entering "N/A" in Column 5 of this exhibit. However, with respect to the following items, disclosure, if applicable, must be attached as an addendum to this exhibit and the company must so indicate in Column 5:
- General Application/Controlled Company
  - Section 303A.02(a)
  - Section 303A.02(b)(v) Commentary
  - Section 303A.03 Commentary
  - Section 303A.07(a)
- B. To the extent the company voluntarily provided Section 303A disclosure in its 2004 annual proxy statement or Form 10-K in advance of its Section 303A compliance date, complete Column 5 by providing the location of the disclosure, including document title, filing date and the page number of the disclosure.
- C. As of the company's Section 303A compliance date, the company must have updated its web site to include all requisite committee charters, the Code of Business Conduct and Ethics and the Corporate Governance Guidelines. For required web site disclosures, enter the URL for the corporate web site, along with the specific steps required to access the location of the disclosure on the corporate web site.

## Exhibit G to Annual Written Affirmation

**Company Name:**

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as “N/A”.
General Application/ Controlled Company	A controlled company that chooses to take advantage of any of the controlled company exemptions must disclose that it is a controlled company and the basis for the determination.	Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.	If this disclosure was not voluntarily provided in the proxy statement or Form 10-K filed prior to the Section 303A compliance date, please provide such disclosure separately as an attachment to this Exhibit G.	
<p>Initial Public Offerings Rule 10A-3(b)(1)(iv)(A)(1) (where the listed issuer was not, immediately prior to the effective date of such registration statement, required to file reports with the SEC pursuant to 13(a) or 15(d))</p> <p>All but one member of the audit committee may be exempt from the independence requirements of Rule 10A-3(b)(1)(ii) for 90 days from the effectiveness of the Company’s registration statement</p> <p>A minority of the audit committee may be exempt from the independence requirements of Rule 10A-3(b)(1)(ii) for one year from the date of effectiveness of the registration statement</p>	Disclose reliance on the exemption and assess if such reliance would materially adversely affect the ability of the audit committee to act independently and to satisfy other requirements of Rule 10A-3	<p>Any Proxy or Information Statement for a meeting of shareholders at which directors are elected</p> <p style="text-align: center;"><u>And</u></p> <p>Disclose the foregoing information, or incorporate such information by reference into, the annual report on Form 10-K filed with the SEC</p>		

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.02(a)	<p>Provide the basis for the Board's determination that an individual director's relationship with the listed company is not material</p> <p><u>Categorical standards:</u></p> <ul style="list-style-type: none"> <li>• Disclose any categorical standards for independence adopted by the Board</li> <li>• Provide a general statement that the independent directors meet the categorical standards</li> <li>• Explain the basis for determination of independence for each individual director (if any) with a business or other relationship that does not fit within the categorical standards</li> </ul>	Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.	If this disclosure was not voluntarily provided in the proxy statement or Form 10-K filed prior to the Section 303A compliance date, please provide such disclosure separately as an attachment to this Exhibit G.	
303A.02(b)(v) Commentary	Any charitable contributions made by the listed company to any charitable organization in which an independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of the charitable organization's consolidated gross revenues.	Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.	If this disclosure was not voluntarily provided in the proxy statement or Form 10-K filed prior to the Section 303A compliance date, please provide such disclosure separately as an attachment to this Exhibit G.	

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.03 Commentary	<ul style="list-style-type: none"> <li>The name of the one director chosen to preside at the regularly scheduled executive sessions of the non-management directors; or, alternatively, the procedure by which a presiding director is chosen for each session.</li> <li>A method established for interested parties to communicate directly with the presiding director or with the non-management directors as a group.</li> </ul>	Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.	If this disclosure was not voluntarily provided in the proxy statement or Form 10-K filed prior to the Section 303A compliance date, please provide such disclosure separately as an attachment to this Exhibit G.	
303A.04	<ul style="list-style-type: none"> <li>Each listed company's web site must include the Nominating/ Corporate Governance Committee Charter (and/or the Charter of any committee to which responsibilities have been reallocated).</li> <li>Each listed company's Form 10-K must state that the Charter(s) is/are available on its web site, and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>Company web site</li> <li>Annual report on Form 10-K</li> </ul>	<p>Disclosure required as of the Section 303A compliance date.</p> <p>Disclosure may be voluntarily included in 2004 Form 10-K, but is required in 2005.</p>	

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.05	<ul style="list-style-type: none"> <li>• Each listed company's web site must include the Compensation Committee Charter (and/or the Charter of any committee to which responsibilities have been reallocated).</li> <li>• Each listed company's Form 10-K must state that the Charter(s) is/are available on its web site, and that the information is available in print to any shareholder, who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>• Company web site</li> <li>• Annual report on Form 10-K</li> </ul>	<p>Disclosure required as of applicable 2004 compliance date.</p> <p>Disclosure may be voluntarily included in 2004 Form 10-K, but is required in 2005.</p>	

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
<p>Section 303A.06 – Rule 10A-3(a)(3)</p> <p>If a member of an audit committee ceases to be independent in accordance with the requirements of Rule 10A-3 for reasons outside the member's reasonable control, that person, with notice by the issuer to the NYSE, may remain an audit committee member of the listed issuer until the earlier of the next annual shareholders meeting or one year from the occurrence of the event that caused the member to be no longer independent.</p>	<p>Disclose reliance on the exemption and assess whether, and if so how, such reliance would materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements in Rule 10A-3</p>	<p>Any Proxy or Information Statement for a meeting of shareholders at which directors are elected</p> <p><u>And</u></p> <p>Disclose the foregoing information, or incorporate such information by reference into, the annual report on Form 10-K filed with the SEC</p>		

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.07(a)	If an Audit Committee member simultaneously serves on the audit committees of more than three publicly registered companies, the Board must determine that such simultaneous service does not impair the director's ability to serve on the Company's audit committee and disclose such determination.	Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.	If this disclosure was not voluntarily provided in the proxy statement or Form 10-K filed prior to the Section 303A compliance date, please provide such disclosure separately as an attachment to this Exhibit G.	
303A.07(c)	<ul style="list-style-type: none"> <li>• Each listed company's web site must include the Audit Committee Charter.</li> <li>• Each listed company's annual report on Form 10-K must state that the audit committee charter is available on its web site, and that the information is available in print to any shareholder who requests it</li> </ul>	<ul style="list-style-type: none"> <li>• Company web site</li> <li>• Annual proxy statement, or if company does not file a proxy statement, annual report on Form 10-K.</li> </ul>	<ul style="list-style-type: none"> <li>• Disclosure required as of the Section 303A compliance date.</li> <li>• Disclosure voluntary in 2004 Form 10-K, but is required in 2005.</li> </ul>	

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.09	<ul style="list-style-type: none"> <li>Each listed company's web site must include its corporate governance guidelines.</li> <li>Each company's annual report must state that the corporate governance guidelines are available on its web site, and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>Company web site</li> <li>Annual report on Form 10-K</li> </ul>	<p>Disclosure required as of the Section 303A compliance date.</p> <p>Disclosure voluntary in 2004 Form 10-K, but is required in 2005.</p>	
303A.10	<ul style="list-style-type: none"> <li>Each listed company must adopt and disclose a code of business conduct and ethics for directors, officers and employees (if different codes are adopted, all must be disclosed).</li> </ul>	Company web site	Disclosure required as of the Section 303A compliance date.	
303A.10	<ul style="list-style-type: none"> <li>Each listed company's Annual report must state that the code of business conduct and ethics is available on its web site and that the information is available in print to any shareholder who requests it.</li> </ul>	Annual Report on Form 10-K	Disclosure voluntary in 2004 Form 10-K, but is required in 2005.	

1	2	3	4	5
Section	Required Disclosure	Required Location for Disclosure as specified in Section 303A and/or Rule 10A-3	Notes	Name of Disclosure Document (include page number) OR URL of Company web site (including specific web link) If not applicable, mark as "N/A".
303A.10	<ul style="list-style-type: none"> <li>Any waivers of the code of business conduct and ethics for executive officers or directors must be promptly disclosed to shareholders.</li> </ul>	Determined by listed company, e.g., web site, press release, Form 8-K.	Disclosure required as of the Section 303A compliance date, if applicable.	
303A.12(a)	Each listed company CEO must certify to the NYSE annually that he or she is not aware of any violation by the company of NYSE corporate governance listing standards as of the date of that certification.	<ul style="list-style-type: none"> <li>Signed separate certification to the NYSE, to be submitted simultaneously with the Annual Written Affirmation.</li> <li>The annual report distributed to shareholders must disclose that the previous year's certification was submitted to the NYSE and provide the date on which such certification was provided.</li> </ul>	<ul style="list-style-type: none"> <li>Required to be submitted within 30 days of the Company's annual shareholders' meeting.</li> <li>Disclosure voluntary in 2004 annual report to shareholders, but required in 2005.</li> </ul>	
303A.12(a)	Any CEO/CFO certifications required to be filed with the SEC regarding the quality of the company's public disclosure.	Refers to Sarbanes-Oxley Act Section 302 certification required to be filed as an exhibit to the Form 10-K. This certification must be referred to in the annual report distributed to shareholders, unless a "wrapped" Form 10-K including the Section 302 certification is distributed as the annual report to shareholders.	Disclosure voluntary in 2004 annual report to shareholders, but required in 2005.	

END OF DOCUMENT