

\$UJXPHQW RI WKH \$SSOLFDQWV ILOHG RQ)HEUXDU\
\$UJXPHQW RI WKH \$SSOLFDQWV ILOHG RQ)HEUXDU\
)HEUXDU\ DQG WKH FRQVH[W' RW % 'D F&D QD Y GDR QLLPWRUJ

\$1' 8321KDYLQJ UH DG WKH 3UH)LOLQJ 5HSRUW RI WKH
DQG WKH 0RQLWRU)V)LUVW 5HSRUW GDWHG)HEUXD

\$1' 8321UHYLHZLQJ WKH LQLWLDO RUGHU JUDQWHG L
+RQRXUDEOH 0U -XVWLFH ' % 1L[RQ RQ)HEUXDU\
2UGHU JUDQWHG E\ -XVWLFH 5 \$ 1H)XUHQG \$5Q2)HEUXDU\
)HEUXDU\

\$1' 8321EHLQJ DGYLVHG WKDW VHFUXHG FUHGLWRUV DG
DIIHFWHG E\ WKH FKDUJHV FUHDWHG KHUHLQ KDYH EHHQ S

\$1' 8321KHDULQJ IURP FRXQVHO IRU WKH \$SSOLFDQW
3DUWQHUVKLS)XQGLQJ /3 E\ LWV JHQHUDO SDUWQHUV &U
IRU WKH 0RQLWRU DQG DQ\ RWKHU LQWHUHVWHG SDUWLHV

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7KH WLPH IRU VHUYLFH RI WKH QRWLFH RI DSSOLFDW
RUGHU 2UGHU³ KHUHE\ DEULGJHG DQG GHHPHG JRRG
DSSOLFDWLRQ LV SURSHUO\ UHWXUQDEOH WRGD\

&\$3,7\$/ ,=(' 7(506

&DSLWDOLJHG WHUPV XVHG EXW QRW RWKHUZLVH GHIL
JLYHQ WR VXFK WHUPV LQ WKH)LUVW 0DUWLQ \$IILGDYL

\$33/ ,&\$7,21

(DFK RI WKH \$SSOLFDQWV L&RQ SDUWQHUV &URH ZKWKU W &
\$FW5 6 & F & DV DPHQ GSSOLWKH)RU JUHDWHU
\$SSOLFDQWV DUH GHFODUHG WR EH & \$DSSOLDWHG FRPS

7KH WHUPV RI WKH)LUVW \$5,2 JUDQWHG LQ WKHVH SU
FRQWLQXH WR JRYHUQ WKH SHULRG XQWLO WKH JUDQ
\$5,2 DUH KHUHE\ DPHQGHG DQG UHVWDWHG E\ WKH W
JUDQWLQJ RI WKLV 2UGHU

3/\$1 2) \$55\$1*(0(17

7KH \$SSOLFDQWV VKDOO KDYH WKH DXWKRULW\ WR ILO
&RXUW ILOH ZLWK WKLV &RXUW D SODFRI FRPSURPLV

3266(66,21 2) 3523(57< \$1' 23(5\$7,216

7KH \$SSOLFDQWV DQG WKH 3DUWQHUVKLS VKDOO

D UHPDLQ LQ SRVVHVLRQ DQG FRQWURO RI WKHLU
DQG SURSHUWLHV RI HYHU\ QDWXUH DQG NLQG
LQFOXGLQJ DOO SURSHUWLHVWKHUHRI WKH ³

E VXEMHFW WR IXUWKHU RUGHU RI WKLV &RXUW FR
FRQVLVWHQW ZLWK WKH SUHV\VIDOHDG BURSHUW
DQG

F EH DXWKRULJHG DQG HPSRZHUHG WR FRQWLQXH
FRQVXOWDQWV DJHQWV H[SHUWV DFFRXQWDQWV
EDQNHUV DQG VXFK RWKHU\$ \$MUWRFRQWFRQWFRWUHW
RU HPSOR\HG E\ LW ZLWK OLEHUW\ WR UHWDLQ
UHDVRQDEO\ QHFHVVDU\ RU GHVLUDEOH LQ WKH R
FDUU\LQJ RXW RI WKH WHUPV RI WKLV 2UGHU

G EH HQWLWOHG WR FRQWLQXH WR XWLOLJH WKH FHO
SODFH DV GHVFULEHG LQ WKH 0DUWLQ \$IILGDYLW
DFFRXQW GHVFULEH\HGRHQGD\$PHRXKMS SODFH LW ZLW
VXEVWDQWLDOO\ VLPLODU FHQWUDDOKFDDKDBBDDQM
6\VWHDDQG DQ\ SUHVHQW RU IXWXUH EDQN SURYLGI
VKDOO QRW EH XQGHU DQ\ REOLJDWLRQ ZKDWVRHY

RU OHJDOLW\ RI DQ\ WUDQVIHU SD\PHQW FROOHI
&DVK 0DQDJHPPHQW 6\VWHP RU DV WR WKH XVH RU
IXQGV WUDQVIHUUHG SDLG FROOHFWHG RU RWKHU
6\VWHP VKDOO EH HQWLWOHG WR SURYLGH WKH &
OLDELOLW\ LQ UHVSHFW WKHUHRI WR DQ\ 3HUVRQ
\$SSOLFDQWV SXUVXDQW WR WKH WHUPV RI WKH
0DQDJHPPHQW 6\VWHP DQG VKDOO EH LQ LWV FD
0DQDJHPPHQW 6\VWHP DQ XQDIIHFWHG FUHGLWRU
FODLPV RU H[SHQVHV LW PD\ VXIIHU RU LQFXU LQ
&DVK 0DQDJHPPHQW 6\VWHP)RU JUHDWHU FHUWDLQ
WR FRQWLQXH WKH XVH RI WKH %ORFNHG \$FFRXQ
IXQGV WKDW ZRXOG KDYH EHHQ UHPLWWHG LQWR V
WR WKH JUDQWLQJ RI WKLW 2UGHU WR DQ\ DFFRXQ
WKH RUGLQDU\ FRXUVH RI EXVLQHVV LQ DFFRUG
0DQDJHPPHQW 6\VWHP

7R WKH H[WHQW SHUPLWWHG E\ ODZ WKH \$SSOLFDQW
WKH IROORZLQJ DGYDQFHV RU SD\PHQW RI WKH IROOR
RU DIWHU WKLW 2UGHU

D DOO RXWVWDQGLQJ DQG IXWXUH FRPSHQVDWLRQ H
WKH \$SSOLFDQWV¶ FRQVXOWDQWV RQ RU DIWHU WK
LQ WKH RUGLQDU\ FRXUVH RI EXVLQHVV DQG FRQV
DUUDQJHPPHQWV

E WKH UHDVRQDEOH IHHV DQG GLVEXUVHPPHQWV RI D
WKH \$SSOLFDQWV LQ UHVSHFW RI WKHVH SURFHGG
LQFOXGLQJ IRU SHULRGV SULRU WR WKH GDWH RI V

F ZLWK FRQVHQW RI WKH 0RQLWRU DPRXQWV RZLQJ
\$SSOLFDQWV LQFOXGLQJ IRU SHULRGV SULRU WR
RI WKH \$SSOLFDQWV IROORZLQJ FRQVXOWDWRQ Z
RI VXFK JRRGV RU VHUYLFHV LV QHFHVVDU\ IRU W

%XVLQHVV RU WKH 3URSHUW\ LQFOXGLQJ DPRXQW
&DQDGD RQ EHKDOI RI 6XQFKLOG)LUVW 1DWLRQ
5R\DOW\ \$JUHHPHQW GDWH 255 - \$JUHHPHQW 6XQFKLO
2LO *DV /WG

([FHSW DV RWKHUZLVH SURYLGHG WR WKH FRQWUDU\ K
QRW UHTXLUHG WR SD\ DOO UHDVRQDEOH H[SHQVHV LG
%XVLQHVV LQ WKH RUGLQDU\ FRXUVH DIWHU WKLV 2UG
2UGHU DQG DQ\ RWKHU 2UGHU RI WKLV &RXUW ZKL
OLPLWDWLRQ

D DOO H[SHQVHV DQG FDSLWDO H[SHQGLWXUHV UHDI
WKH 3URSHUW\ RU WKH %XVLQHVV LQFOXGLQJ ZLV
RI LQVXUDQFH LQFOXGLQJ GLUHFWRUV DQG RIIL
VHFXULW\ VHUYLFHV DQG

E SD\PHQW IRU JRRGV RU VHUYLFHV DFWXDOO\ VXSS
GDWH RI WKLV 2UGHU LQFOXGLQJ SD\PHQW WR 5H
RI 6XQFKLOG)LUVW 1DWLRQ DQG WR 6XQFKLOG
\$SSOLFDQWV REOLQDQW DQGLXQDQW *WZ5HJXODWL
/HDVH 1R 2/ 6XUIDFH /HDVH 1R 26 6X
DQG WKH *255 \$JUHHPHQW

7KH \$SSOLFDQWV VKDOO UHPLW LQ DFFRUGDQFH ZLWK

D DOO JRRGV DQG VHUYLFHV RU RWKHU DSSOLFDQW
UHTXLUHG WR EH UHPLWWHG E\ WKH \$SSOLFDQWV I
VHUYLFHV E\ WKH \$SSOLFDQWV EXW RQO\ ZKHUH
FROOHFWHG DIWHU WKH GDWH RI WKLV 2UGHU RU
FROOHFWHG SULRU WR WKH GDWH RI WKLV 2UGHU
DIWHU WKH GDWH RI WKLV 2UGHU DQG

E DQ\ DPRXQW SD\DEOH WR WKH &URZQ LQ 5LJKW RI
RU DQ\ SROLWLFDO VXEGLYLVLRQ WKHUHRI RU DQ\

PXQLFLSDO UHDOW\ PXQLFLSDO EXVLQHV V RU RWK
QDWXUH RU NLQG ZKLFK DUH HQWLWOHG DW ODZ W
FUHGLWRUV DQG WKDW DUH DWWULEXWDEOH WR
%XVLQHV E\ WKH \$SSOLFDQWV

8QWLO VXFK WLPH DV D UHDO SURSHUW\ OHDVH LV GLV
&&\$WKH \$SSOLFDQWV PD\ SD\ DOO DPRXQWV FRQVWLW
SURSHUW\ OHDVHV LQFOXGLQJ IRU JUHDWHU FHUWD
XWLOLWLHV DQG UHDOW\ WD\HV DQG DQ\ RWKHU DPRXQ
OHDVH EDVHG RQ WKH WHUPV RI H\LVWLQJ OHDVH
QHJRWLDWHG E\ WKH \$SSOLFDQWV IURP WLPH WR WLP
LQFOXGLQJ WKH ~~GDHWREIXWKLVZUGERW~~ SD\ DQ\ UHQW
([FHSW DV VSHFLILFDOO\ SHUPLWWHG LQ WKLV 2UGHU
IXUWKHU RUGHU RI WKLV &RXUW

D WR PDNH QR SD\PHQWV RI SULQFLSDO LQWHUHV
DPRXQWV RZLQJ E\ WKH \$SSOLFDQWV RU DQ\ RI W
RWKHUZLVH EHRPLQJ GXH&DSSURZFHIGGDUVQJXWK
WKH /RDQ \$JUHHPHQW DQG WKH)RUEHDUDQFH \$JU
WKH \$SSOLFDQWV WR DQ\ RI WKHLU RWKHU FUHGLW

E WR JUDQW QR VHFUXLW\ LQWHUHVWV WUXVW OLI
UHVSHFW RI DQ\ RI WKHLU 3URSHUW\ DQG

F QRW WR JUDQW FUHGLW RU LQFXU OLDELWLWLHV H

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7KH \$SSOLFDQWV DQG WKH 3DUWQHUVKLS VKDOO VXEM
W&\$\$KDYH WKH ULJKW WR

D SHUPDQHQWO\ RU WHPSRUDULO\ FHDVH GRZQVL]H
RSHUDWLRQV DQG WR GLVSRVH RI UHGXQGDQW R
LQ DQ\ RQH WUDQVDFWLRQ RU LQ

DQ\ VDOH WKDW LV HLWKHU L LQ H[FHVV RI WKH
SHUVRQ UHODWHG WR DQ\ RI WKH \$\$\$SOLFQWV ZL
&&\$\$ VKDOO UHTXLUH DXWKRUL]DWLRQ E\ WKLV &R
W&&\$\$

E GLVFODLP RU UHVLOLDWH LQ ZKROH RU LQ SDUW
GHILQHGH EHORZ RU IXUWKHU RUGHU RI WKH &RXUW
DQ\ QDWXUH ZKDWVRHYHU ZLWK ZKRPVRHYHU ZL
\$\$\$SOLFQWV GHHPV DSSURSULDWH &LQ\$DFFG UGDQF

F SXUVXH DOO DYHQXH RI UHILQDQFLQJ RU UHVWUX
ZKROH RU SDUW VXEMHFW WR SULRU DSSURYDO R
PDWHULDO UHILQDQFLQJ RU UHVWUXFWXULQJ

DOO RI WKH IRUHJRLQJ WR SHUPLW WKH \$\$\$SOLFQWV
WKH %XVLQDWHUWUXFWXULQJ

7KH \$\$\$SOLFQWV VKDOO SURYLGH HDFK RI WKH UHOHY
LQWHQWLRQ WR UHPRYH DQ\ IL[WXUHV IURP DQ\ OHDVH
WKH GDWH RI WKH LQWHQGHG UHPRYDO 7KH UHOHYD
UHSUHVHQWDWLYH SUHVHQW LQ WKH OHDVHG SUHPLV
GLVSXWHV WKH \$\$\$SOLFQWV HQLWOHPPHQW WR UHPRY
WKH OHDVH VXFK IL[WXUH VKDOO UHPDLQ RQ WKH SU
EHWZHHQ DQ\ DSSOLFDEOH VHFUXHG FUHGLWRUV VXFK
WKHP RU E\ IXUWKHU RUGHU RI WKLV &RXUW XSRQ DSS

GD\V QRWLFH WR VXFK ODQGORUG DQG DQ\ VXFK
GLVFODLP RU UHVLOLDWH WKH OHDVH JRYHUQLQJ VX
VHFWLRQ&&\$ WKH VKDOO QRW EH UHTXLUHG WR SD\ 5
UHVROXWLRQ RI DQ\ VXFK GLVSXWH RWKHU WKDQ 5HQV
LQ VHFWLRQ &&\$\$ DQ\ WKH GLVFODLPHU RU UHVLOLDV
ZLWKRXXW SUHMXGLFH WR WKH \$\$\$SOLFQWV FODLP WR

,I D QRWLFH RI GLVFODLPHU RU UHVLOLDW&RQ\$SLV GHG
WKHQ

D GXULQJ WKH QRWLFH SHULRG SULRU WR WKH HIIHF
WKH ODQGORUG PD\ VKRZ WKH DIIHFWHG OHDVHG S
QRUPDO EXVLQHVV KRXUV RQ JLYLQJ WKH \$SSOLFD
GD\V SULRU ZULWWHQ QRWLFH DQG

E DW WKH HIIHFWLYH WLPH RI WKH GLVFODLPHU RU U
HQWLWOHG WR WDNH SRVVHVLRQ RI DQ\ VXFK O
SUHMGLFH WR DQ\ FODLPV RU ULJKWV VXFK ODQG
DQ\ RI WKHP LQ UHVSHFW RI VXFK OHDVH RU OHDV
HQWLWOHG WR QRWLI\ WKH \$SSOLFDQWV RI WKH E
WR JDLQ SRVVHVLRQ RI DQG UH OHDVH VXFK OH
SDUWLHV RQ VXFK WHUPV DV VXFK ODQGORUG FRQ
KHUHLQ VKDOO UHOLHYH VXFK ODQGORUG RI LWV
FODLPHG LQ FRQQHFWLRQ WKHUHZLWK

12 352&(' ,1*6 \$*\$,167 7+(\$33/ ,&\$176 25 7+(3523(57<

8QWLO DQG LQFOXGLQJ \$SULO RU VXFKDWHU
3HULRGQR SURFHGLQJ RU HQIRUFHPHQW SURFHVV L
H[FHSWLRQ & \$SDH WLVK QDORH DFKLDD GO EH FRPPHQF
FRQLQXHG DJDLQVW RU LQ UHVSHFW RI WKH \$SSOLFD
RU WKH 3URSHUW\ H[FHSW ZLWK WKH ZULWWHQ FRQVH
OHDYH RI WKLW &RXUW DQG DQ\ DQG DOO 3URFHGLQJ
RI WKH \$SSOLFDQWV RU DQ\ RI WKHP RU DIIHFWLQJ V
VWD\HG DQG VXVSHQG HG SHQGLQJ IXUWKHU RUGHU RI
\$SSOLFDQWV DQG WKH 0RQLWRU

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'XULQJ WKH 6WD\ 3HULRG DOO ULJKWV DQG UHPHGLH
JRYHUQPHQWDO ERG\ RU DJHQF\ RU DQ\ RWKHU HQW

EHLQHUVRDQG HDFKHEUVRQZDHWKHU MXGLFLDO RU H[WU
RU QRQ VWDWXWRU\ DJDLQVW RU LQ UHVSHFW RI WKH
%XVLQHVV RU WKH 3URSHUW\ DUH KHUHE\ VWD\HG DQ
SURFHGHG ZLWK RU FRQWLQXHG H[FHSW ZLWK WKH Z
ORQLWRU RU OHDYH RI WKLW &RXUW SURYLGHG WKDW

D HPSRZHU WKH \$SSOLFDQWV WR FDUU\ RQ DQ\ EXV
ODZIXOO\ HQWLWOHG WR FDUU\ RQ

E DIIHFW VXFK LQYHVWLJDWLRQV DFWLRQV VXLWV
DUH SHUPLWWHG E\&H\$FWLRQ RI WKH

F SUHYHQW WKH ILOLQJ RI DQ\ UHJLVWUDWLRQ WR SU

G SUHYHQW WKH UHJLVWUDWLRQ RI D FODLP IRU OLH

H H[HPSW WKH \$SSOLFDQWV IURP FRPSOLDQFH ZLWK
UHODWLQJ WR KHDOWK VDIHW\ RU WKH HQYLURQPH

1RWKLQJ LQ WKLW 2UGHU VKDOO SUHYHQW DQ\ SDUW\ I
ZKHUH VXFK DQ DFWLRQ PXVW EH WDNHQ LQ RUGHU W
RUGHU WR SUHVHUYH WKHLU ULJKWV DW ODZ SURYLG
SDUW\ H[FHSW LQ DFFRUGDQFH ZLWK WKH RWKHU SURY
RI VXFK DFWLRQ EH JLYHQ WR WKH \$SSOLFDQWV DQ
RSSRUWXQLW\

12 ,17(5)(5(1&(: ,7+ 5,*+76

'XULQJ WKH 6WD\ 3HULRG QR SHUVRQ VKDOO DFFHOHU
DOWHU LQWHUIHUH ZLWK UHSXGLDWH WHUPLQDWH F
FRQUDFW DJUHHPHQW OHDVH VXEODVH OLFHQFH
\$SSOLFDQWV RU DQ\ RQH RI WKHP H[FHSW ZLWK WKH
ORQLWRU RU OHDYH RI WKLW &RXUW

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'XULQJ WKH 6WD\ 3HULRG DOO SHUVRQV KDYLQJ

D VWDWXWRU\ RU UHJXODWRU\ PDQGDWHV IRU WKH V

E RUDO RU ZULWWHQ DJUHHPHQWV RU DUUDQJHPHQW
OLPLWDWLRQ DOO FRPSXWHU VRIWZDUH FRPPXQ
FHQWUDOLJHG EDQNLQJ VHUYLFHV SD\UROO DQG
DQG WUDQVSRUWDWLRQ VHUYLFHV XWLWLW\ RU
\$SSOLFDQWV

DUH KHUHE\ UHVWUDLQHG XQWLO IXUWKHU 2UGHU RI
LQWHUIHULQJ ZLWK VXVSHQGLQJ RU WHUPLQDWLQJ W
EH UHTXLUHG E\ WKH \$SSOLFDQWV RU H[HUFLVLQJ D
DJUHHPHQWV RU DUUDQJHPHQWV 7KH \$SSOLFDQWV V
WKHLU FXUUHQW SUHPLVHV WHOHVKRQH QXPEHUV ID
GRPDLQ QDPHV SURYLGHG LQ HDFK FDVH WKDW WKH X
RU VHUYLFHV UHFHLYHG DIWHU WKH GDWH RI WKLV 2U
ZLWK WKH SD\PHQW SUDFWLFHV RI WKH \$SSOLFDQWV
XSRQ E\ WKH VXSSOLHU RU VHUYLFH SURYLGHU DQG H
DV PD\ EH RUGHUHG E\ WKLV &RXUW

121 '(52*\$7,21 2) 5,*+76

1RWKLQJ LQ WKLV 2UGHU KDV WKH HIIHFW RI SURKLEL
SD\PHQW IRU JRRGV VHUYLFHV XVH RI OHDVHG RU
FRQVLGHUDWLRQ SURYLGHG RQ RU DIWHU WKH GDWH F
DQ\ REOLJDWLRQ RQ RU DIWHU WKH GDWH RI WKLV 2U
RWKHUZLVH H[WHQGHG DQ\ FUHGLW WR WKH \$SSOLFDQWV

352&((',1*6 \$*\$,167 ',5(&7256 \$1' 2)),&(56

'XULQJ WKH 6WD\ 3HULRG DQG H[FHFW DW \$SDQJWWHG
SDUDJUDSK RI WKLV 2UGHU QR 3URFHHGLQJ PD\ EH

RI WKH IRUPHU FXUUHQW RU IXWXUH GLUHFWRUV RU R
FODLP DJDLQVW WKH GLUHFWRUV RU RIILFHUV WKDW D
WKDW UHODWHV WR DQ\ REOLJDWLRQV RI WKH \$SSOLF
DOOHJHG XQGHU DQ\ ODZ WR EH OLDEOH LQ WKHLU FDS
RU SHUIRUPDQFH RI VXFK REOLJDWLRQV

',5(&7256¶ \$1' 2)),&(56¶ ,1'(01,)),&\$7,21 \$1' &+\$5*(

7KH \$SSOLFDQWV VKDOO LQGHPQLI\ W~~XV~~LU~~GD~~LU~~QV~~WR
REOLJDWLRQV DQG OLDELOLWLHV WKDW WKH\ PD\ LG
\$SSOLFDQWV DIWHU WKH FRPPHQFHQW RI WKH ZLWK
ZLWK UHVSHFW WR DQ\ RIILFHU RU GLUHFWRU WKH RE
RI WKH GLUHFWRU¶V RU RIILFHU¶V JURVV QHJOLJHQFH

7KH ' 2V RI WKH \$SSOLFDQWV VKDOO EH HQWLWOHG W
FKDUJH'L~~W~~FW~~R~~UV¶¶ &KDUJH 3URSHUW\ ZKLFK FKDUJH
DJJUHJDWH DPRXQW RI DV VHFUXLW\ IRU WKH
RI WKLV 2UGHU 7KH 'LUHFWRUV¶¶ &KDUJH VKDOO KDY
DQGRI WKLV 2UGHU

1RWZLWKVWDQGLQJ DQ\ ODQJXDJH LQ DQ\ DSSOLFDEOH
D QR LQVXUHU VKDOO EH HQWLWOHG WR EH VXEUR
'LUHFWRUV¶¶ &KDUJH DQG

E WKH \$SSOLFDQWV¶¶ ' 2V VKDOO RQO\ EH HQWLWOH
&KDUJH WR WKH H[WHQW WKDW WKH\ GR QRW KDY
RIILFHUV¶¶ LQVXUDQFH SROLF\ RU WR WKH H[WHQW
DPRXQWV LQGHPQLILHG LQ DFFRUGDQFH ZLWK SDU

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%'2 LV KHUHE\ DSSRLQ~~W~~&~~W~~\$~~S~~X~~M~~K~~H~~D~~Q~~W~~L~~W~~R~~W~~K~~D~~I~~Q RIILFH
WR PRQLWRU WKH 3URSHUW\ %XVLQHVV DQG ILQDQFLD
DQG REOLJDWLRQ~~W~~&~~W~~\$~~S~~RU~~W~~V~~R~~X~~W~~I~~R~~Q~~W~~K~~K~~H~~U~~H~~L~~Q DQG WKDW

VKDUHKROGHUV ' 2¶V DQG \$VVLVWDQWV VKDOO DGYLVH
E\ WKH \$SSOLFDQWV SXUVXDQW WR WKLW 2UGHU DQG
WKH H[HUFLVH RI LWV SRZHUV DQG GLVFKDUJH RI LWV
WKH DVVLVWDQFH WKDW LV QHFHVVDU\ WR HQDEOH
ORQLWRU¶V IXQFWLRQV

7KH ORQLWRU LQ DGGLWLRQ WR LWV SUR&\$LEHG UL
KHUHE\ GLUHFWHG DQG HPSRZHUHG WR

D PRQLWRU WKH \$SSOLFDQWV¶ DQG WKH 3DUWQHUV
%XVLQHVV DQG GHDOLQJV ZLWK WKH 3URSHU\

E UHSRUW WR WKLW &RXUW DW VXFK WLPHV DQG L
DSSURSULDWH ZLWK UHVSHFW WR PDWWHUV UHODW
RWKHU PDWWHUV DV PD\ EH UHOHYDQW WR WKH SU
WR WKH &RXUW LI LQ WKH RSLQLRQ RI WKH ORQLW
WKH ILQDQFLDO FLUFXPVWDQFHV RI WKH \$SSOLFDQ

F DGYLVH WKH \$SSOLFDQWV DQG WKH 3DUWQHUVKLS
FDVK IORZ VWDWHPHQWV DQG UHSRUWLQJ UHTXLUH

G DVVLVW WKH \$SSOLFDQWV WR WKH H[WHQW UHTXL
VDOH RU LQYHVWPHQW VROLFLWDWLRQ SURFHVV

H DGYLVH WKH \$SSOLFDQWV WR WKH H[WHQW UHT
GHYHORSPHQW RI WKH 3ODQ DQG DQ\ DPHQGPHQWV

I DVVLVW WKH \$SSOLFDQWV WR WKH H[WHQW UHTX
DQG DGPLQLVWHULQJ RI FUHGLWRUV¶ RU VKDUHKRO

J KDYH IXOO DQG FRPSOHWH DFFHVV WR WKH 3URS
UHFRUGV GDWD LQFOXGLQJ GDWD LQ HOHFWURQL
WKH \$SSOLFDQWV DQG WKH 3DUWQHUVKLS WR WKH
DVVHVW WKH \$SSOLFDQWV¶ DQG WKH 3DUWQHUVK
DIIDLUV RU WR SHUIRUP LWV GXWLHV DULVLQJ XQG

K EH DW OLEHUW\ WR HQJDJH LQGHSHQGHQW OHJDO
ORQLWRU GHHPV QHFHVVDU\ RU DGYLVDEOH UHVSH
SHUIRUPDQFH RI LWV REOLJDWLRQV XQGHU WKLV 2

L KROG IXQGV LQ WUXVW RU LQ HVFURZ WR WKH HJ
EHWZHHQ WKH \$SSOLFDQWV DQG DQ\ RWKHU 3HUVR

M SHUIRUP VXFK RWKHU GXWLHV DV DUH UHTXLUHG E
WR WLPH

7KH ORQLWRU VKDOO QRW WDNH SRVVHVVLQRQ RI WKH 3
LQ WKH PDQDJHPHQW RU VXSHUYLVLRQ RI WKH PDQDJH
IXOILQOLQJ LWV REOLJDWLRQV KHUHXQGHU RU E\ LQD
SRZHUV RU SHUIRUPDQFH RI GXWLHV XQGHU WKLV 2UG
SRVVHVVLQRQ RU FRQWURO RI WKH %XVLQHVV RU 3URS
2UGHU VKDOO UHTXLUH WKH ORQLWRU WR RFFXS\ RU W
PDQDJHPHQW RI DQ\ RI WKH 3URSHUW\ WKDW PLJKW E
EH D SROOXWDQW RU D FRQWDPLQDQW RU PLJKW FDXV
RU GHSRVLW RI D VXEVWDQFH FRQWUDU\ WR DQ\ IHGH
SURWHFWLRQ FRQVHUYDWLRQ HQKDQFHPHQW UHPHG
RU UHODWLQJ WR WKH GLVSRVDO RU ZDVWH RU RWKH
2UGHU GRHV QRW H[HPSW WKH ORQLWRU IURP DQ\ GXW
E\ DSSOLFDEOH HQYLURQPHQWDO OHJLVODWLRQ RU UH
RI WKLV 2UGHU RU DQ\WKLQJ GRQH LQ SXUVXDQFH RI W
2UGHU EH GHHPHG WR EH LQ SRVVHVVLQRQ RI DQ\ RI W
IHGHUDO RU SURYLQFLDO HQYLURQPHQWDO OHJLVODW

7KH ORQLWRU VKDOO SURYLGH DQ\ FUHGLWRU RI WK
LQIRUPDWLRQ SURYLGHG E\ WKH \$SSOLFDQWV DQG WK
UHTXHVWV IRU LQIRUPDWLRQ PDGH LQ ZULWLQJ E\ VXF
ORQLWRU VKDOO QRW KDYH DQ\ UHVSQVLELOLW\ RU
GLVVHPLQDWHG E\ LW SXUVXDQW WR WKLV SDUDJUDSK
KDV EHHQ DGYLVHG E\ WKH \$SSOLFDQWV LV FRQILGHQ

LQIRUPDWLRQ WR FUHGLWRUV XQOHVV RWKHUZLVH GLU
ORQLWRU DQG WKH \$SSOLFDQWV PD\ DJUHH

,Q DGGLWLRQ WR WKH ULJKWV DQG SURWHLRQV DII
RIILFHU RI WKLW &RXUW WKH ORQLWRU VKDOO LQFXU
DSSRLQWPHQW RU WKH FDUU\LQJ RXW RI WKH SURYLVL
JURVV QHJOLJHQFH RU ZLOIXO PLVFRQGXFWR RQ LWV S
IURP WKH SURWHFWLRQV &&R\$GHDQW DSSOLFDQWV EHWZHHQ

7KH ORQLWRU FRXQVHO WR WKH ORQLWRU DQG FRXQV
UHDVRQDEOH IHHV DQG GLVEXUVHPHQWV LQFOXGLQJ
UHODWHG &&R\$GHDQW LQJV E\ WKH \$SSOLFDQWV LQ HD
DQG FKDUJHV VXEMHFW WR WKH WHUPV VHW IRUWK LQ
\$SSOLFDQWV DV DSSOLFDEOH DV SDUW RI WKH FRVW
KHUHE\ DXWKRULJHG DQG GLUHFHWG WR SD\ WKH DFFR
ZLWK WKH SD\PHQW WHUPV DJUHHG EHWZHHQ WKH \$SS

7KH ORQLWRU DQG LWV OHJDO FRXQVHO VKDOO SDVV W

7KH ORQLWRU FRXQVHO WR WKH ORQLWRU DQG FRXQV
WKH EHQHILWV RI DQG DUH \$GHEALVUDWLRQ &KDUJH
3URSHUW\ ZKLFK FKDUJH VKDOO QRW H[FHHG DQ DJJU
IRU WKHLU SURIHVVLRQDO IHHV DQG GLVEXUVHPHQWV
RI WKLW 2UGHU DW WKH QRUPDO UDWHV DQG FKDUJHV
WKH WHUPV VHW IRUWK LQ WKHLU UHVSHFWLYH HC
\$GPLQLVWUDWLRQ &KDUJH VKDOO KDYH WKH SULRULW

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(DFK RI WKH HQWLWLHV OLVWHG LQ 6FKHGXOH 3\$` KHU
FRQWHPSONDWHG E\ &&R\$GHDQW UDWHV DOK 6XSSOLHU

(DFK &ULWLFDO 6XSSOLHU VKDOO FRQWLQXH WR VXSS
DQG RU VHUYLFHV RQ WHUPV DQG FRQGLWLRQV WKDW

DQG SDVW SUDFWLFHV 1R &ULWLFDO 6XSSOLHU PD\ U
SRVWLQJ RI DQ\ VHFXULW\ LQ FRQQHFWRQ ZLWK WKH
SSOLFDOQWV DIWHU WKH GDWH RI WKLV 2UGHU

(DFK &ULWLFDO 6XSSOLHU VKDOO EH HQWLWOHG WR W
WKH &ULWLFDO 6XSSOLHU WKH &KDUJH WKH &KDUJH
WKH JRRGV DQG VHUYLFHV VXSSOLHG E\ VXFK &ULWLFDO
DIWHU WKH GDWH RI WKLV 2UGHU OHVV DOO DPRXQWV
VXFK JRRGV DQG VHUYLFHV ZKLFK FKDUJH VKDOO QRW
&KDUJH VKDOO KDYH WKH SULRULW\ VHW RXW LQ SDUD

9\$/,'7< \$1' 35,25,7< 2) &+\$5*(6

7KH SULRULWLHV RI WKH \$GPLQLVWUDWRQ &KDUJH
'LUHFWRUV &KDUJH DV DPRQJ WKHP VKDOO EH DV IR

D)LUVW ± \$GPLQLVWUDWRQ &KDUJH WR WKH PD[LPX

E 6HFRQG ± &ULWLFDO 6XSSOLHUV &KDUJH WR WKH

F 7KLUG ± 'LUHFWRUV &KDUJH WR WKH PD[LPXP DPR

7KH ILOLQJ UHJLVWUDWRQ RU SHUIHFWLRQ RI WKH \$C
&KDUJH RU WKH 'LUHFWRUV &KDUJH DOO RI WELHYHUTX
WKH &KDUJHV VKDOO EH YDOLG DQG HQIRUFHDEOH IRU
WLWOH RU LQWHUHVW ILOHG UHJLVWHUHG UHFRUGHG
LQWR H[LVWHQFH QRWZLWKVWDQGLQJ DQ\ VXFK IDLOX

(DFK RI WKH &KDUJHV DOO DV FRQVWLWXWHG DQG GH
WKH 3URSHUW\ DQG VXEMHFW &KDUJH WKH &KDUJH
LQ SULRULW\ WR DOO RWKHU VHFXULW\ LQWHUHVWV V
RI VHFXUHG FUHGLWRUV VWDW(XWR DEURDQWKDYUZXUHR
DQ\ 3HUVRQ WKDW KDV UHFHLYHG QRWLFH RI WKLV \$SS

([FHSW DV RWKHUZLVH H[SUHVVO\ SURYLGHG IRU KHUH

WKH \$SSOLFDQWV VKDOO QRW JUDQW DQ\ (QFXPEUDQF
WR ~~SRUL SZLWVK~~ DQ\ RI WKH &KDUJHV XQOHVV WKH \$S
ZULWWHQ FRQVHQW RI WKH 0RQLWRU DQG WKH EHQHIL
RU IXUWKHU RUGHU RI WKLV &RXUW

7KH &KDUJHV VKDOO QRW EH UHQGHUHG LQYDOLG RU
RI WKH FKDUJHHV HQWLWOHG WR WKH EHQHILWRU RI W
WKHUHQGHU VKDOO QRW RWKHUZLVH EH OLPLWHG RU

D WKH SHQGHQF\ RI WKHVH SURFHGHGLQJV DQG WKH G
2UGHU

E DQ\ DSSOLFDWLRQ V IRU EDQNUXS ~~WFOQRUXSMFV~~ DIQ
,QVROYHQW ~~F&\$FW~~ F % DV ~~BAHQGHG~~ DQW EDQNUXS
RUGHU PDGH SXUVXDQW WR VXFK DSSOLFDWLRQV

F WKH ILOLQJ RI DQ\ DVVLJQPHQWV IRU WKH JHQHUD
W ~~W~~ \$

G WKH SURYLVLQRQV RI DQ\ IHGHUDO RU SURYLQFLDO

H DQ\ QHJDWLYH FRYHQDQWV SURKLELWLRQV RU RW
ERUURZLQJV LQFXUULQJ GHEW RU WKH FUHDWLRQ
H[LVLWLQJ ORDQ GRFXPHQWV OHDVH VXE OHDVH
FROOHFW ~~WJHO~~ ~~PHQW~~ ~~3~~ FK ELQGV WKH \$SSOLFDQWV
DQ\ SURYLVLQRQ WR WKH FRQWUDU\ LQ DQ\ \$JUHHPH

L QHLWKHU WKH FUHDWLRQ RI WKH &KDUJHV QRU
UHJLVWUDWLRQ RU SHUIRUPDQFH RI DQ\ GRFX
FUHDWH RU EH GHHPHG WR FRQVWLWXWH D QH
\$JUHHPHQW WR ZKLFK WKH\ DUH D SDUW\

LL QRQH RI WKH &KDUJHHV VKDOO KDYH DQ\ OLDE
D UHVXOW RI DQ\ EUHDFK RI DQ\ \$JUHHPHQW F
FUHDWLRQ RI WKH &KDUJHV DQG

LLLWKH SD\PHQWV PDGH E\ WKH \$\$\$SOLFQWV SX
JUDQWLQJ RI WKH &KDUJHV GR QRW DQG ZL
IUDXGXOHQW FRQYH\DQFHV WUDQVIHUV DW X
RWKHU FKDOOHQJHDEOH RU YRLGDEOH WUDQVD

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,I GXULQJ WKH 6WD\ 3HULRG WKH \$\$\$SOLFQWV DQG W
ILQDQFH WKH SUHVHUYDWLRQ RI WKH 3URSHUW\ DQ\ V
3DUWQHUVKLS PD\ REWDLQ VKDOO TXLW\ LQDQFLQJ
QRW GHEW ILQDQFLQJ 7KH (TXLW\)LQDQFLQJ VKDOO
WUXVW OLHQV FKDUJHV RU HQFXPEUDQFHV XSRQ RU L
RWKHUZLVH SHUPLWWHG E\ WKLV &RXUW&&\$\$V KDDWHU
QRW DSSO\ LQ UHVSHFW RI WKH (TXLW\)LQDQFLQJ H[FH

7KH \$\$\$SOLFQWV DQG WKH 3DUWQHUVKLS DUH KHUHE\
GHOLYHU VXFK GRFXPHQWV DV PD\ EH UHDVRQDEO\ U
)LQDQFLQJ WR VHFUXH WKH (TXLW\)LQDQFLQJ

\$/2&\$7,21

\$Q\ LQWHUHVWHG 3HUVRQ PD\ DSSO\ WR WKLV &RXUW
DIIHFWHG IRU DQ RUGHU WR DOORFDWH WKH &KDUJHV
3URSHUW\

6(59,&(\$1' 127,&(

7KH 0RQLWRU VKDOO L ZLDVXUW DQDQDQGLXQV KOLHQ
QRWLFH FRQWDLQLQJ WKH LQDQFLQJ RZLW\ KHQ FULYEHG
DIWHU WKH GDWH RI WKLV 2UGHU \$ PDNH WKLV 2U
SUHVFULEHG&&\$Q% HUVWQB LQ WKH SUHVFULEHG PDQQH
FUHGLWRU ZKR KDV D FODLP DJDLQVW WKH \$\$\$SOLFQW
PRUH WKDQ DQG & SUHSDUH D OLVW VKRZLQJ
FUHGLWRUV DQG WKH HVWLPDWHG DPRXQWV RI WKRVH

SUHV FULEHG PDQQHU DOO LQ DFFRUGDSSUR GZLWK V
UHJXODWLRQV PDGH WKHUHXQGHU

7KH 0RQLWRU VKDOO HVWDEOLVK D ZHEVLWH LQ UHVS
KWWSV ZZZ EGR FD HQ FD H[WURFHWHG DOWHU\RLODQ

\$Q\ 3HUVRQ WKDW ZLVKHV WR EH VHUYHG ZLWK DQ\ D
SURFHGHGLQJV PXVW GHOLYHU WR WKH 0RQLWRU E\ Z
GHOLYHU\ RU HOHFWURQLF WUDQVPLVVLRQ6 DUYHFKHV
/LVWR EH PDLQWDLQH E\ WKH \$\$\$OLF DQWV 7KH 0
XS WR GDWH IRUP RI WKH 6HUYLFH /LVW RQ WKH 3URFH

7KH \$\$\$OLF DQWV DQG WKH 0RQLWRU DQG WKHLU FRXQ
2UGHU DQ\ RWKHU PDWHULDOV DQG RUGHUV DV PD
SURFHGHGLQJV DQ\ QRWLFHV RU RWKHU FRUUHVSRQGH
HOHFWURQLF PHVVDJH WR WKH \$\$\$OLF DQWV FUHGLW
SDUWLHV DQG WKHLU DGYLVRUV

\$Q\ SDUW\ WR WKHVH SURFHGHGLQJV PD\ VHUYH RU G
SURFHGHGLQJV E\ HPDLQLQJ D 3') RU RWKHU HOHFWUR
DGGUHVHV RI FRXQVHO DV UHFRUGHG RQ WKH 6HUYLF
VKDOO SRVW D FRS\ RI DOO SUHV FULEHG PDWHULDOV R

7KH &KDUJHV VKDOO EH HQWLWOHG WR UHO\ RQ WKLV
&KDUJHV DQG WKH SULRULWLHV WKHUHRI VHW IRUWK L
DQ\ IHHV H[SHQVHV DQG GLVEXUVHPHQWV LQFXUUHG
PD\ EH DPHQGHG YDULHG RU VWD\HG

*(1(5\$/

7KH \$\$\$OLF DQWV RU WKH 0RQLWRU PD\ IURP WLPH WR
RU VXSSOHPHQW WKLV 2UGHU RU IRU DGYLFH DQG GL
DQG GXWLHV KHUHXQGHU

1RWZLWKVWDQGLQJ EXHWD 5XPSWKRI &RXV OHVV RWKH

RUGHUHG E\ WKLV &RXUW WKH 0RQLWRU ZLOO UHSRU
UHSRUWLQJ LV QRW UHTXLUHG WR EH LQ DIILGDYLW IR
HYLGHQFH 7KH 0RQLWRU UHSRUWV VKDOO EH ILOHG
WKH\ GR QRW LQFOXGH DQ RULJLQDO VLJQDWXUH

1RWKLQJ LQ WKLV 2UGHU ~~VKDOO SWHQHODW DQHLQW~~
UHFHLYHU D UHFHLYHU DQG PDQDJHU RU D WUXVWH
%XVLQHVV RU WKH 3URSHUW\

7KLV &RXUW KHUHE\ UHTXHVWV WKH DLG DQG UHFRJQL
DGPLQLVWUDWLYH ERG\ KDYLQJ MXULVGLFWLRQ LQ &D
HIIHFW WR WKLV 2UGHU DQG WR DVVLVW WKH \$SSOLFD
FDUU\LQJ RXW WKH WHUPV RI WKLV 2UGHU \$OO FRXUV
ERGLHV DUH KHUHE\ UHVSHFWIXOO\ UHTXHVWHG WR
DVVLVWDQFH WR WKH \$SSOLFDQWV DQG WR WKH 0RQL
QHFWV\ RU GHVLUDEOH WR JLYH HIIHFW WR WKLV
0RQLWRU LQ DQ\ IRUHLJQ SURFHHGLQJ RU WR DVVLVW
UHVSHFWLYH DJHQWV LQ FDUU\LQJ RXW WKH WHUPV RI

(DFK RI WKH \$SSOLFDQWV DQG WKH 0RQLWRU EH DW
HPSRZHUHG WR DSSO\ WR DQ\ FRXUW WULEXQDO UHJ
ORFDWHG IRU WKH UHFRJQLWLRQ RI WKLV 2UGHU DQG
WKLV 2UGHU DQG WKDW WKH 0RQLWRU LV DXWKRULJHG
UHVSHFW RI WKH ZLWKLQ SURFHHGLQJ IRU WKH SXUSR
LQ D MXULVGLFWLRQ RXWVLGH &DQDGD

7KLV 2UGHU DQG DOO RI LWV SURYLVLRQV DUH HIIHFW
7LPH RQ WKH GDWH RI WKLV 2UGHU

5XOH F\$REHWWD 5XOH\$5 RI &RXUW KHUHE\ LQYRN
DSSURYDO RI WKH IRUP RI WKLV 2UGHU E\ DQ\ RWKHU
KHUHRQ LV KHUHE\ GLVSHQVHG ZLWK

A stylized, handwritten signature in black ink, consisting of a large, sweeping loop that crosses itself, with a small dot above the loop.

-XVWLFH RI WKH &RXUW R

6 & + (' 8 / (3 \$ ')

/ LVW RI & ULWLFDO 6XSSOLHUV

\$OEHUWD /WG

\$37 (QHUI\ 6HUYLFHV /WG

.ODVVHQ\ V 0HFKDQLFDO 2LOILHOG 0DLQWHQDQFH /WG

7\ &R ,QG\ VWULHV /WG