



EDGAR® Form 144 XML Technical Specification

September 2022

DRAFT DISCLAIMER:

This draft EDGAR Form 144 XML Technical Specification, posted before Commission approval of potential regulatory changes in this release, is provided as a service to our filing community to assist filers, agents, and software developers in their preparation of responses to potential changes the staff anticipates. Since this is a draft technical specification, the SEC retains the right to change any part of the technical specification before the new system release is made final. In addition, the final EDGAR Form 144 XML Technical Specification is subject to Commission approval and may be revised before approval or not approved at all. Similarly, the posting of the draft technical specification does not indicate Commission approval of any pending proposed changes relating to the potential changes reflected in the draft technical specification. The changes outlined in this draft technical specification, if approved, are scheduled to take effect on September 19, 2022. The final version of the technical specification will be made available if approved by the Commission on or about September 19, 2022, on the SEC's Public Website.

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1 INTRODUCTION

1.1 Purpose

This document details the valid structure and content of the ownership Form 144 Electronic Data Gathering, Analysis, and Retrieval (EDGAR) Extensible Markup Language (XML) submission types. The following table lists the submission types for Form 144.

Table 1-1: 144 Submission Types

SUBMISSION TYPE	DESCRIPTION
144	Notice of Proposed Sale of Securities.
144/A	Amendment to Notices of Proposed Sale of Securities.

This specification provides the basis for creating the aforementioned submission types for Form 144 XML submissions. Filers must use this technical specification to generate a Form 144 XML submission that can be successfully parsed by the EDGAR system.

The Form 144 submission file must conform to the EDGAR Form 144 Submission Taxonomy. This taxonomy is comprised of a collection of XML Schema Definition (.xsd) files that define the structures of EDGAR 144 submissions.

The Form 144 XML submissions can be transmitted to the SEC via the EDGAR FilerWeb (<https://www.edgarfiling.sec.gov/>) or the “Transmit XML Submission” option from the EDGAR OnlineForms/XML Website (<https://www.onlineforms.edgarfiling.sec.gov/>).

In order to use the EDGAR FilerWeb or OnlineForms/XML Website, you must have a Central Index Key (CIK) and EDGAR access codes (password, CIK confirmation code (CCC)). If you currently have a CIK and access codes, you can proceed to the EDGAR FilerWeb or OnlineForms/XML Website to submit your submission. If you do not have access codes, you will need to obtain access codes through the EDGAR Filer Management website, <https://www.filermanagement.edgarfiling.sec.gov/>. For further information regarding how to obtain access codes, refer to the “Becoming an EDGAR Filer” section of the EDGAR Filer Manual, Volume I (General Information).

For further information regarding the EDGAR FilerWeb or OnlineForms/XML Website, specifically in regards to the transmission of filer-constructed submissions, refer to the Filer-Constructed XML Submissions section of the EDGAR Filer Manual, Volume II (EDGAR Filing).

1.2 Summary of Changes

On September 19, 2022, EDGAR Release 22.3 will introduce the following changes:

- The Form 144 has been modernization and the new technical specification is created based on the enhancement request.

2 EDGAR SCHEMA FILES

Table 2-1: Form 144 Schema Files describes the schema files that the EDGAR system uses to validate Form 144 submissions. These schemas are considered part of this specification and are distributed with this document.

Table 2-1: Form 144 Schema Files

XML Schema File	Scope of File
eis_Form_144_Ownership.xsd	Defines the elements for a 144 submission.
eis_Common.xsd	Defines the submission fields that are common in all EDGAR submissions.
eis_stateCodes.xsd	Defines valid State and Country Codes according to EDGAR.

The schema files define the valid data elements for a 144 submission, the hierarchy and sequencing of these elements, data types, valid values, maximum lengths, and number of occurrences, etc.

It is recommended that you download these files and use them for your own validation prior to filing a submission. This will greatly reduce the likelihood of receiving an EDGAR Suspend error. These schema files contain several annotations that describe the nature of the content of some of the elements.

EDGAR performs several validation checks that are not related to the schema files, so it is possible for a submission to meet all the schema constraints and still be SUSPENDED or BLOCKED. For instance, EDGAR verifies that each CIK/CCC pair is valid.

2.1 Schema Table Column Definitions

We assume the filer is familiar with the basics of the XML language, Namespaces, and the XML Schema Definition language. If not, you can find numerous references on the World Wide Web. One recommended website that provides several useful tutorials and examples is <http://www.w3schools.com/>.

The table below highlights the schema language features used most heavily in the EDGAR Form 144 submission schema files. These are:

Table 2-2: Schema Language

Indicator	Purpose
<sequence>	Specifies that child elements must appear in a specific order. This indicator is used with each element hierarchy. Elements must always appear in the order shown in Section 3.4.
<choice>	Specifies that only one of the child elements can be present within the containing element.
<minOccurs>	Specifies the minimum number of times that an element can occur.
<maxOccurs>	Specifies the maximum number of times that an element can occur.

The default value for the <minOccurs> and <maxOccurs> indicator is 1. An optional field will have a <minOccurs> value of zero.

This excerpt is from the eis_Form_144_Ownership.xsd schema file and includes some of these indicators:

```
<xs:complexType name="ISSUER_INFORMATION">
  <xs:annotation>
    <xs:documentation>These elements are part of the form data group</xs:documentation>
  </xs:annotation>
  <xs:sequence>
    <xs:element name="issuerCik" type="ns1:CIK_TYPE" minOccurs="1"/>
    <xs:element name="issuerName" type="ns1:STRING_150_TYPE" minOccurs="1"/>
    <xs:element name="secFileNumber" type="ns1:FILE_NUMBER_TYPE"
      minOccurs="0"/>
    <xs:element name="issuerAddress" type="ns1:ADDRESS_TYPE" minOccurs="1"/>
    <xs:element name="issuerContactPhone" type="ns1:EDGAR_PHONE_TYPE"
      minOccurs="1"/>
    <xs:element name="nameOfPersonForWhoseAccountTheSecuritiesAreToBeSold"
      type="ns1:STRING_150_TYPE" minOccurs="1"/>
    <xs:element name="relationshipsToIssuer" type="RELATIONSHIPS_TO_ISSUER"
      minOccurs="1" maxOccurs="1"/>
  </xs:sequence>
</xs:complexType>
```

```
<xs:complexType name="SECURITIES_INFORMATION">
  <xs:annotation>
    <xs:documentation>These elements are part of the form data group</xs:documentation>
  </xs:annotation>
  <xs:sequence>
    <xs:element name="securitiesClassTitle" type="ns1:STRING_150_TYPE"
      minOccurs="1"/>
    <xs:element name="brokerOrMarketmakerDetails" type="NAME_ADDRESS_TYPE"
      minOccurs="1"/>
    <xs:element name="noOfUnitsSold" type="ns1:INTEGER_NONNEGATIVE_12"
      minOccurs="1"/>
  </xs:sequence>
</xs:complexType>
```



```

    <xs:element name="aggregateMarketValue"
      type="DECIMAL_TYPE14_2_NONNEGATIVE" minOccurs="1"/>
    <xs:element name="noOfUnitsOutstanding"
      type="ns1:INTEGER_NONNEGATIVE_12" minOccurs="1"/>
    <xs:element name="approxSaleDate" type="ns1:DATE_TYPE2" minOccurs="1"/>
    <xs:element name="securitiesExchangeName" type="ns1:STRING_20_TYPE"
      minOccurs="1"/>
  </xs:sequence>
</xs:complexType>

<xs:complexType name="SECURITIES_TO_BE_SOLD">
  <xs:annotation>
    <xs:documentation>These elements are part of the form data group</xs:documentation>
  </xs:annotation>
  <xs:sequence>
    <xs:element name="securitiesClassTitle" type="ns1:STRING_150_TYPE"
      minOccurs="1"/>
    <xs:element name="acquiredDate" type="ns1:DATE_TYPE2" minOccurs="1"/>
    <xs:element name="natureOfAcquisitionTransaction" type="ns1:STRING_255_TYPE"
      minOccurs="1"/>
    <xs:element name="nameOfPersonfromWhomAcquired"
      type="ns1:STRING_100_TYPE" minOccurs="1"/>
    <xs:element name="isGiftTransaction" type="ns1:YES_NO_TYPE" minOccurs="1"/>
    <xs:element name="donorAcquiredDate" type="ns1:DATE_TYPE2" minOccurs="0"/>
    <xs:element name="amountOfSecuritiesAcquired"
      type="ns1:INTEGER_NONNEGATIVE_12" minOccurs="1"/>
    <xs:element name="paymentDate" type="ns1:DATE_TYPE2" minOccurs="1"/>
    <xs:element name="natureOfPayment" type="ns1:STRING_255_TYPE"
      minOccurs="1"/>
  </xs:sequence>
</xs:complexType>

<xs:complexType name="SECURITIES_SOLD_IN_PAST_3_MONTHS">
  <xs:annotation>
    <xs:documentation>These elements are part of the form data group</xs:documentation>
  </xs:annotation>
  <xs:sequence>
    <xs:element name="sellerDetails" type="NAME_ADDRESS_TYPE" minOccurs="1"/>
    <xs:element name="securitiesClassTitle" type="ns1:STRING_150_TYPE"
      minOccurs="1"/>
    <xs:element name="saleDate" type="ns1:DATE_TYPE2" minOccurs="1"/>
    <xs:element name="amountOfSecuritiesSold"
      type="ns1:INTEGER_NONNEGATIVE_12" minOccurs="1"/>
    <xs:element name="grossProceeds" type="DECIMAL_TYPE14_2_NONNEGATIVE"
      minOccurs="1"/>
  </xs:sequence>
</xs:complexType>

```

This is a sample of XML that conforms to the schema definition above:

```

<formData>
  <issuerInfo>
    <issuerCik>0001118676</issuerCik>
    <issuerName>RUFUS TEST CO</issuerName>
    <secFileNumber>033-100039</secFileNumber>
    <issuerAddress>
      <com:street1>5601 N. MacArthur Blvd</com:street1>
      <com:city>Irving</com:city>
      <com:stateOrCountry>TX</com:stateOrCountry>
      <com:zipCode>75038</com:zipCode>
    </issuerAddress>
    <issuerContactPhone>972-717-0300</issuerContactPhone>
    <nameOfPersonForWhoseAccountTheSecuritiesAreToBeSold>van der Velden
Jan</nameOfPersonForWhoseAccountTheSecuritiesAreToBeSold>
    <relationshipsToIssuer>
      <relationshipToIssuer>Officer</relationshipToIssuer>
      <relationshipToIssuer>Director</relationshipToIssuer>
      <relationshipToIssuer>Stakeholder</relationshipToIssuer>
    </relationshipsToIssuer>
  </issuerInfo>
  <securitiesInformation>
    <securitiesClassTitle>Common stock</securitiesClassTitle>
    <brokerOrMarketmakerDetails>
      <name>Virtu Financial</name>
      <address>
        <com:street1>One Liberty Plaza</com:street1>
        <com:street2>165 Broadway</com:street2>
        <com:city>New York</com:city>
        <com:stateOrCountry>NY</com:stateOrCountry>
        <com:zipCode>10006</com:zipCode>
      </address>
    </brokerOrMarketmakerDetails>
    <noOfUnitsSold>17087</noOfUnitsSold>
    <aggregateMarketValue>1282000.00</aggregateMarketValue>
    <noOfUnitsOutstanding>161514066</noOfUnitsOutstanding>
    <approxSaleDate>05/12/2022</approxSaleDate>
    <securitiesExchangeName>CHX</securitiesExchangeName>
  </securitiesInformation>
  <securitiesInformation>
    <securitiesClassTitle>Common stock1</securitiesClassTitle>
    <brokerOrMarketmakerDetails>
      <name>Virtu Financial 1</name>
      <address>
        <com:street1>One Liberty Plaza 1</com:street1>

```

```

    <com:street2>165 Broadway 1</com:street2>
    <com:city>New York</com:city>
    <com:stateOrCountry>NY</com:stateOrCountry>
    <com:zipCode>10006</com:zipCode>
  </address>
</brokerOrMarketmakerDetails>
<noOfUnitsSold>18000</noOfUnitsSold>
<aggregateMarketValue>126500000.00</aggregateMarketValue>
<noOfUnitsOutstanding>161514066</noOfUnitsOutstanding>
<approxSaleDate>06/12/2021</approxSaleDate>
    <securitiesExchangeName>NYSE</securitiesExchangeName>
</securitiesInformation>
<securitiesToBeSold>
  <securitiesClassTitle>Common stock</securitiesClassTitle>
  <acquiredDate>05/12/2022</acquiredDate>
  <natureOfAcquisitionTransaction>Employee Stock
Award</natureOfAcquisitionTransaction>
  <nameOfPersonfromWhomAcquired>Issuer</nameOfPersonfromWhomAcquired>
  <isGiftTransaction>Y</isGiftTransaction>
  <donarAcquiredDate>05/12/2022</donarAcquiredDate>
  <amountOfSecuritiesAcquired>17087</amountOfSecuritiesAcquired>
  <paymentDate>05/12/2022</paymentDate>
  <natureOfPayment>CASH</natureOfPayment>
</securitiesToBeSold>
  <securitiesToBeSold>
  <securitiesClassTitle>Common stock - 2</securitiesClassTitle>
  <acquiredDate>06/12/2022</acquiredDate>
  <natureOfAcquisitionTransaction>Employee Stock Award -
1</natureOfAcquisitionTransaction>
  <nameOfPersonfromWhomAcquired>Issuer-1</nameOfPersonfromWhomAcquired>
  <isGiftTransaction>Y</isGiftTransaction>
  <donarAcquiredDate>06/12/2022</donarAcquiredDate>
  <amountOfSecuritiesAcquired>17087</amountOfSecuritiesAcquired>
  <paymentDate>05/12/2022</paymentDate>
  <natureOfPayment>CASH-1</natureOfPayment>
</securitiesToBeSold>

<nothingToReportFlagOnSecuritiesSoldInPast3Months>N</nothingToReportFlagOnSecuritiesS
oldInPast3Months>
  <securitiesSoldInPast3Months>
  <sellerDetails>
    <name>Virtu Financial</name>
    <address>
      <com:street1>One Liberty Plaza</com:street1>
      <com:street2>165 Broadway</com:street2>
      <com:city>New York</com:city>

```

```

    <com:stateOrCountry>NY</com:stateOrCountry>
    <com:zipCode>10006</com:zipCode>
  </address>
</sellerDetails>
<securitiesClassTitle>Common Stock</securitiesClassTitle>
<saleDate>05/11/2022</saleDate>
<amountOfSecuritiesSold>0</amountOfSecuritiesSold>
<grossProceeds>0.00</grossProceeds>
</securitiesSoldInPast3Months>
  <securitiesSoldInPast3Months>
    <sellerDetails>
      <name>Virtu Financial-3</name>
      <address>
        <com:street1>One Liberty Plaza-3</com:street1>
        <com:street2>165 Broadway-3</com:street2>
        <com:city>New York</com:city>
        <com:stateOrCountry>NY</com:stateOrCountry>
        <com:zipCode>10006</com:zipCode>
      </address>
    </sellerDetails>
    <securitiesClassTitle>Common Stock-3</securitiesClassTitle>
    <saleDate>07/11/2022</saleDate>
    <amountOfSecuritiesSold>10</amountOfSecuritiesSold>
    <grossProceeds>150.00</grossProceeds>
    </securitiesSoldInPast3Months>
    <remarks>This is new 144 form</remarks>
    <noticeSignature>
      <noticeDate>05/11/2022</noticeDate>
      <planAdoptionDates>
        <planAdoptionDate>05/11/2022</planAdoptionDate>
        <planAdoptionDate>06/11/2022</planAdoptionDate>
        <planAdoptionDate>07/11/2022</planAdoptionDate>
      </planAdoptionDates>
      <signature>/s/ Jan van der Velden</signature>
    </noticeSignature>
  </formData>

```

3 XML SCHEMAS

This section summarizes the restrictions and constraints imposed on the content of the Form 144 submission types. These rules are enforced by the schema files and by EDGAR submission processing applications.

The schema files cannot enforce all the rules concerning data content, so it is possible for a submission to satisfy all the schema constraints and still be SUSPENDED or BLOCKED by EDGAR.

3.1 Schema Table Column Definitions

The following table defines the columns in the schema summation table provided in Section 3.4:

Table 3-1: Column Definitions for the Tables in Section 3-4

Column Name	Description
Level	Depth of element in the XML node hierarchy.
Order	Order in which elements must appear.
Data Type	See Table in Section 3.2 for a detailed description.
Element Name	Name of the XML element. This is case-sensitive.
Max Length	Maximum length for elements. EDGAR database stores up to this number of characters. "Unlimited" means no maximum length constraint for the element value.
Data Value Constraint	The paragraph that describes the data value constraint for the element. The values specified are case sensitive.
Max Occur	Maximum times a set of elements may be repeated. The maximum occurrence is 1, if not specified.
Applicability of Element	Indicates applicability of the element. m = Mandatory o = Optional NA = Does not apply. EDGAR uses this element for server-side processing. Do not provide a value for this element.

3.2 Data Type Constraints

Each entry in the "Data Type" column of these tables will be one of these values:

Data Type	Constraints
Boolean	Indicate a "true" value with either a "1" or the word "true." Indicate a "false" value with either a "0" or the word "false." A Boolean element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error.
date	Must be of the format MM-DD-YYYY. A date element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error. Do not include a date element at all if your goal is to not provide an optional date.
integer	Only valid characters are 0-9. Cannot contain commas, a minus sign, a dollar sign, or parentheses. An integer element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error.

Data Type	Constraints
string	<p>Should be no longer than the length shown in the tables in Section 3.4.</p> <p>EDGAR stores values in the <signPersonName>, and <contactEmail> elements exactly as provided. All other values are stored in the database as uppercase. You must use special escape sequences to represent these four characters:</p> <p>For the < character use the escape sequence "&lt;" or "&#60;".</p> <p>For the > character use the escape sequence "&gt;" or "&#62;".</p> <p>For the & character use the escape sequence "&amp;" or "&#38;".</p> <p>For the " character use the escape sequence "&quot;" or "&#34;".</p>
NV	These fields cannot have a value. They are parent element nodes that contain other XML elements. These elements need to be present for proper validation.
attr	Attribute property for an XML element.

3.3 Applicability of Schema Elements

Each entry in the submission/document type column in Section 3.4 will have one of these values:

Value	Description
m	Mandatory
m#	Conditional Mandatory. The element is mandatory if its parent element is included. The element cannot be included if its parent is not included.
m#1	Conditional Mandatory. The element is mandatory if specific values are provided for other elements.
m#2	This element is required for correct processing of the submission type.
o	Optional
o#	Optional in the Schema. The value will be populated by EDGAR. Any value provided will be overwritten and a WARNING generated.
NA	Does not apply to submission type. EDGAR uses this field for server-side processing. Do not provide a value for this element.
blank	Does not apply to submission type.

3.4 Mapping of Form 144 Submission Schemas to Submission Types

Mapping of Form 144 and Variants Submission Schema to Submission Type

Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	144	144/A
1	1	NV	edgarSubmission			1	m	m
2	1	String	schemaVersion	5		1	o	o
2	2	NV	headerData			1	m	m
3	1	String	submissionType		SUBMISSION_TYPE	1	m	m
3	2	String	previousAccessionNumber	20		1	NA	m
3	3	NV	filerInfo			1	m	m
4	1	NV	filer			1	m	m
5	1	NV	filerCredentials			1	m	m
6	1	String	cik	10		1	m	m
6	2	String	ccc	8		1	m	m
4	2	String	liveTestFlag		LIVE TEST TYPE	1	m	m
4	3	NV	contact			1	m	m
5	1	String	contactName	30		1	m	m
5	2	String	contactPhone	20		1	m	m
5	3	String	contactEmail	80		1	m	m
4	4	NV	flags			1	m	m
5	1	Boolean	overrideInternetFlag		"true" or "false"	1	o	o
4	5	NV	notifications			1	o	o
5	1	String	notificationEmail	80		3	o	o
2	3	NV	formData			1	m	m
3	1	NV	issuerInfo			1	m	m
4	1	String	issuerCik	10		1	m	m
4	2	String	issuerName	150		1	m	m
4	3	String	secFileNumber	17		1	o	o
4	4	NV	issuerAddress			1	m	m
5	1	String	street1	40		1	m	m
5	2	String	street2	40		1	o	o
5	3	String	city	30		1	m	m
5	4	String	stateOrCountry	2		1	m	m
5	5	String	zipCode	10		1	m	m
4	5	String	issuerContactPhone	20		1	m	m
4	6	String	nameOfPersonForWhoseAccountTheSecuritiesAreToBeSold	150		1	m	m
4	7	NV	relationshipsToIssuer			1	m	m
5	1	String	relationshipToIssuer	50	RELATIONSHIPS TO ISSUER	20	m	m
3	2	NV	securitiesInformation			20	m	m
4	1	String	securitiesClassTitle	150		1	m	m
4	2	NV	brokerOrMarketmakerDetails			1	m	m
5	1	String	name	100		1	m	m
5	2	NV	address			1	m	m

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	144	144/A
6	1	String	street1	40		1	m	m
6	2	String	street2	40		1	o	o
6	3	String	city	30		1	m	m
6	4	String	stateOrCountry	2		1	m	m
6	5	String	zipCode	10		1	m	m
4	3	Integer	noOfUnitsSold	12		1	m	m
4	4	Decimal	aggregateMarketValue	14		1	m	m
4	5	Integer	noOfUnitsOutstanding	12		1	m	m
4	6	Date	approxSaleDate			1	m	m
4	7	String	securitiesExchangeName	20		1	m	m
3	3	NV	securitiesToBeSold			20	m	m
4	1	String	securitiesClassTitle	150		1	m	m
4	2	Date	acquiredDate			1	m	m
4	3	String	natureOfAcquisitionTransaction	255		1	m	m
4	4	String	nameOfPersonfromWhomAcquired	100		1	m	m
4	5	String	isGiftTransaction	1	"Y" or "N"	1	m	m
4	6	Date	donarAcquiredDate			1	m #1	m #1
4	7	Integer	amountOfSecuritiesAcquired	12		1	m	m
4	8	Date	paymentDate			1	m	m
4	9	String	natureOfPayment	255		1	m	m
3	4	String	nothingToReportFlagOnSecuritiesSoldInPast3Months		"Y" or "N"	1	m	m
3	5	NV	securitiesSoldInPast3Months			20	m #1	m #1
4	1	NV	sellerDetails			1	m #1	m #1
5	1	String	name	100		1	m #1	m #1
5	2	NV	address			1	m #1	m #1
6	1	String	street1	40		1	m #1	m #1
6	2	String	street2	40		1	o	o
6	3	String	city	30		1	m #1	m #1
6	4	String	stateOrCountry	2		1	m #1	m #1
6	5	String	zipCode	10		1	m #1	m #1
4	2	String	securitiesClassTitle	150		1	m #1	m #1
4	3	Date	saleDate			1	m #1	m #1

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	144	144/A
4	4	Integer	amountOfSecuritiesSold	12		1	m #1	m #1
4	5	Decimal	grossProceeds	14		1	m #1	m #1
3	6	String	remarks	1000		1	o	o
3	7	NV	noticeSignature		NOTICE_SIGNATUTE	1	m	m
4	1	Date	noticeDate			1	m	m
4	2	NV	planAdoptionDates			1	o	o
5	1	Date	planAdoptionDate			20	o	o
4	3	String	signature	150		1	m	m
2	4	NV	documents			1	m #	m #
3	1	NV	document			unlimited	m #	m #
4	1	String	conformedName	32		1	m	m
4	2	String	conformedDocumentType		SUB DOCUMENT TYPE	1	m	m
4	3	String	description	255		1	o	o
4	4	String	contents			1	m	m

4 144 SCHEMA DATA VALUE CONSTRAINTS

4.1 SUBMISSION_TYPE

These are the valid values for the <SUBMISSION_TYPE> element in the submission file:

VALUE	CODE DESCRIPTION
144	Notice of Proposed Sale of Securities.
144/A	Amendment to Notices of Proposed Sale of Securities.

4.2 LIVE_TEST_TYPE

These are the valid values for the <LIVE_TEST_TYPE> element in the submission file:

VALUE
LIVE
TEST

4.3 RELATIONSHIPS_TO_ISSUER

These are the valid values for the < RELATIONSHIPS_TO_ISSUER> element in the submission file

VALUE
Officer
Director
10% Stockholder
Member of immediate family of any of the foregoing
Other
Note: Provide any other relationship not mentioned above

5 BASIC SUBMISSION CONSTRUCTION

5.1 General Formatting of XML Files

The following rules apply to the submission file of an XML-format Form 144 submission:

1. The filename must end with an “.xml” extension.
2. The file cannot be compressed in any fashion.
3. We strongly recommend you format with indentation the submission as shown in the provided sample files. This makes the raw XML files easier to view in a text editor. The submission of ASCII XML files with no line breaks, while legal XML is strongly discouraged. XML filings are required to be posted on public websites. While usually formatted via style sheets, the raw XML is frequently available for inspection and should be readable by a person. A single line XML file is not viewer-friendly and should be avoided.
4. The `<?xml version="1.0"?>` declaration line is optional; however, if it is included it must be the first line in the file. Any text entered before this line, even white space, will cause a SUSPENSE error. The version value must be “1.0.” Any other value for version will cause a SUSPENSE error.
5. For an XML element with a data value, keep the begin tag, data value, and end tag on the same line of text. Otherwise, you could get a schema violation error. As an example, for a filer ID value which cannot be longer than 10 characters, this specification is correct:

```
<cik>1212121212</cik>
```

6. The specification below will result in a parsing error because the extraneous white space and line feeds will be counted as part of the length of the data value. In other words, the CIK value will be regarded as longer than 10 characters.

```
<cik>
1212121212
</cik>
```

5.2 XML Submission File Rules

The following rules apply to the supporting document XML-format:

1. The `<?xml version="1.0"?>` declaration line is optional; however, if it is included it must be the first line in the file. Any text entered before this line, even white space, will cause an error. The version value must be “1.0.” Any other value for version will cause an error.
2. The XML elements cannot have any namespaces.
For e.g.: It has to be `<contactName>` and not `<ns1:contactName>`
3. The order of any `<notificationEmailAddress>` elements does not matter.
4. The submission file must conform to the XML schema files. Any violation of this schema will result in the suspension of the filing.

5.2.1 Enclosing a document

1. Allowable file extensions are .pdf, .txt, .htm and .xml.
2. The names of attached document files must follow the EDGAR file naming conventions:
 - File names cannot exceed 32 characters, including the file extension.
 - Valid characters are lowercase letters, digits 0-9, up to one underscore, up to one hyphen, and up to one period.
 - First character must be a letter.
 - Spaces are not allowed.
 - File name must have a file type extension of .xml.
3. The <description> is optional, but all other elements must be present and must have a value.
4. The <contents> element must contain a MIME encoded document. You can use any standard 64-character set based MIME encoding algorithm to create a MIME document.

The XML for an enclosed supporting document looks like this:

- File names cannot exceed 32 characters, including the file extension.
- Valid characters are lowercase letters, digits 0-9, up to one underscore, up to one hyphen, and up to one period.
- First character must be a letter.
- Spaces are not allowed.
- File name must have a file type extension of .xml.

```
<documents>
  <ns1:document>
    <ns1:conformedName>text_full.pdf</ns1:conformedName>
    <ns1:conformedDocumentType>FULL</ns1:conformedDocumentType>
    <ns1:description>a</ns1:description>
    <ns1:contents>YXNkZmY=</ns1:contents>
    <ns1:confidentiality>true</ns1:confidentiality>
  </ns1:document>
  <ns1:document>
    <ns1:conformedName>testSCFP.txt</ns1:conformedName>
    <ns1:conformedDocumentType>FULL</ns1:conformedDocumentType>
    <ns1:description>a</ns1:description>
    <ns1:contents>YXNkZmY=</ns1:contents>
    <ns1:confidentiality>>false</ns1:confidentiality>
  </ns1:document>
</documents>
```

6 ERROR REPORTING

EDGAR will generate an error for each violation of an XML schema constraint, as well as for each violation of a Form 144 filing business rule. The schema files do not enforce all error checks, so it is possible to construct a submission that meets all the schema constraints yet is still SUSPENDED.

This table summarizes the errors that can result from violations of schema constraints and EDGAR business rules. This is not an all-inclusive list.

Table 6-1: Submission Errors and Severity

Error Condition	Severity
Elements not in sequence prescribed in Section 3.4	SUSPENDED
Inclusion of XML-styleSheet reference or any other Processing Instruction	SUSPENDED
Inclusion of an element not prescribed in the schema	SUSPENDED
String value exceeds maximum length constraint	SUSPENDED
Element constrained by a Choice List has an invalid value	SUSPENDED
Mandatory element has no value or an invalid value	SUSPENDED
Special character (&, <, >) not provided as escape sequence	SUSPENDED
Date, Boolean, or Decimal element does not have a value	SUSPENDED
Duplicate Notification Address	WARNING
"NA" or blank field has a value	WARNING
Invalid Issuer CIK	SUSPENDED
Improperly formatted email address	SUSPENDED
Exceeding a "Max Occur" limit	SUSPENDED
Any XML schema violation not mentioned in previous table row	SUSPENDED
Inclusion of an element that is not applicable for the conditional mandatory condition.	SUSPENDED
No values provided for child elements of a parent element satisfying the conditional mandatory condition	SUSPENDED

You may sometimes get multiple error messages reporting the same error. The XML parser EDGAR used to process a Form 144 submission generates messages that are rather technical in nature and require an understanding of the XML schema language. Whenever possible, EDGAR generates a more "friendly" error message to give a precise description of the error.

7 EXAMPLE FORM 144 SUBMISSION FILES

Table 7-1: Sample Submission/Document Files provides a list of sample submission files.

Table 7-1: Sample Submission/Document Files

Submission/Document Type	Sample File
144	Sample 144.xml
144/A	Sample 144dashA.xml

Appendix A. STATE/COUNTRY CODES

These are the valid designators for the <stateOrCountry> element in the primary document.

Code	State/Country Name
AK	ALASKA
AL	ALABAMA
AR	ARKANSAS
AZ	ARIZONA
CA	CALIFORNIA
CO	COLORADO
CT	CONNECTICUT
DC	DISTRICT OF COLUMBIA
DE	DELAWARE
FL	FLORIDA
GA	GEORGIA
HI	HAWAII
IA	IOWA
ID	IDAHO
IL	ILLINOIS
IN	INDIANA
KS	KANSAS
KY	KENTUCKY
LA	LOUISIANA
MA	MASSACHUSETTS
MD	MARYLAND
ME	MAINE
MI	MICHIGAN
MN	MINNESOTA
MO	MISSOURI
MS	MISSISSIPPI
MT	MONTANA
NC	NORTH CAROLINA
ND	NORTH DAKOTA
NE	NEBRASKA
NH	NEW HAMPSHIRE
NJ	NEW JERSEY
NM	NEW MEXICO
NV	NEVADA
NY	NEW YORK
OH	OHIO
OK	OKLAHOMA
OR	OREGON
PA	PENNSYLVANIA
RI	RHODE ISLAND

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Code	State/Country Name
SC	SOUTH CAROLINA
SD	SOUTH DAKOTA
TN	TENNESSEE
TX	TEXAS
UT	UTAH
VA	VIRGINIA
VT	VERMONT
WA	WASHINGTON
WI	WISCONSIN
WV	WEST VIRGINIA
WY	WYOMING
X1	UNITED STATES
A0	ALBERTA, CANADA
A1	BRITISH COLUMBIA, CANADA
A2	MANITOBA, CANADA
A3	NEW BRUNSWICK, CANADA
A4	NEWFOUNDLAND, CANADA
A5	NOVA SCOTIA, CANADA
A6	ONTARIO, CANADA
A7	PRINCE EDWARD ISLAND, CANADA
A8	QUEBEC, CANADA
A9	SASKATCHEWAN, CANADA
B0	YUKON, CANADA
Z4	CANADA (FEDERAL LEVEL)
1A	ANGUILLA
1B	ARMENIA
1C	ARUBA
1D	AZERBAIJAN
1E	BOSNIA AND HERZEGOVINA
1F	BELARUS
1G	DJIBOUTI
1H	ESTONIA
1J	ERITREA
1K	MICRONESIA, FEDERATED STATES OF
1L	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS
1M	CROATIA
1N	KYRGYZSTAN
1P	KAZAKSTAN
1Q	LITHUANIA
1R	LATVIA
1S	MOLDOVA, REPUBLIC OF
1T	MARSHALL ISLANDS
1U	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF
1V	NORTHERN MARIANA ISLANDS

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Code	State/Country Name
1W	NEW CALEDONIA
1X	PALESTINIAN TERRITORY, OCCUPIED
1Y	PALAU
1Z	RUSSIAN FEDERATION
2A	SLOVENIA
2B	SLOVAKIA
2C	FRENCH SOUTHERN TERRITORIES
2D	TAJIKISTAN
2E	TURKMENISTAN
2G	TUVALU
2H	UKRAINE
2J	UNITED STATES MINOR OUTLYING ISLANDS
2K	UZBEKISTAN
2L	VANUATU
2M	GERMANY
2N	CZECH REPUBLIC
2P	MAYOTTE
2Q	GEORGIA (COUNTRY)
B1	BOTSWANA
B2	AFGHANISTAN
B3	ALBANIA
B4	ALGERIA
B5	AMERICAN SAMOA
B6	ANDORRA
B7	ANGOLA
B8	ANTARCTICA
B9	ANTIGUA AND BARBUDA
C0	UNITED ARAB EMIRATES
C1	ARGENTINA
C3	AUSTRALIA
C4	AUSTRIA
C5	BAHAMAS
C6	BAHRAIN
C7	BANGLADESH
C8	BARBADOS
C9	BELGIUM
D0	BERMUDA
D1	BELIZE
D2	BHUTAN
D3	BOLIVIA
D4	BOUVET ISLAND
D5	BRAZIL
D6	BRITISH INDIAN OCEAN TERRITORY
D7	SOLOMON ISLANDS

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Code	State/Country Name
D8	VIRGIN ISLANDS, BRITISH
D9	BRUNEI DARUSSALAM
E0	BULGARIA
E1	MYANMAR
E2	BURUNDI
E3	CAMBODIA
E4	CAMEROON
E8	CAPE VERDE
E9	CAYMAN ISLANDS
F0	CENTRAL AFRICAN REPUBLIC
F1	SRI LANKA
F2	CHAD
F3	CHILE
F4	CHINA
F5	TAIWAN
F6	CHRISTMAS ISLAND
F7	COCOS (KEELING) ISLANDS
F8	COLOMBIA
F9	COMOROS
G0	CONGO
G1	COOK ISLANDS
G2	COSTA RICA
G3	CUBA
G4	CYPRUS
G6	BENIN
G7	DENMARK
G8	DOMINICAN REPUBLIC
G9	DOMINICA
GU	GUAM
H1	ECUADOR
H2	EGYPT
H3	EL SALVADOR
H4	EQUATORIAL GUINEA
H5	ETHIOPIA
H6	FAROE ISLANDS
H7	FALKLAND ISLANDS (MALVINAS)
H8	FIJI
H9	FINLAND
I0	FRANCE
I3	FRENCH GUIANA
I4	FRENCH POLYNESIA
I5	GABON
I6	GAMBIA
J0	GHANA

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Code	State/Country Name
J1	GIBRALTAR
J2	KIRIBATI
J3	GREECE
J4	GREENLAND
J5	GRENADA
J6	GUADELOUPE
J8	GUATEMALA
J9	GUINEA
K0	GUYANA
K1	HAITI
K2	HONDURAS
K3	HONG KONG
K4	HEARD ISLAND AND MCDONALD ISLANDS
K5	HUNGARY
K6	ICELAND
K7	INDIA
K8	INDONESIA
K9	IRAN, ISLAMIC REPUBLIC OF
L0	IRAQ
L2	IRELAND
L3	ISRAEL
L6	ITALY
L7	COTE D'IVOIRE
L8	JAMAICA
L9	SVALBARD AND JAN MAYEN
M0	JAPAN
M2	JORDAN
M3	KENYA
M4	KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF
M5	KOREA, REPUBLIC OF
M6	KUWAIT
M7	LAO PEOPLE'S DEMOCRATIC REPUBLIC
M8	LEBANON
M9	LESOTHO
N0	LIBERIA
N1	LIBYAN ARAB JAMAHIRIYA
N2	LIECHTENSTEIN
N4	LUXEMBOURG
N5	MACAU
N6	MADAGASCAR
N7	MALAWI
N8	MALAYSIA
N9	MALDIVES
O0	MALI

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Code	State/Country Name
O1	MALTA
O2	MARTINIQUE
O3	MAURITANIA
O4	MAURITIUS
O5	MEXICO
O9	MONACO
P0	MONGOLIA
P1	MONTSERRAT
P2	MOROCCO
P3	MOZAMBIQUE
P4	OMAN
P5	NAURU
P6	NEPAL
P7	NETHERLANDS
P8	NETHERLANDS ANTILLES
PR	PUERTO RICO
Q1	VIET NAM
Q2	NEW ZEALAND
Q3	NICARAGUA
Q4	NIGER
Q5	NIGERIA
Q6	NIUE
Q7	NORFOLK ISLAND
Q8	NORWAY
R0	PAKISTAN
R1	PANAMA
R2	PAPUA NEW GUINEA
R4	PARAGUAY
R5	PERU
R6	PHILIPPINES
R8	PITCAIRN
R9	POLAND
S0	GUINEA-BISSAU
S1	PORTUGAL
S3	QATAR
S4	REUNION
S5	ROMANIA
S6	RWANDA
S8	SAN MARINO
S9	SAO TOME AND PRINCIPE
T0	SAUDI ARABIA
T1	SENEGAL
T2	SEYCHELLES
T3	SOUTH AFRICA

Code	State/Country Name
T6	NAMIBIA
T7	YEMEN
T8	SIERRA LEONE
U0	SINGAPORE
U1	SOMALIA
U3	SPAIN
U5	WESTERN SAHARA
U7	SAINT KITTS AND NEVIS
U8	SAINT HELENA
U9	SAINT LUCIA
V0	SAINT PIERRE AND MIQUELON
V1	SAINT VINCENT AND THE GRENADINES
V2	SUDAN
V3	SURINAME
V6	SWAZILAND
V7	SWEDEN
V8	SWITZERLAND
V9	SYRIAN ARAB REPUBLIC
VI	VIRGIN ISLANDS, U.S.
W0	TANZANIA, UNITED REPUBLIC OF
W1	THAILAND
W2	TOGO
W3	TOKELAU
W4	TONGA
W5	TRINIDAD AND TOBAGO
W6	TUNISIA
W7	TURKS AND CAICOS ISLANDS
W8	TURKEY
W9	UGANDA
X0	UNITED KINGDOM
X2	BURKINA FASO
X3	URUGUAY
X4	HOLY SEE (VATICAN CITY STATE)
X5	VENEZUELA
X8	WALLIS AND FUTUNA
Y0	SAMOA
Y3	CONGO, THE DEMOCRATIC REPUBLIC OF THE
Y4	ZAMBIA
Y5	ZIMBABWE
Y6	ALAND ISLANDS
Y7	GUERNSEY
Y8	ISLE OF MAN
Y9	JERSEY
Z0	SAINT BARTHELEMY

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Code	State/Country Name
Z1	SAINT MARTIN
Z2	SERBIA
Z3	TIMOR-LESTE
Z5	MONTENEGRO
XX	Unknown
2F	EAST TIMOR
C2	ASHMORE & CARTIER IS
E5	CANAL ZONE
E6	MONTREAL, CANADA
E7	CANTON/ENDERBURY IS
G5	CZECHOSLOVAKIA
I7	GAZA STRIP
I8	GERMANY (WEST)
I9	GERMANY, FED. REP.
L1	IRAQ-SAUDI
L4	ISRAEL-JORDAN
L5	ISRAEL-SYRIA
M1	JOHNSTON ATOLL
O6	MIDWAY ISLAND
Q9	PACIFIC ISLANDS TRU
R3	PARACEL ISLANDS
T4	SOUTHERN RHODESIA
U2	SOVIET UNION
U4	SPANISH NORTH AFRICA
U6	SPRATLY ISLAND
X7	WAKE ISLAND
X9	GERMANY (BERLIN)
Y2	YUGOSLAVIA

Appendix B. ACRONYMS

Acronym	Description
ASCII	American Standard Code for Information Interchange
CCC	CIK Confirmation Code
CIK	Central Index Key
EDGAR	Electronic Data Gathering, Analysis, and Retrieval
PDF	Portable Document Format
SEC	Securities and Exchange Commission
XBRL	eXtensible Business Reporting Language
XML	Extensible Markup Language