



%XVLQHVV 6HUYLFHV
&RQWUDFWV 2IILFH
WK \$YHQDHFUDPHQWR &\$

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5RVH 5DPRV &KLHI %XVLQHVV 2IILFHU



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3URFXUHPHQW DQG &RQWUDFWLQJ 5HTXLUHPHQWV

'LYLVLRQ 6HFWLRQ 7LWOH
3URMHFW 7LWOH 3DJH
7DEOH RI &RQWHQWV
/LVW RI 'UDZLQJV

6ROFLWDWLRQ

1RWLFH WR %LGGHUV

.QVWUXFWLRQV IRU 3URFXUHPHQW

,QVWUXFWLRQV WR %LGGHUV
%LGGHU ,QIRUPDWLRQ DQG)RUPV

\$YDLODEOH ,QIRUPDWLRQ

([LVWLQJ &RQGLWLRQV

3URFXUHPHQW)RUPV DQG 6XSSOHPHQWV

%LG)RUP DQG 3URSRVDO
%LG %RQG
'HVLJQDWHG 6XEFRQWUDFWRUV /LVW
6LWH 9LVLW &HUWLILFDWLRQ
1RQ &ROOXVLRQ 'HFODUDWLRQ
,UDQ &RQWUDFWLQJ \$FW &HUWLILFDWLRQ
)HGHUDO 'HEDUPHQW &HUWLILFDWLRQ

3RVW \$ZDUG 'RFXPHQW IRU UHIHUHQFH RQO\ GR QRW VXEPLW ZLWK EL

\$JUHHPHQW
3HUIRUPDQFH %RQG
3D\PHQW %RQG
:RUNHUV &RPSHQVDWLRQ &HUWLILFDWLRQ
'L€FH&RLG &RUPV &RQWUDFWLQJ &HUWLILFDWLRQ
'LVDEOH 9HWH B€B€B€LR O`LLB€ pHQ €ÀF € 9

&RQGLWLRQV RI WKH &RQWUDFW

*HQHUDO &RQGLWLRQV ± YLHZ RQOLQH DW
ZZZ VFXVG HGX FRQVWUXFWLRQ SURMHFWV
6SHFLDO &RQGLWLRQV

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6KHHW QXPEHU

'HVFULSWLRQ

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7\SLFDO 'HWDLOV

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&DUROLQH :HQJHO (6 6LWH
3ODQ (OHYDWLRQV \$QG 'HWDLOV

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*HQHYLHYH) 'LGLRQ 6LWH
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7KH 3URMHFW FRQVLVWV RI 7KH QHHG WR VXSSO\ DQG LQVWDOO FK
ZLWK PRZ VWULSV LQFOXGLQJ YHKLFXODU DQG PDQ JDWHV DW VSHF

7KH WRWDO HVWLPDWH IRU WKLW SURMHFW LV @ @ @ x

\$OEHUW (LQVWHLQ 0 6 (VWLPDWH

x -RKQ %LGZHOO (6 (VWLPDWH

x 0DUN 7ZDLQ (6 (VWLPDWH

x 6RO \$XUHXV &ROOHJH 3UHS (VWLPDWH

7R ELG RQ WKLW 3URMHFW WKH %LGGHU LV UHTXLUHG WR SRVVHV V
&DOLIRUQLD FRQWUDFWRUV¶ OLFHQVH V

% ± *HQHUDO %XLOGLQJ &RQUDFWRU

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& ZLWK WKH 'HSDUWPHQW RI ,QG XVWULDO 5HODWLRQV SXUVXDQW W

7KH 'LVWULFW XWLOLJHV FRQVWUXFWLRQ SURJUDP PDQDJPHQW VRIW
FRQVWUXFWLRQ SURMHFW 7R UHJLVWHU ZLWK H %XLOGHU DQG DFF
[KWWSV_ELGGHUV_H_EXLOGHU_QHW_ODQGLQJ'ELGSDFNDJHLG_ID_E](#)

7KLV OLQN ZLOO SURYLGH UHJLVWUDWLRQ LQVWUXFWLRQV DQG DOOF
SODQV DQG VSHFLILFDWLRQV \$OO ELG LQIRUPDWLRQ GRFXPHQWV H
QHHG WHFKQLFDO DVVLVWDQFH SOHDVH FRQWDFW WHFKQLFDO VXSS
VXSSRUW#H EXLOGHU QHW

%LGV VKRXOG EH VXEPLWWHG HOHFWURQLFDOO\ WKURXJK H %XLOGH
S P RQ 0D\WK \$W RU DIWHU ZKLFK WLPH WKH ELGV ZLOO EH RSHQ
&29,' SDQGHPLF %LG WDEXODWLRQ ZLOO EH SRVWHG ZLWKLQ RQH
H %XLOGHU %LG 'RFXPHQV DQG DOK FRQVWUXFWLRQ SURMHFWV ELG

>25 @

%LGV VKRXOG EH VXEPLWWHG HOHFWURQLFDOO\ WKURXJK H %XLOGH
WKH DGGUHVV EHZRZ 7KH ELGV ZLOO EH RSHQ ~~PHQV DQG DOK~~ XQVWULF
SXEOLFO\ UHGD DORXG DW

6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW
6HUQD &HQWHU
WK \$YHQXH
6DFUDPHQWR &DOLIRUQLD
\$WWHQWLRQ &RQWUDFWV 2IILFH

7KH %LGGHU LV UHTXLUHG WR EH UHJLVWHUHG DV D SXEOLF ZRUNV F
,QGXVWULDO 5HODWLRQV 7KH %LGGHU V UHJLVWUDWLRQ PXVW UHPD
&RQWUDFW

\$ >,) 81'(5 @%LGGHUV PXVW FRPSOHWH WKH 3'HWHUPLQDW
5HVSQRVLELOLW\ 4XHVWLRQQDLUH' LQFOXGHG LQ %LG)RUP ,I
TXHVWLRQQDLUH LQ UHVSQRVH WR D 'LVWULFW SURMHFW ZLWKL
D OHWWHU VWDWLQJ WKH SUHYLRXVO\ VXEPLWWHG GDWD LV VW

>25

% 3XUVXDQW WR 3XEOLF &RQWUDFW &RGH VHFWRQ RQO\ SU
HOLJLEOH WR VXEPLW D ELG IRU WKLW 3URMHFW \$Q\ ELG VXEPL
SUHTXDOLILHG VKDOO EH QRQ UHVSQRVLYH DQG UHWXUQH G XQR

& 3UH TXDOLILFDWLRQ DUH DOVR UHTXLUHG RI DOO VXEFRQWUDFW
WKDW KROG WKH IROORZLQJ OLFHQVHV & & & & &
&

' &RQWUDFWRUV DQG 6XEFRQWUDFWRUV UHTXLUHG WR EH SUHTXD
SUHTXDOLILFDWLRQ VWDWXV PXVW VXEPLW D FRPSOHWH SUHTXD
WKURXJK ~~4X~~ 4XDOLW\%LGGHUV FRP6HUQ•B€ø DDQ•1F KDVTM—Cc`HUQF

\$ ELG ERQG E\ DQ DGPLWWHG VXUHW\ LQVXUHU RQ WKH IRUP SURYLG
FKHFN RU D FHUWLILHG FKHFN GUDZQ WR WKH RUGHU RI WKH 6DFUD
LQ WKH DPHV QW RI WHQ SHUFHQW W W RI WKH WRWDL ELQ EULFH

%LGV VKDOO EH FOHDUO\ ZULWWHQ DQG ZLWKRXW HUDVXUH RU GHOH
UHMHFV DQ\ ELG FRQWDLQLQJ HUDVXUHV GHOHWLRQV RU LOOHJLEO

%LGGHUV PXVW VXSSO\ DOO LQIRUPDWLRQ UHTXLUHG E\ HDFK %LG 'R
FRPSOHWH 'LVWULFW UHVHUYHV WKH ULJKW LQ LWV VROH GLVWUHW
DV D UHVXOW RI DQ\ HUURU RU RPLVVLRQ LQ WKH %LG %LGGHUV PX
IROORZLQJ GRFXPHQWV ZLWK WKH %LG)RUP DQG 3URSRVDO

D %LG %RQG RQ WKH 'LVWULFW V IRUP RU RWKHU VHFUXLW\

E 'HVLJQDWHG 6XEFRQWUDFWRUV /LVW

F 6LWH 9LVLV &HUWLILFDWLRQ LI D VLWH YLVLV ZDV UHTXLUHG

G 1RQ &ROOXVLRQ 'HFODUDWLRQ

%LGGHUV PXVW VXEPLW ZLWK WKHLU %LGV D FDKLHU V FKHFN RU D
RU D ELG ERQG E\ DQ DGPLWWHG VXUHW\ LQVXUHU RI QRW OHVV WKD
EDVH %LG SOXV DOO DGGLWLYH DOWHUQDWHV %LG %RQG ' I %LG
VHFUXLW\ %LGGHU PXVW XVH WKH UHTXLUHG IRUP RI FRUSRUDWH VX
6XUHW\ RQ %LGGHU V %LG %RQG PXVW EH DQ LQVXUHU DGPLWWHG L
DXW R R W D H R W R X M R V O X H U B X I O H W P C C E H G W @ R V K E P S M D W K @ I C S D O W I O H W
ELG VHFUXLW\ ZLOO EH GHHPHG QRQ UHVSQRVLYH DQG ZLOO QRW EH

D X W B A E P P G H A W E F F

\$ @ J O R p H R I L H W M B U R W G V P K H R F X P P O R I Q O W H B G E M L E P C O D W H L B A F E D I E O W B D W B O E U P W S H D Q
L Q W R & R Q W U D F W D Q G V X E P L W U H T X L U H G E R Q G V L Q V X U D Q F H F H U W L I
G R F R Q W E W B L R E W S E I B C F L D S E I C H O D A G D \ V L V I O W H U W K P I B D W V H R X W K W K H P O M L L
P D \ G @ V % L

7KH VXEFRQWUDFWRU LV UHJLVWHUHG DQG KDV SDLG WKH S
KRXUV DIWHU WKH ELG RSHQLQJ

7KH VXEFRQWUDFWRU LV UHSODFHG E\ DQRWKHU UHJLVWHU
3XEOLF &RQWUDFW &RGH VHFWRQ

,I D PDQGDWRU\ SUH ELG FRQIHUHQFH DQG VLWH YLVLW 36LWH 9LVLW
1RWLFH WR %LGGHUV WKHQ %LGGHUV PXVW VXEPLW WKH 6LWH 9LVLW
ZLOO WUDQVPLW WR DOO SURVSHFWLYH %LGGHUV RI UHFRUG VXFK \$
FRQVLGHUV QHFHVVDU\ LQ UHVSQVH WR TXHVWLRQV DULVLQJ DW W
QRW EH UHOLHG XSRQ DQG ZLOO QRW EH ELQGLQJ RU OHJDOO\ HIIHF
DV D UHVXOW RI WKH 6LWH 9LVLW LI DQ\ VKDOO FRQVWLWXWH WKH
VWDWHPHQW RI WKH UHVXOWV RI WKH 6LWH 9LVLW

%LGGHUV VKDOO VXEPLW WKH 1RQ &ROOXVLRQ 'HFODUDWLRQ ZLWK W
WKH 1RQ &ROOXVLRQ 'HFODUDWLRQ VKDOO EH GHHPHG QRQ UHVSQV

7KH &RQWUDFWRU DQG DOO 6XEFRQWUDFWRUV XQGHU WKH &RQWUDF
SHUIRUPHG SXUVXDQW WR WKLV &RQWUDFW QRW OHVV WKDQ WKH JH
ZDJHV DQG WKH JHQHUDO SUHYDLOLQJ UDWK IRU KROLDG\ DQG RYHU
'LUHFWRU RI WKH 'HSDUWPHQW RI ,QGXVWULDO 5HODWLRQV 6WDWH
SHUIRUPHG DQG WKH ORFDOLW\ LQ ZKLFK WKH ZRUN LV WR EH SHUIR
'LVWULFW SXUVXDQW WR VHFWRQV HW VHT RI WKH &DOLIRUQLD
SUHYDLOLQJ UDWK RI SHU GLHP ZDJHV IRU HDFK FUDIW FODVVLILFD
H[HFXWH WKH &RQWUDFW DV GHWHUPLQH E\ 'LUHFWRU RI WKH 'HSD
DUH DYDLODEOH XSRQ UHTXHVW DW WKH 'LVWULFW V SULQFLSDO RII
DYDLODEOH RQ WKH LQWHUQHW DW KWWS ZZZ GLU FD JRY

7KH 'LVWULFW KDV HQWHUHG LQWR D 3URMHFW /DERU \$JUHHPHQW WK
FRS\ RI WKH 3URMHFW /DERU \$JUHHPHQW LV DYDLODEOH RQ WKH 'LV
ZZZDFMGGHQB3URMHFWODERU DJUHHPHQW 7KH VXFFHVVIXO ELG
EH UHTXLUHG WR DJUHH WR EH ERXQG E\ WKH 3URMHFW /DERU \$JUHH

6XEPHUV LQURWHLLGDALQDORWWEDUHIXO H[DPLQDWLRQ RI WKHLQVWU
IRU WKH 3URMHFW DQG FRPSOHWH XQGHUVLGERUP pHbP I %LGP pLRMH

IRURUPH

LQYHVWLJDWLRQV H[SORUDWLRQV WHVWV UHSRUWV VWXGLHV
RU ZLOO EH UHTXLUHG E\ %LGGHU IRU VXFK SXUSRVHV

F

HTXDO RU EHWWHU LQ HYHU\ UHVSHFW WR WKDW VR LQGLFDWHG RU V
UHVSQRVLEOH DQG RU OLDEOH LQ DQ\ ZD\ IRU D &RQWUDFWRU\ V GDP
ZD\ WR WKDW &RQWUDFWRU\ V EDVLQJ LWV ELG RQ DQ\ UHTXHVWHG
DSSURYHG LQ DGYDQFH DQG LQ ZULWLQJ &RQWUDFWRUV ZKR VXEPL
WR WKH DZDUG RI WKH &RQWUDFW PXVW GR VR LQ ZULWLQJ DQG LQ
&RGH VHFWRU \$OO UHTXHVWV PXVW FRPSO\ ZLWK WKH IROORZ

D 'LVWULFW PXVW UHFHLYH DQ\ QRWLFH RI UHTXHVW IRU VXEVLW
PLQLXP7R1 FDOHQGDU GD\ V SULRU WR ELG RSHQLQJ 7KH 6
QRW EH DOORZHG WR VXEVLWXWH VSHFLILHG LWHPV XQOHVV S

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M /HDG EDVHG 0DWHULDOV &HUWLILFDWLRQ
VXEPLWWHG E\ DQ"\$f UH "™"XGGHU
N &ULPLQDO %DFNJURXQG ,QYHVWLJDWLRQ)LQJHUSULQWLQJ &HUW
O \$WWDFKPHQW \$ ± /LVW RI (PSOR\HHV 6XEFRQWUDFWRUV
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\$Q\ %LG SURWHVW E\ DQ\ %LGGHU UHJDUGLQJ DQ\ RWKHU %LG PXVW
'LVWULFW EHIRUH 7\$.5' RUC KXVLQHVV GD\ IROORZLQJ %LG RSHQL
D 2QO\ D %LGGHU ZKR KDV DFWXDOO\ VXEPLWWHG D %LG DQG ZKR
&RQWUDFW LI WKH ELG SURWHVW LV XSKHOG LV HOLJLEOH WR V
DUH !2pH ZH5~•@SLG@ "™—E@•VG S

G 7KH SURWHVW PXVW LQFOXGH WKH QDPH DGGUHV V DQG WHOHSH
UHSUHVHQWLQJ WKH SURWHVWLQJ SDUW\

H 7KH SDUW\ ILOLQJ WKH SURWHVW PXVW FRQFXUUHQWO\ WUDQVP

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7KH 3XEOLF &RQWUDFW &RGH UHTXLUHV WKDW VFKRRO GLVWULFWV LQ FH
FRQWUDFWV WR ~~WKMSRQVLYH~~ ~~WHVSRQVEEGHU~~ &DOLIRUQLD ODZ HVWDE
FRPSUHKHQVLYH VWDQGDUG FRQFHUQLQJ ELGGHU UHVSQVLELEOLW\ VX

,QLWLDO FRQWUDFW WLPB BBBBBBBBBBBBBB GD\ 7LPH H[WHQVLRQV
'D\ SDVW FRQWUDFW FRPSOHWLRQ GDWH H[FO DXWKRUL]HG WLPB H[V

% 3URMHFW 1DPH

)LQDQFLDO 5DWLR 5DWLRV &DOFXODWLRQ <HDU	3UHYLRXV)LVFDWLR	0RVW 5HFHQW 5DWLR 4XDUWHU
&XUUHQW &XUUHQW \$VHWV 5DWLR		H
	&XUUHQW E /LDELOLWLHV	D E I H I
'HEW 5DWLR	7RWDO 'HEWF 7RWDO 1HW G :RUWK	J K J K

/LFHQVLQJ

\$UELWUDWLRQ DQG /LWLJDDVVRX+LVWURPUKDG DQ\ FODLPV OLWLJDWLRQ
LQ PHGLDWLRQ RU DUELWUDWLRQ RU WHUPLQDWLRQ IRU FDXVH DVVRFLD
FRPSDQ\ RU DJDLQVW \RXU FRPSDQ\ LQ WKH SDVW ILYH \HUV"

<(6 12 ,I \HV DWWDFK D GHVFULSWLRQ RI HDFK LQVWDQFH LQFOX
DPRXQW VHWWOHPHQW DPRXQW DQG RZQHUV QDPH DQG SKRQH QXP

3ULRU 'LVTXDOLILFDWLRQV &ULPLQDO 0DWWHUV DQG 5HODWHG &LYLO

D +DV \RXU ILUP HYHU EHHQ GLVTXDOLILHG IURP SHUIRUPHQJ ZRUN IR
6FKRRO 'LVWULFW"

<(6 12 ,I \HV SURYLGH WKH IROORZLQJ LQIRUPDWLRQ

3URMHFW QDPH BBBB
'DWH RI GLVTXDOLILFDWLRQ BBBB
'XUDWLRQ RI GLVTXDOLILFDWLRQ BBBB
5HDVRQ IRU GLVTXDOLILFDWLRQ BBBB
BBBB

E +DV \RXU ILUP HYHU EHHQ GLVTXDOLILHG IURP SHUIRUPHQJ ZRUN IRU
WKDQ WKH 6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW

<(6 12 ,I \HV SURYLGH WKH IROORZLQJ LQIRUPDWLRQ

&RQWUDFWLQJ (QWLW\ 1DPH BBBB
'DWH RI GLVTXDOLILFDWLRQ BBBB
'XUDWLRQ RI GLVTXDOLILFDWLRQ BBBB
5HDVRQ IRU GLVTXDOLILFDWLRQ BBBB
BBBB

F +DV \RXU ILUP RU DQ\ RI LWV RZQHUV RIILFHUV RU SDUWQHUV HYHU

4XHVWLRQQDLUH &HUWLILFDWLRQ

7KH XQGHUVLJQH GHFODUHV XQGHU SHQDOW\ RI SHUMXU\ WKDW DOO LQ
LV FXUUHQW WUXH DQG DFFXUDWH DQG WKDW WKLV GHFODUDWLRQ ZDV

BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB
'DWH

BB
1DPH DQG 7LWOH SULQWHG RU W\SHG

BB
6LJQDWXUH

BB
)LUP 1DPH

3UHYLRXVO\ 6XEPLWWHG 4XHVWLRQQDLUH &HUWLILFDWLRQ

4XHVWLRQQDLUHV FRPSOHWHG PRUH WKDQ WZHOYH PRQWKV EHIRUH
QR ORQJHU YDOLG

7KH XQGHUVLJQH GHFODUHV XQGHU SHQDOW\ RI SHUMXU\ WKDW DOO LQ
'LVWULFW UHPDLQV WR EH FRPSOHWH WUXH DQG FRUUHFW DQG WKDW W
XQGHUVLJQH RQ

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1DPH DQG 7LWOH SULQWHG RU W\SHG

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6LJQDWXUH

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)LUP 1DPH

F 8QGHU QR FLUFXPVWDQFHV VKDOO 'LVWULFW EH GHHPHG WR ZDU
DERYH JURXQG FRQGLWLRQV DV EXLOW FRQGLWLRQV RU RWKHU
LQGHSHQQGHQW LQYHVWLJDWLRQ 7KHVH FRQGLWLRQV DUH YHUL
SHUIRUPDQFH RI LWV RZQ LQGHSHQQGHQW LQYHVWLJDWLRQ WKDV
FRQGLWLRQ WR ELGGLQJ DQG &RQWUDFWRU VKRXOG QRW DQG V
DQ\ RWKHU LQIRUPDWLRQ VXSSOLHG E\ 'LVWULFW UHJDUGLQJ H[

G \$Q\ LQIRUPDWLRQ VKRZQ RU LQGLFDWHG LQ WKH UHSRUWV DQG
UHVSHFW WR H[LVWLQJ XQGHUJURXQG IDFLOLWLHV DW RU FRQW
XSRO LQIRUPDWLRQ DQG GDWD IXUQLVKHG WR 'LVWULFW E\ WKH
FRQXOWDQWV RU EXLOGHUV RI VXFK XQGHUJURXQG IDFLOLWLH
DVV\PH UHVSQRVLELOLW\ IRU WKH FRPSOHWHQHVV RI WKLV LQIR
UHVSQRVLEOH IRU DQ\ LQWHUSUHWDWLRQ RU FRQFOXVLRQ GUDZ

H 'LVWULFW VKDOO EH UHVSQRVLEOH RQO\ IRU WKH JHQHUDO DFFX
XQGHUJURXQG IDFLOLWLHV DQG RQO\ IRU WKRVH XQGHUJURXQG
'LVWULFW DQG RQO\ ZKHUH %LGGHU KDV FRQGXFWHG WKH LQGH

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7KH *HQHUDO &RQGLWLRQV DQG GHILQLWLRQV WKHUHLQ DUH DFFHVVLEOH
[ZZZ VFXVG HGX FRQVWUXFWLRQV](#) DV LGROUHUHQHFWW
 &RQWUDFWRU VKDOO QRW GLVFODLP NQRZOHGJH RI WKH PHDQLQJ DQG HI
 *HQHUDO &RQGLWLRQV DQG 6XSSOHPHQWDO &RQGLWLRQV LI DQ\ DQG D
 PHDQLQJ DQG LQWHQW ,Q WKH HYHQW WKH &RQWUDFWRU IDLOV WR LQLW
 VKDOO KDYH WKH ULJKW WR UHMHFW WKH %LG

&2175\$&725¶6 ,1,7,\$/6 BBBBBBBBBBBBBBBB

7KH XQGHUVLJQHG GHFODUHV WKDW WKH &RQWUDFW 'RFXPHQWV LQFOXGL
 %LGGHUV DQG WKH ,QVWUXFWLRQV WR %LGGHUV KDYH EHHQ UHMG DQG D
 QHFHVVDU\ ODERU PDWHULDOV WRROV WUDQVSRUWDWLRQ VHUYLFWV D
 ZRUN LQ DFFRUGDQFH ZLWK WKH WHUPV DQG FRQGLWLRQV RI WKH &RQU
 OLPLWDWLRQ WKH 'UDZLQJV DQG 6S@p RRRROH à D

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QDPHG RQ WKH _____

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\$GGUHV V RI &DOLIRUQLD \$JHQW RI 6XUHW\

7HOHSKRQH 1XPEHU RI &DOLIRUQLD \$JHQW P

%LGGHU PXVW DWDFK 3RZHU RI \$WWRUQH\ DQG &HUWLILFDWH RI \$XWKR
1RWDULDO \$FNQRZOHGJPHQW IRU DOO 6XUHW\ V VLJQDWXUHV 7KH &DOL
,QVXUDQFH PXVW DXWKRUL]H WKH 6XUHW\ WR EH DQ DGPLWWHG 6XUHW\ ,

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%LGGHU DFNQRZOHGJHV DQG DJUHHV WKDW LW PXVW FOHDUO\ VHW IRUWK
&DOLIRUQLD FRQWUDFWRU OLFHQVH QXPEHU RI HDFK VXEFRQWUDFWRU ZK
VHUYLFH WR WKH %LGGHU LQ RU DERXW WKH FRQVWUXFWLRQ RI WKH :RUN
LQVWDOO D SRUWLRQ RI WKH :RUN DFFRUGLQJ WR GHWDLOHG GUDZLQJV F
LQ DQ DPRXQW LQ H[FHVV RI RQH KDOI RI RQH SHUFHQW RI %LGGHU
:RUN WKDW HDFK ZLOO SHUIRUP 9HQGRUV RU VXSSOLHUV RI PDWHULDOV

%LGGHU DFNQRZOHGJHV DQG DJUHHV WKDW LI %LGGHU IDLOV WR OLVW D
OLVWV PRUH WKDQ RQH VXEFRQWUDFWRU WR SHUIRUP WKH VDPH SRUWLRQ
SRUWLRQ LWVHOI RU EH VXEMHFWHG WR SHQDOW\ XQGHU DSSOLFDEOH OD
LV QDPHG IRU WKH VDPH NLQG RI :RUN VWDWH WKH SRUWLRQ RI WKH NLG
ZLOO SHUIRUP

,I DOWHUQDWH ELG V LV DUH FDOOHG IRU DQG %LGGHU LQWHQGV WR XVH
DGGLWLRQ WR WKRVH VXEFRQWUDFWRUV OLVWHG IRU ZRUN XQGHU WKH %
WKDW ZLOO SHUIRUP :RUN LQ DQ DPRXQW LQ H[FHVV RI RQH KDOI RI RQH
%DVH %LG SOXV DOWHUQDWH V

,I IXUWKHU VSDFH LV UHTXLUHG IRU WKH OLVW RI SURSRVHG VXEFRQWUDF
VKRZLQJ WKH UHTXLUHG LQIRUPDWLRQ DV LQGLFDWHG EHZ

6XEFRQWUDFWRU 1DPH

6XEFRQWUDFWRU 1DPH
&\$ &RQW /LF /RFDWLRQ
,5 5HJLVWUDWLRQ
3RUWLRQ RI :RUN

6XEFRQWUDFWRU 1DPH
&\$ &RQW /LF /RFDWLRQ
,5 5HJLVWUDWLRQ
3RUWLRQ RI :RUN

6XEFRQWUDFWRU 1DPH
&\$ &RQW /LF /RFDWLRQ
,5 5HJLVWUDWLRQ
3RUWLRQ RI :RUN

6XEFRQWUDFWRU 1DPH
&\$ &RQW /LF /RFDWLRQ
,5 5HJLVWUDWLRQ
3RUWLRQ RI :RUN

6XEFRQWUDFWRU 1DPH
&\$ &RQW /LF /RFDWLRQ
,5 5HJLVWUDWLRQ
3RUWLRQ RI :RUN

'DWH _____

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6.7(9.6.7 &(57.) .&\$7.21
72 % ((;(&87(' %< %,'(5 \$1' 68%0,77(' : ,7+ %,'

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&KHFN RSWLRQ WKDW DSSOLHV

BBBBB , FHUWLI\ WKDW , YLVLWHG WKH 6LWH RI WKH SURSRVHG :RUN DQG

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121 &2//86.21 '(&/\$5\$7.21
3XEOLF &RQWUDFW &RGH 6HFWLRQ
72 % ((;&87(' %< %, '(5 \$1' 68%0,77(' :,7+ %, '

352-(&76(&85,7<)(1&,1* 352-(&76 \$7 6(9(1 6&+22/ 6,7(6

7KH XQGHUVLJQHG GHFODUHV

, DP WKH BBBBBBBBBBBBBBBBBBBB RI BBBBBBBBBBBBBBBBBBBB WKH SDUWV

7KH %LG LV QRW PDGH LQ WKH LQWHUHVW RI RU RQ EHKDOI RI DQ\ XQGL
FRPSDQ\ DVVRFLDWLRQ RUJDQL]DWLRQ RU FRUSRUDWRQ 7KH %LG LV J
7KH %LGGHU KDV QRW GLUHFWO\ RU LQGLUHFWO\ LQGXFHG RU VROFLWH
VKDP %LG 7KH %LGGHU KDV QRW GLUHFWO\ RU LQGLUHFWO\ FROOXGHG F
%LGGHU RU DQ\RQH HOVH WR SXW LQ D VKDP %LG RU WR UHIUDLQ IURP E
PDQQHU GLUHFWO\ RU LQGLUHFWO\ VRXJKW E\ DJUHHPHQW FRPPXQLFDV
IL[WKH %LG SULFH RI WKH %LGGHU RU DQ\ RWKHU %LGGHU RU WR IL[DQ
WKH %LG SULFH RU RI WKDW RI DQ\ RWKHU %LGGHU \$OO VWDWHPHQWV F
KDV QRW GLUHFWO\ RU LQGLUHFWO\ VXEPLWWHG KLV RU KHU %LG SULFH
FRQWHQWV WKUHRI RU GLYXOJHG LQIRUPDWLRQ RU GDWD UHODWLYH W
FRPSDQ\ DVVRFLDWLRQ RUJDQL]DWLRQ ELG GHSRVLWRU\ RU WR DQ\ PH
D FROOXVLYH RU VKDP %LG DQG KDV QRW SDLG DQG ZLOO QRW SD\ DQ\

\$Q\ SHUVRQ H[HFXWLQJ WKLW GHFODUDWRQ RQ EHKDOI RI D %LGGHU WKD
YHQWXUH OLPLWHG OLDELOLW\ FRPSDQ\ OLPLWHG OLDELOLW\ SDUWQHUV
WKDW KH RU VKH KDV IXOO SRZHU WR H[HFXWH DQG GRHV H[HFXWH WKLW

, GHFODUH XQGHU SHQDOW\ RI SHUMXU\ XQGHU WKH ODZV RI WKH 6WDWH
DQG FRUHFWD DQG WKDW WKLW GHFODUDWRQ LV H[HFXWHG RQ BBBBBBBB
BB>FLW\@ &DOLIRUQLD

'DWH _____
3URSHU 1DPH RI %LGGHU _____
6LJQDWXUH _____
3ULQW 1DPH _____
7LWOH _____

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72 % ((;(&87(' %< %, '(5 \$1' 68%0,77(' :,7+ %, '

352-(&7 &2175\$&7 12 hZ/dz & E /E' WZK: d^ d ^ s E ^, KKWZHIG WKH
6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW' 3'LVWULFW' DQG
3&RQUUDFW' RU 33URMHFW'

%LGGHU FHUWLILHV WR WKH EHVW RI LWV NQRZOHGJH DQG EHOLHI WKD

D \$UH QRW SUHVHQWO\ GHEDUUHG V XVSHQGHG SURSRVHG IRU GH
YROXQWDULO\ H[FOXGHG E\ DQ\)HGHUDO GHSDUWPHQW RU %RDUG

E +DYH QRW ZLWKLQ D WKUHH \H DU SHULRG SUHFHGLQJ WKL V ELG

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,5\$1 &2175\$&7,1* \$&7 &(57,),&\$7,21

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7+,6 \$*5((0(17 ,6 0\$'(\$1' (17(5(' ,172 7+,6 _____ '\$< 2) _____ B
 E\ DQG EHWZHHQ WKH 6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW 3'LV
 _____ 3&RQWUDFWRU' 3\$JUHHPHQW'

∴,71(66(7+ 7KDW WKH SDUWLHV KHUHW KDYH PXWXDOO\ FRYHQDQWHG DG
 SUHVHQWV GR FRYHQDQW DQG DJUHH ZLWK HDFK RWKHU DV IROORZV

7KH :RUN&RQWUDFWRU DJUHHV WR IXUQLVK DOO WRROV HTXLSPHQW
 PDWHULDO QHFHVVDU\ WR SHUIRUP DQG FRPSOHWH LQ D JRRG DQG Z
 WKH IROORZLQJ SURMHFW

352-(&7

&RPSOHWLRQ ([WHQVLRQ6RRXORPHWKH &RQWUDFWRU IDLO WR FRPSOHV
WKH :RUN SURYLGHG KHUHLQ ZLWKLQ WKH WLPH IL[HG IRU FRPSOHV
WKH FRQWLQJHQFLHV SURYLGHG IRU KHUHLQ WKH &RQWUDFWRU VKD
ORVV DQG GDPDJH WKDW WKH 'LVWULFW PD\ VXIIHU RQ DFFRXQW WKH
FRRUGLQDWH LWV ZRUN ZLWK WKH :RUN RI DOO RWKHU FRQWUDFWRU
GHOD\U UHVXOWLQJ IURP &RQWUDFWRU V IDLOXUH WR FRRUGLQDWH

VDWLVIDFWRU\ UHSDLU DQG UHSODFHPHQWV DQG WRWDOO\ SURWHFW WKH
IURP RU FDXVHG E\ GHIHFWLYH PDWHULDOV RU IDXOW\ ZRUNPDQVKLS 7K
VKDOO FRQWLQXH VR ORQJ DV DQ\ REOLJDWLRQ RI &RQWUDFWRU UHPDLQY
'LVWULFW\ ULJKWV RU WKH &RQWUDFWRU RU 6XUHW\ REOLJDWLRQV XC
LQFOXGLQJ EXW QRW OLPLWHG WR &DOLIRUQLD &RGH RI &LYLO 3URFHGX

7KH 6XUHW\ IRU YDOXH UHFHLYHG KHUHE\ VWLSXODWHV DQG DJUHHV WKH
DOWHUDWLRQ RU DGGLWLRQ WR WKH WHUPV RI WKH \$JUHHPHQW RU WR WKH
WKH VSHFLILFDWLRQV DFFRPSDQ\LQJ WKH VDPH VKDOO LQ DQ\ ZD\ DIIHFW
GRHV KHUHE\ ZDLYH QRWLFH RI DQ\ VXFK FKDQJH H[WHQVLRQ RI WLPH D
RI WKH \$JUHHPHQW RU WR WKH ZRUN RU WR WKH VSHFLILFDWLRQV

,1 : ,71(66 :+(5(2) WZR LGHQWLFDO FRXQWHUSDUWV RI WKLV LQVWUXPH
SXUSRVHV EH GHHPHG DQ RULJLQDO WKHUHRI KDYH EHHQ GXO\ H[HFXXWH
QDPHG RQ WKH GD\ RI BBB

\$IIL[&RUSRUDWH 6HDO

3ULQFLSDO

%\

6XUHW\

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1DPH RI &DOLIRUQLD \$JHQW RI 6XUHW\

\$GGUHVV RI &DOLIRUQLD \$JHQW RI 6XUHW

7HOHSKRQH 1R RI &DOLIRUQLD \$JHQW RI

&RQWUDFWRU PXVW DWWDFK D 1RWDULDO \$FNQRZOHGJPHQW IRU DOO 6XU
3RZHU RI \$WWRUQH\ DQG &HUWLILFDWH RI \$XWKRULW\ IRU 6XUHW\ 7KH &
,QVXUDQFH PXVW DXWKRUL]H WKH 6XUHW\ WR EH DQ DGPLWWHG VXUHW\L

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3\$<0(17 %21'
&RQWUDEFWRU V /DERU 0DWHULDO %RQG
2I &RQWUDEFW 3ULFH

LQ DQ\ PDQQHU DIIHFW LWV REOLJDWLRQV RQ WKLV ERQG DQG LW GRHV I
FKDQJH H[WHQVLRQ DOWHUDWLRQ RU DGGLWLRQ

,1 :,71(66 :+(5(2) WZR LGHQWLFDO FRXQWHUSDUWV RI WKLV LQVWUXPH
SXUSRVHV EH GHHPHG DQ RULJLQDO WKHUHRI KDYH EHHQ GXO\ H[HFXXWH
QDPHG RQ WKH _____ GD\ RI _____ BBB

\$IIL[&RUSRUDWH 6HDO

3ULQFLSDO

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6XUHW\

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1DPH RI &DOLIRUQLD \$JHQW RI 6XUHW\

\$GGUHV RI &DOLIRUQLD \$JHQW RI 6XUHW

7HOHSKRQH 1R RI &DOLIRUQLD \$JHQW RI

&RQWUDFWRU PXVW DWDFK D 1RWDULDO \$FNQRZOHGJPHQW IRU DOO 6XU
3RZHU RI \$WWRUQH\ DQG &HUWLILFDWH RI \$XWKRULW\ IRU 6XUHW\ 7KH &
,QVXUDQFH PXVW DXWKRUL]H WKH 6XUHW\ WR EH DQ DGPLWWHG VXUHW\ L

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EHWZHHQ 6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW' 3'LVWULFW' DQC
'3&RQWUDFW' RU '3URMHFW'

, KHUHE\ FHUWLI\ WKDW , ZLOO FRQIRUP WR WKH 6WDWH RI &DOLIRUQL
UHJDUGLQJ SUHYDLOLQJ ZDJHV EHQHILWV RQ VLWH DXGLWV ZLWK K
DSSUHQWLFH DQG WUDLQHH HPSOR\PHQW UHTXLUHPHQWV IRU DOO :RUN R

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LQVSHFWRU RU ULVN DVVHVVRU GHWHUPLQHV WKDW D KRPH FRQVWU

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&5,0,1\$/ %\$&.*5281' ,19(67,*\$7,21) ,1*(535,17,1* &(57,) ,&\$7,21 DQG
' ,675,&7 .'(17,) ,&\$7,21

352-(&7 &2175\$&7 12 6(&85,7<)(1&,1* 352-(&76 \$7 6(9(1 6&+22/ 6,7(6
EHWZHHQ 6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW '3'LVWULFW' DQG
'3&RQWUDFW' RU '3URMHFW'

7KH XQGHUVLJQHG GRHV KHUHE\ FHUWLI\ WR WKH 'LVWULFW WKDW , DP
FXUUHQWO\ XQGHU FRQWUDFW ZLWK WKH 'LVWULFW WKDW , DP IDPLOLDU
DP DXWKRUL]HG DQG TXDOLILHG WR H[HFXWH WKLV FHUWLILFDWH RQ EHK

&RQWUDFWRU FHUWLILHV WKDW LW KDV WDNHQ DW OHDVW RQH RI WKH IR

... 3XUVXDQW WR (GXFDWLRQ &RGH VHFWRQ D &RQWUDFWRU KDV
FRPPHQFHQW RI :RUN D SK\VLFDU EDUULHU DW WKH :RUN 6LWH V
&RQWUDFWRU V HPSOR\HHV 6XEFRQWUDFWRUV RU VXSSOLHUV DQG 'LV

... 3XUVXDQW WR (GXFDWLRQ &RGH VHFWRQ D &RQWUDFWRU FHU
XQGHU WKH FRQLQXDO VXSHUYLVLRQ UL &RGHWLRFH-@€UQWU P`

SXUVXDQW WR WKH VXEVTXHQW DUUHVW VHUYLFH 1R ZRUN VKDOO

6DFUDPHQWR &LW\ 8QLILHG 6FKRRO 'LVWULFW

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/LVW RI (PSOR\HHV 6XEFRQWUDFWRUV

1DPH &RPSDQ\

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\$ * 5 ((0 (17 2) 68 % & 2175 \$ & 725

3URMHFW ^ hZ/dz & E /E' WZK: d^ d ^ s E ^ ,KK> ^/d ^

\$*5((0(17 2) 68%&2175\$&725

E\ DIIL[LQJ P\ VLJQDWXUH KHUKDWR XQC
ZLWK WKLW 3URMHFW /DERU \$JUHHPHQW HVWDEOLVKHV D &RQVWUXFWLRQ
SURYLGH FRQVWUXFWLRQ FDUHHU WUDLQLQJ RSSRUWXQLWLHV IRU 'LVWU
REMHWLYHV RI WKH 3URMHFW /DERU \$JUHHPHQW , DJUHH

7R FRQWDFW DQG SURYLGH WKH IROORZLQJ LQIRUPDWLRQ WR WK
0DQDJHU GHVLJQDWHG E\ WKH 'LVWULFW RU WR WKH *HQHUDO &RQWDFW
3URMHFW 0DQDJHU

D \$OO DSSUHQWLFH OHYHO MRE RSHQLQJV RQ WKH 3URMHFW LC
p PD 3\ VWG

L GHVFULSWLRQ RI WKH MRE DQG FOXGLQJ WKH

ML VSPHFHIF "TXDO LF DW LQV VSDWLFHQW FRVWH@ MREH

LLL QDPH DQG WHOHSKRQH QXPEHU RI WKH SHUVRQ DW P\ EXVL
UHVSQRVLEOH IRU DQVZHULQJ TXHVWLRQV UHJDUGLQJ WKH
H% WKH S@VWG@ELSL7PV% KFORUHHURQ

LY GHVFULSWLRQ RI KRZ DSSOLFDQWV VKRXOG DSSO\ IRU WKH

7KH LQIRUPDWLRQ GHVFULEHG DERYH VKDOO EH SURYLGHG WR 3URM
P\ EXVLQHVV VHGGV D MRE RUGHU WR WKH DSSURSULDWH EXLOGLQJ DQG
MRE RSHQLQJ

7R ZRUN FRRSHUDWLYHO\ ZLWK WKH 3URMHFW 0DQDJHU DQG PDN
HPSOR\ TXDO JWLPS` 9"KRI KRZ Q FW E\ 2KH

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\$*5((0(17 \$1' 5((\$6(2) \$1< \$1' \$// &/\$.06

7+,6 \$*5((0(17 \$1' 5((\$6(2) &/\$.06 ³\$JUHHPHQW DQG 5HOHDVH' ,6 0\$'(\$1'
,172 7+,6 _____ '\$< 2) _____ BBB E\ DQG EHWZHHQ WKH 6\$&5\$0
81,),(' 6&+22/ ',675,&7 ³'LVWULFW' DQG _____
³&RQWUDFWRU' ZKRVH SODFH RI EXVLQHVV LV _____

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:+(5(\$6 'LVWULFW DQG &RQWUDFWRU HQWHUHG LQWR 352-(&7 &2175\$
³&RQWUDFW' RU ³3URMHFW' LQ WKH &RXQW\ RI 6DFUDPHQWR &DOLIRUQL

:+(5(\$6 WKH :RUN XQGHU WKH &RQWUDFW ZDV FRPSOHWHG RQ BBBB
&RPSOHWLRQ ZDV UHFRUGHG ZLWK WKH &RXQW\ 5HFRUGHU RQ BBBBBBBB

12: 7+(5())25(LW LV PXWXDOO\ DJUHHG EHWZHHQ 'LVWULFW DQG &RQWUD

\$*5((0(17 \$1' 5((\$6(

&RQWUDFWRU ZLOO RQO\ EH DVVHVVHG OLTXLGDWHG GDPDJHV DV GH

2ULJLQDO &RQWUDFW 6XP _____

ORGLILHG &RQWUDFW 6XP _____

3D\PHQW WR 'DWH _____

/LTXLGDWHG 'DPDJHV _____

3D\PHQW 'XH &RQWUDFWRU

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&+\$1*(25'(5)250

ULVN RI &RQWUDFWRU DQG PD\ EH D YLRODWLRQ RI WKH)DOVH &ODLPV \$F
VHFWLRQ HW VHT

7KLV FKDQJH RUGHU LV VXEMHFW WR DSSURYDO E\ WKH JRYHUQLQJ ERDU
E\ WKH 'LVWULFW 8QWLO VXFK WLPH DV WKLV FKDQJH RUGHU LV DSSURY
DQG H[HFXWHG E\ D GXO\ DXWKRUL]HG 'LVWULFW UHSUHVHQWDWLYH WKL
ELQGLQJ

,W LV H[SUHVVO\ XQGHUVWRRG WKDW WKH FRPSHQVDWLRQ DQG WLPH LI
DFFRUG DQG VDWLVIDFWLRQ IRU DQ\ DQG DOO WLPH DQG FRVW LPSDFWV
ZDLYHV DQ\ DQG DOO IXUWKHU FRPSHQVDWLRQ RU WLPH H[WHQVLRQ EDV
WKH H[WUD ZRUN RU FKDQJHV H[SUHVVO\ LQFOXGHV DQ\ DQG DOO RI WKH
LWV VXEFHQWUDFWRUV ERWK GLUHFV DQG LQGLUHFV UHVXOWLQJ IURP
UHVXOWLQJ IURP GHOD\ WR WKH SURMHFW LQFOXGLQJ ZLWKRXW OLPLWDW
H[SHQVHV GDPDJHV RU WLPH H[WHQVLRQV QRW LQFOXGHG DUH GHHPHG Z

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.QVXUDQFH 3ROLF\ /LPLWV

\$OO RI &RQWUDFWRU V LQVXUDQFH VKDOO EH ZLWK LQVXUDQFH FRPSDQL
WKDQ B\$ B 7KH OLPLWV RI LQVXUDQFH VKDOO QRW EH OHVV WKDQ

&RPPHUFLDO *HQHURGXFW /LDELOLW\ DQG SHU
/LDELOLW\ &RPSOHWHG 2SHU DFLXUHQFH
)LUH 'DPDJH /LDELOLW\ DW
6SOLW /LPLW

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