

(B) Shared power to vote or to direct the vote;

(C) Sole power to dispose or to direct the disposition of such shares; and

(D) Shared power to dispose or to direct the disposition of such shares; and

Instruction to paragraph (c)(11)(i). For purposes of paragraph (c)(11)(i) of this section, any person, in determining the amount of outstanding securities of a class of equity securities, may rely upon information set forth in the investment company's most recent report on Form N-CSR (§§ 249.331 and 274.128) filed with the Commission pursuant to the Securities Exchange Act of 1934 and the Investment Company Act of 1940, unless he or she knows or has reason to believe that the information contained therein is inaccurate.

(ii) The following certification and signature, signed by each person on whose behalf the notice is filed or his or her authorized representative. If the notice is signed on behalf of a person by his or her authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the notice, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the notice shall be typed or printed beneath his or her signature:

Certification

By signing below, I certify that ____% of the securities referred to above have been held continuously for at least 2 years.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

Signature

Name/Title

Instruction to paragraph (c)(11)(ii). The percentage of securities listed in the certification in paragraph (c)(11)(ii) of this section shall be used both for the purpose of determining eligibility to submit a security holder nomination pursuant to this section and, where more than one eligible security holder or security holder group provides notice of its intention to submit a nomination

pursuant to this section, for the purpose of determining the security holder or security holder group with the largest percentage of subject securities.

Instruction to paragraph (c). Refer to § 240.14a-6(q) with regard to the obligation of the nominating security holder or nominating security holder group to file certain of the information specified in this paragraph (c) with the Commission.

(d) *Number of security holder nominees.*

(1) The registrant is not required to include in its proxy statement and form of proxy more than:

(i) One security holder nominee where the total number of members of the registrant's board of directors is eight or fewer;

(ii) Two security holder nominees where the total number of members of the registrant's board of directors is greater than eight and less than 20; and

(iii) Three security holder nominees where the total number of members of the registrant's board of directors is 20 or more;

(2) Provided that, where the registrant has one or more directors currently serving on its board of directors who were elected as a security holder nominee pursuant to this section, and the term of that director or directors extends past the date of the meeting of security holders for which it is soliciting proxies, the registrant will not be required to include in the proxy statement or form of proxy more security holder nominees than could result in the total number of directors who were elected as security holder nominees pursuant to § 240.14a-11 and serving on the board being greater than:

(i) One where the total number of members of the board of directors is eight or fewer;

(ii) Two where the total number of members of the board of directors is greater than eight and less than 20; and

(iii) Three where the total number of members of the board of directors is 20 or more; and

(3) In the event that more than one security holder or group of security holders is otherwise permitted to nominate a person or persons to a registrant's board of directors pursuant to § 240.14a-11, the registrant shall include in the proxy statement and form of proxy the nominee or nominees of the security holder or security holder group with the largest two-year beneficial ownership at the time of the delivery of the notice specified in paragraph (c) of this section, as specified in the filed Schedule 13G (§ 240.13d-102), up to and including the total number required to be included by the registrant.

Instructions to paragraph (d).

1. If a nominee, a nominating security holder or any member of a nominating security holder group has any direct or indirect agreement with the registrant or any affiliate of the registrant regarding the nomination of a candidate for election as a member of the registrant's board of directors, any such nominee or any nominee of such nominating security holder or nominating security holder group shall not be included in calculating the number of nominees required under this section.

2. For purposes of paragraph (d)(3) of this section, the registrant must rely on the beneficial ownership percentage reported in the nominating security holder's filed Schedule 13G, except where the registrant has reason to believe that the beneficial ownership reported in the Schedule 13G is inaccurate.

(e) *Liability for false or misleading statements.* The registrant is not responsible for any information in the notice from the nominating security holder or nominating security holder group pursuant to paragraph (c) of this section or otherwise provided by the nominating security holder or nominating security holder group.

(f) *Exempt solicitations.* Sections 240.14a-3 to 240.14a-6(o), 240.14a-8, 240.14a-10 and 240.14a-12 to 240.14a-15 do not apply to the following:

(1) Any solicitation by or on behalf of any security holder in connection with the formation of a nominating security holder group pursuant to § 240.14a-11, provided that:

(i) The total number of persons solicited is not more than 30; or

(ii) Each written communication includes no more than:

(A) A statement of each soliciting security holder's intent to form a nominating security holder group in order to nominate a director under § 240.14a-11;

(B) The percentage of securities that each soliciting security holder beneficially owns or the aggregate percentage owned by any group to which the security holder belongs; and

(C) The means by which security holders may contact the soliciting party; and

(iii) Any soliciting material published, sent or given to security holders in accordance with this paragraph is filed with the Commission by the soliciting party, under the registrant's Exchange Act file number, or, in the case of a registrant that is an investment company registered under the Investment Company Act of 1940, under the registrant's Investment Company Act file number, no later than the date