



, QGLYLGXDO 3ODV
1DWLRQDO
&KDPSLRQVKLS 7RXUQ
&KDSHURQH 3DUWLFL
\$JUHHPHQW

&RSIULJKW < 1\$47 //8

6FDQ RU SKRWRJUDSK WKH FRPSOHWHG DJUHHPHQW DQG HPDLO
PXVW EH FRPSOHWHG DQG UHFHLYHG RQ RU EHIRUH 6XQGD\ 0DU
RU WKH SOD\HU PD\ QRW DWWHQG

, GHQWLILFDWLRQ DQG &RQWH[W

, ZLOO VHUYH DV WKH RIILFLDO FKDSHURQH IRU D SOD\HU RU SRVVLEO\ F
, QGLYLGXDO 3OD\HU 1DWLRQDO &KDPSLRQVKLS 7RXUQDPHQW 3WKH WRX
SOXV SRVVLEOH DGGLWLRQDO WUDYHO WLPH
7KH WHUPV 3ZH' 3XV' 3RXU' HWF VKDOO UHIHU MRLQWO\ WR WKH SOD\H
:H XQGHUVDQG WKDW WKH WRXUQDPHQW LV DQ HGXFDWLRQDO DFDGHPL
:H XQGHUVDQG WKDW WKH WRXUQDPHQW LV UXQ E\ 1DWLRQDO \$FDGHP
RUJDQLJHG YDOLGO\H[LVWLQJ DQG LQJRRG VWDQGLQJ XQGHU WKH ODZ
:H XQGHUVDQG WKDW ZH PD\ EH WUDYHOLQJ ORQJ GLVWDQFHV DQG VWD
:H XQGHUVDQG WKH HOLJLELWLW\ UXOHV KWWSV ZZZ QDTW FRP KV
FRPSHWH DW WKLV WRXUQDPHQW SHUKDSV YLD H[SOLFLW VSHFLDO GLVS
IRXQG WR EH LQHOLJLEOH WKH\ ZLOO IRUIHLW DOO JDPHV LQ ZKLFK WKH\
:H XQGHUVDQG WKDW RXU EHKDYLRU UHIOHFWV QRW RQO\ RQ RXUVHOY
LQVWLWXWLRQ RITXL]ERZO :H ZLOO UHIUDLQ IURP FRQGXFW WKDW GLVF
DQ\ RI WKHP LQWR GLVUHSXWH
:H DJUHH WR WUHDW DOO SDUWLFLSDQWV SOD\HUV FRDFKHV FKDSHUR
:H XQGHUVDQG DQG DJUHH WR DELGHE\WKH 1\$47 +RQRU &RGH KWWSV
OLPLWHG WR VHFWRQ \$
\$OO WRXUQDPHQW SDUWLFLSDQWV DUH ERXQG E\ DQ KRQRU FRGH WR E
WLFLSDQWV IRU WKLV SXUSRVH LQFOXGHV SOD\HUV FRDFKHV FKDSHU
FLDWHG ZLWK D WHDP VSHFWDWRUV DQG WRXUQDPHQW VWDII 5HVS
SDUWLFLSDQWV ZLOO «
D 7UHDW DOO SHRSOH SUHVHQW ZLWK FRXUWHV\ \$YRLG EHKDYLRU WK
KRVWLOH KDUDVVLQJ RU GLVUHVSHFWIXO WR RWKHUV
E \$YRLG DFWLRQ RU VSHHFK WKDW LV KDWHIXO RU GLVFULPLQDWRU\
EDLV RI UDFH HWKQLFLW\ QDWLRQDO RULJLQ UHOLJLRQ GLVDEL
SUHVVLQJ RU RWKHU SHUVRQDO FKDUDFWHULVWLFV
F \$YRLG EHKDYLRU WKDW GLVUXSWV WKH FRPSHWLWLYH LQWHJULW\
DUHQRW OLPLWHG WR FKHDWLQJ HQDEOLQJ RWKHUV WR FKHDW FU
JDLQLQJ RU IDFLOLWDWLQJ DFFHVV WR TXHVWLRQV LQ LQDSSURSUL
D JDPH UHVXOW RU LQWHQWLRQDOO\ 3WKURZLQJ D JDPH
G \$ELGHE\ DOO GHFLVLRQV RI WKH WRXUQDPHQW VWDII KRQHVWO\ U
DQG SURPSWO\ UHSRUW YLRODWLRQV RI WKLV KRQRU FRGH WR D WRX
7KH SOD\HU XQGHUVDQGV DQG DJUHHV WR DELGHE\WKH 1\$47 5XOHV KV
:H XQGHUVDQG WKDW 1\$47 V GHFLVLRQV RQ DOO PDWWHUV UHODWLQJ V
RIUHVSQRVHV DGMXGLFDWLRQ RI SURWHVWV DFFXVDWLRQV RI LQYHVW
RURWKHU PLVFRQGXFW UHVROXWLRQ RI RWKHU LVVXHV DQG FRPPXQLFD
DQG QRW VXEWHFW WR OLWLJDWLRQ RU IXUWKHU DSSHDLE@pÅ @ R°€RI

:H XQGHUVWDQG WKDW FRPSOHWLQJ WKLVDJUHHPHQW GRHV QRW LWVHO
RQUHJLVWUDWLRQFRPSOHWLRQSD\PHQWHWF

&KDSHURQH

:H XQGHUVWDQG WKDW HDFK SOD\HUVLVUHTXLUHGWRKDYHD FKDSHURQ
XQGHUVWDQG WKDW WKH IROORZLQJ UXOHV DSSO\WRWKHFKDSHURQH D
D 7KHFKDSHURQH PXVWEHDW OHDVW \HDUVROG
E 7KHFKDSHURQH PXVWEH UHDFKDEOHE\WH[WPHVVDJH DW D QXPEHU
WKHPD[LXP H[WHQW SRVVLEOH JLYHQ DYDLODELOLW\RI FHOOXODU G
F 7KHFKDSHURQH PXVWEH ZLWK WKH SOD\HUVLV PRVW WLPHV GXULQJ V
RQLV QRW ZLWK WKH SOD\HUVLV 1\$47 LV QRW REOLJDWHG WR FRQWDFW
SDUWLFXODU 1\$47 ZLOO QRW FRQWDFW DEVHQW FKDSHURQH VUHJDUG
G 7KHFKDSHURQH PXVW DOZD\VEHQH DUHQRXJK WRWKH SOD\HUVLV WR S
H 7KHFKDSHURQH PD\DOVREH WKHFKDSHURQH IRU RWKHU SOD\HUVLV DW
SUR[LPLW\WRWKH SOD\HUVLV EXW ZLWKRXW QXOOLI\LQJ DQ\RIWKHVH U
, XQGHUVWDQG WKDW 1\$47 LV QRW UHVSQVLEOH IRU VXSHUYLV LQJ RUS
, XQGHUVWDQG WKDW WKHFKDSHURQH LV WKH SULPDU\ DQG SRWHQWL

7KH SURYLVLQRQV RI WKLV DJUHHPHQW VKDOO ELQG PH DQG P\KHLUV H[H
7KH WHUP 31\$47' WKURXJKRXW WKLV FRQWUDFW LQFOXGHV 1\$47 VVXFFH
7KH ULJKWV , JUDQW WR 1\$47 PD\ EH DVVLJQHG WR DQ\ SHUVRQ ILUP RU F
7KLV LV WKH FRPSOHWH DJUHHPHQW EHWZHHQ 1\$47 DQG PH ZLWK UHVSHF
WR VSHDN RQ EHKDOI RQ 1\$47 KDV PDGH DQ\ UHSUHVHQWDWLRQV WR PH W
PD\RQO\ EH PRGLLHG E\ D ZULWWHQ DPHQGPHQW VLJQHG E\ PH DQG DQ RI
7KLV DJUHHPHQW VKDOO EH FRQVWUXHG DQG JRYHUQHGE\ WKH ODZV RI O
MXGLFLDO DFWLRQV ZLOO EH WKH 8QLWHG 6WDWHV 'LVWULFW &RXUW IRU
FRXUW ,I, KDELWXDOO\ UHVLGH LQ DQ\ RWKHU FRXQWU\ , FRQVHQW WR V
DJUHHPHQW
, KDYH WKH FDSDFLW\ DQG DXWKRULW\ WR XQGHUVWDQG DQG VLJQ WKLV
, DJUHH WR WKLV HQWLUH SDJH 3DUWLFLSDWLRQ \$JUHHPHQW
RQVKLS 7RXUQDPHQW

0\ WKH FKDSHURQH V QDPH3 SDUWLFLSDWLRQ\ SULQW QHDWO\

0\ VLJQDWXUH KDQGZULWWHQ

'DWH

6FDQ RU SKRWRJUDSK WKH FRPSOHWH DJUHHPHQW DQG HPDLO
PXVW EH FRPSOHWH DQG UHFHLYHG RQ RU EHIRUH 6XQGD\ 0DU
RU WKH SOD\HU PD\ QRW DWWHQG