



# **Form D XML Technical Specification**

**June 2009**

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## 1. INTRODUCTION

### 1.1 Purpose

This document details the valid structure and content of the following Electronic Data Gathering, Analysis, and Retrieval (EDGAR) Form D Extensible Markup Language (XML) submission types.

| Submission Type | Description                                                                                                                                                                        |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| D               | Notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act |
| D/A             | Amendment of a previously filed Form D                                                                                                                                             |

This specification provides a basis for creating XML submissions without the use of the EDGAR OnlineForms/XML Website.

The Form D submission file must conform to the EDGAR Form D Submission Taxonomy. The primary enclosed document for the submission must adhere to the EDGAR Form D Document XML Taxonomy. These taxonomies are a collection of XML Schema Definition (.xsd) files that define the structures of EDGAR Form D submissions.

### 1.2 Summary of Changes

The following changes have been implemented:

- A new type, “<STRING\_TYPE\_50>” was created to define a string of up to 50 characters in length.
- The “<jurisdictionOfInc>” XML element has been updated to be of the “<STRING\_TYPE\_50>” type.
- The “<jurisdictionOfInc>” XML element has been updated to be an optional field. It should be noted that the EDGAR system will replace whatever value is provided for this element with the State of Incorporation that is on record for the entity.

## 2. EDGAR SCHEMA FILES

These are the Schema files that the EDGAR system uses to validate Form D submissions. They are considered part of this specification and are distributed with this document.

| XML Schema File                   | Scope of File                                                                                                |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------|
| edgarSubmissionCommon.xsd.xml     | Defines the submission “header” fields that can be included in the submission file for Form D and D/A types. |
| formDSubmission.xsd.xml           | Defines elements that are common to all Form D documents.                                                    |
| filedByCompany.xsd.xml            | Defines elements that are common to all submission filings like CIK, CCC and Entity Type                     |
| stateCodes.xsd.xml                | Defines states that are common to all the Form D documents                                                   |
| statesOfSolicitationCodes.xsd.xml | Defines the valid States of Solicitation for the Sales Compensation Item of Form D                           |

These files define the valid data elements for a Form D submission, the hierarchy and sequencing of these elements, data types, valid values, maximum lengths, number of occurrences, etc.

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

EDGAR does perform 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. For instance, EDGAR verifies that each Primary Issuer Central Index Key (CIK) / CIK Confirmation Code (CCC ) pair is valid.

### 2.1 Key Schema Indicators

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/>.

We would, however, like to highlight the Schema language features used most heavily in the EDGAR Form D Submission Schema files. These are:

| 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 either one child element or another can occur                                                                                                                      |
| <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 both the <minOccurs> and <maxOccurs> occurrence indicator is 1. An optional field will have a <minOccurs> value of zero.

This excerpt from the formDSubmission.xsd Schema file includes all four of these indicators.

```
<xs:complexType name="BUSINESS_COMBINATION_TRANSACTION_TYPE">
  <xs:sequence>
    <xs:element name="isBusinessCombinationTransaction" type="TRUE_FALSE_TYPE"/>
    <xs:element name="clarificationOfResponse" type="STRING_255_TYPE" minOccurs="0"/>
  </xs:sequence>
</xs:complexType>
<xs:complexType name="STATES_OF_SOLICITATION_LIST">
  <xs:choice>
    <xs:element name="state" type="STATE_COUNTRY_CODE" minOccurs="0"
maxOccurs="unbounded"/>
    <xs:element name="value" fixed="All States" minOccurs="0"/>
  </xs:choice>
</xs:complexType>
```

This is a section of XML that conforms to the Schema definition given above.

```
<businessCombinationTransaction>
  <isBusinessCombinationTransaction>yes</isBusinessCombinationTransaction>
</businessCombinationTransaction>
<statesOfSolicitationList>
  <state>All States</state>
</statesOfSolicitationList>
```

### 3. XML SCHEMAS

This section summarizes the restrictions and constraints imposed on the content of the Form D 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 by EDGAR.

#### 3.1 Schema Table Column Definitions

The following defines the columns in the two Schema Summation tables provided 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 the Data Type Constraints table for a detailed description                                                     |
| Element Name | Name of the XML element. This is case-sensitive                                                                    |
| Max Length   | Maximum length for String fields. EDGAR database stores up to this number of characters                            |
| Choice List  | This name refers to a list of valid values for this field. The Choice List Values section provides the valid lists |
| Max Occur    | Maximum times a set of elements may be repeated                                                                    |
| D            | Indicates applicability of this field to this submission type                                                      |
| D/A          | Indicates applicability of this field to this submission type                                                      |

#### 3.2 Data Type Constraints

Each entry in the “Data Type” column of these tables will be one of these values.

| <b>Data Type</b> | <b>Constraints</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |           |                 |   |               |   |               |   |                |   |                 |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------------|---|---------------|---|---------------|---|----------------|---|-----------------|
| boolean          | <p>Indicate a “true” value with either a “1” or the word “true.”</p> <p>Indicate a “false” value with either a “0” or the word “false.”</p> <p>A boolean element may not have a null or blank value. This is a Schema violation and will cause a SUSPENSE error.</p>                                                                                                                                                                                                                                                                                                                                                                                 |           |                 |   |               |   |               |   |                |   |                 |
| date             | <p>Must be of the format YYYY-MM-DD. 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                        |           |                 |   |               |   |               |   |                |   |                 |
| decimal          | <p>Only valid characters are 0-9 and a period. Cannot contain commas, a minus sign, or a dollar sign, or parentheses. EDGAR stores up to four decimal places.</p> <p>A decimal element may not have a null or blank value. This is a Schema violation and will cause a SUSPENSE error. Do not include a decimal element at all if your goal is to not provide an optional number.</p> <p>Minimum allowable value = 0</p> <p>Maximum allowable value = 999999999999999</p>                                                                                                                                                                            |           |                 |   |               |   |               |   |                |   |                 |
| string           | <p>Should not be longer than the length shown in the tables in Section 3.4.</p> <p>&lt;signatureName&gt;, and &lt;contactEmailAddress&gt; elements exactly as provided. All other values are stored in the database as uppercase.</p> <p>You must use special escape sequences to represent these four characters:</p> <table data-bbox="570 1184 1027 1417"> <tr> <th>Character</th><th>Escape Sequence</th></tr> <tr> <td>&lt;</td><td>&amp;lt; or &amp;#60;</td></tr> <tr> <td>&gt;</td><td>&amp;gt; or &amp;#62;</td></tr> <tr> <td>&amp;</td><td>&amp;amp; or &amp;#38;</td></tr> <tr> <td>“</td><td>&amp;quot; or &amp;#34;</td></tr> </table> | Character | Escape Sequence | < | &lt; or &#60; | > | &gt; or &#62; | & | &amp; or &#38; | “ | &quot; or &#34; |
| Character        | Escape Sequence                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |           |                 |   |               |   |               |   |                |   |                 |
| <                | &lt; or &#60;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |                 |   |               |   |               |   |                |   |                 |
| >                | &gt; or &#62;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |                 |   |               |   |               |   |                |   |                 |
| &                | &amp; or &#38;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |           |                 |   |               |   |               |   |                |   |                 |
| “                | &quot; or &#34;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |           |                 |   |               |   |               |   |                |   |                 |
| NV               | <p>These fields cannot have a value. They only contain other XML elements; however, they do need to be present for proper validation</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |           |                 |   |               |   |               |   |                |   |                 |

### 3.3 Applicability of Schema Elements

Each entry in the Form D and D/A submission/document types columns in the tables in Section 3.4 will have one of these values.

| Value | Description                                                                                                                                                                                                                                                                                                          |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| m     | Mandatory                                                                                                                                                                                                                                                                                                            |
| m(1)  | While the Entity Name field is mandatory, EDGAR will replace any provided value with the data from its database.                                                                                                                                                                                                     |
| m(2)  | The list of previous names must be provided or a value of “None” given.                                                                                                                                                                                                                                              |
| m(3)  | The totalRemaining value must equal the totalOfferingAmount – the totalAmountSold.                                                                                                                                                                                                                                   |
| m(4)  | One of the provided choices is mandatory.                                                                                                                                                                                                                                                                            |
| m(5)  | One or more of the provided choices must be supplied.                                                                                                                                                                                                                                                                |
| m(6)  | The tag is mandatory but it may not have any value contained in it.                                                                                                                                                                                                                                                  |
| cm    | Conditional Mandatory. The element is mandatory if its parent element is included. The element cannot be included if its parent is not included. This basic rule applies to next eight rows that detail additional “Conditional Mandatory” rules.                                                                    |
| cm(1) | The <value> is mandatory if < withinFiveYears> under < yearOfInc> is true.                                                                                                                                                                                                                                           |
| cm(2) | If <isPooledInvestmentFundType > under <typesOfSecuritiesOffered> is true, then <industryGroup.InvestmentFundInfo> becomes mandatory.                                                                                                                                                                                |
| cm(3) | If < investmentFundType > is “Hedge Fund” or “Other Investment Fund”, then <aggregateNetAssetValueRange> becomes mandatory else <revenueRange> is mandatory.                                                                                                                                                         |
| o     | Optional                                                                                                                                                                                                                                                                                                             |
| o!    | Optional but if you choose the top most choice .One from below choice list is mandatory                                                                                                                                                                                                                              |
| o(1)  | The tag is optional in the Schema, but it is mandatory for input processing. It is marked as optional so that the value can be removed from the version of the document that is disseminated. In this way, the disseminated document will still conform to this specification.                                       |
| o(2)  | The tag is optional in the Schema and need not be included in the submission. However, the EDGAR system will replace any value provided with the value on record as the State of Incorporation for the entity. The resulting XML that is disseminated to the public will always have this tag and appropriate value. |
| 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 D Submission Schemas to Submission Types

| Level | Order | Data    | Element Name             | Max    | Choice List                   | Max   | Submission Type |      |
|-------|-------|---------|--------------------------|--------|-------------------------------|-------|-----------------|------|
|       |       | Type    |                          | Length |                               | Occur | D               | D/A  |
| 1     | 1     | NV      | edgarSubmission          |        |                               | 1     | m               | m    |
| 2     | 1     | string  | schemaVersion            | 5      |                               | 1     | o               | o    |
| 2     | 2     | string  | submissionType           |        | <a href="#">SubTypeList</a>   | 1     | m               | m    |
| 2     | 3     | string  | testOrLive               |        | <a href="#">TestLiveList</a>  | 1     | o               | o    |
|       |       |         |                          |        |                               |       |                 |      |
| 2     | 4     | Boolean | returnCopy               |        | <a href="#">TrueFalseList</a> | 1     | o               | o    |
|       |       |         |                          |        |                               |       |                 |      |
| 2     | 5     | NV      | contactData              |        |                               | 1     | o(1)            | o(1) |
| 3     | 1     | string  | contactName              | 30     |                               | 1     | o(1)            | o(1) |
| 3     | 2     | string  | contactPhoneNumber       | 20     |                               | 1     | o(1)            | o(1) |
| 3     | 3     | string  | contactEmailAddress      | 80     |                               | 1     | o(1)            | o(1) |
|       |       |         |                          |        |                               |       |                 |      |
| 2     | 6     | NV      | notificationAddressList  |        |                               | 1     | o               | o    |
| 3     | 1     | string  | notificationEmailAddress | 80     |                               | 30    | o               | o    |
|       |       |         |                          |        |                               |       |                 |      |
| 2     | 7     | NV      | primaryIssuer            |        |                               | 1     | m               | m    |
| 3     | 1     | String  | cik                      | 10     |                               | 1     | m               | m    |
| 3     | 2     | String  | ccc                      | 8      |                               | 1     | o(1)            | o(1) |
| 3     | 3     | String  | entityName               | 150    |                               | 1     | m(1)            | m(1) |
| 3     | 4     | String  | issuerAddress            |        |                               | 1     | m               | m    |
| 4     | 1     | String  | street1                  | 40     |                               | 1     | m               | m    |

| Level | Order | Data    |                        | Max Length | Choice List                    | Max   |       | Submission Type |  |
|-------|-------|---------|------------------------|------------|--------------------------------|-------|-------|-----------------|--|
|       |       | Type    | Element Name           |            |                                | Occur | D     | D/A             |  |
| 4     | 2     | String  | street2                | 40         |                                | 1     | o     | o               |  |
| 4     | 3     | String  | city                   | 30         |                                | 1     | m     | m               |  |
| 4     | 4     | String  | stateOrCountry         |            | <a href="#">StateCodeList</a>  | 1     | m     | m               |  |
| 4     | 5     | String  | zipCode                | 10         |                                | 1     | m     | m               |  |
| 3     | 5     | String  | issuerPhoneNumber      | 20         |                                | 1     | m     | m               |  |
| 3     | 6     | NV      | issuerPreviousNameList |            |                                | 1     | m     | m               |  |
| 4     | 1     | String  | value                  |            | "None"                         | 1     | m(2)  | m(2)            |  |
| 4     | 2     | String  | previousName           | 150        |                                | 6     | m(2)  | m(2)            |  |
| 3     | 7     | String  | jurisdictionOfInc      | 50         |                                | 1     | o(2)  | o(2)            |  |
| 3     | 8     | String  | entityType             |            | <a href="#">EntityTypeList</a> | 1     | m     | m               |  |
| 3     | 9     | NV      | yearOfInc              |            |                                | 1     | m     | m               |  |
| 4     | 1     | Boolean | withinFiveYears        |            | "True"                         | 1     | m(4)  | m(4)            |  |
| 4     | 1     | Boolean | yetToBeFormed          |            | "True"                         | 1     | m(4)  | m(4)            |  |
| 4     | 1     | Boolean | overFiveYears          |            | "True"                         | 1     | m(4)  | m(4)            |  |
| 4     | 2     | String  | value                  | 4          |                                | 1     | cm(1) | cm(1)           |  |
|       |       |         |                        |            |                                | 1     |       |                 |  |
| 2     | 8     | NV      | issuerList             |            |                                | 1     | o     | o               |  |
| 3     | 1     | String  | issuer                 |            |                                | 100   | m     | m               |  |
| 4     | 1     | String  | cik                    | 10         |                                | 1     | m     | m               |  |
| 4     | 2     | String  | ccc                    | 8          |                                | 1     | o(1)  | o(1)            |  |
| 4     | 3     | String  | entityName             | 150        |                                | 1     | m(1)  | m(1)            |  |
| 4     | 4     | String  | 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         |            | <a href="#">StateCodeList</a>  | 1     | m     | m               |  |
| 5     | 5     | String  | zipCode                | 10         |                                | 1     | m     | m               |  |

| Level | Order | Data    |                               | Max<br>Length | Choice List                          | Max<br>Occur | Submission Type |       |
|-------|-------|---------|-------------------------------|---------------|--------------------------------------|--------------|-----------------|-------|
|       |       | Type    | Element Name                  |               |                                      |              | D               | D/A   |
| 4     | 5     | String  | issuerPhoneNumber             | 20            |                                      | 1            | m               | m     |
| 4     | 6     | NV      | issuerPreviousNameList        |               |                                      | 1            | m               | m     |
| 5     | 1     | String  | value                         |               | "None"                               | 1            | m(2)            | m(2)  |
| 5     | 2     | String  | previousName                  | 150           |                                      | 6            | m(2)            | m(2)  |
| 4     | 7     | String  | jurisdictionOfInc             | 50            |                                      | 1            | o(2)            | o(2)  |
| 4     | 8     | String  | entityType                    |               | <a href="#">EntityTypeList</a>       | 1            | m               | m     |
| 4     | 9     | date    | yearOfInc                     |               |                                      | 1            | m               | m     |
| 5     | 1     | Boolean | withinFiveYears               |               | "True"                               | 1            | m(4)            | m(4)  |
| 5     | 1     | Boolean | yetToBeFormed                 |               | "True"                               | 1            | m(4)            | m(4)  |
| 5     | 1     | Boolean | overFiveYears                 |               | "True"                               | 1            | m(4)            | m(4)  |
| 5     | 2     | String  | value                         | 4             |                                      | 1            | cm(1)           | cm(1) |
| 3     | 2     | Boolean | over100IssuerFlag             |               | "True"                               | 1            | o               | o     |
|       |       |         |                               |               |                                      |              |                 |       |
| 2     | 9     | NV      | relatedPersonsList            |               |                                      | 1            | m               | m     |
| 3     | 1     | String  | relatedPersonInfo             |               |                                      | 100          | m               | m     |
| 4     | 1     | String  | relatedPersonName             |               |                                      | 1            | m               | m     |
| 5     | 1     | String  | firstName                     | 150           |                                      | 1            | m               | m     |
| 5     | 2     | String  | middleName                    | 150           |                                      | 1            | m(6)            | m(6)  |
| 5     | 3     | String  | lastName                      | 150           |                                      | 1            | m               | m     |
| 4     | 2     | NV      | relatedPersonAddress          |               |                                      | 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                |               | <a href="#">StateCodeList</a>        | 1            | m               | m     |
| 5     | 5     | String  | zipCode                       | 10            |                                      | 1            | m               | m     |
|       |       |         |                               |               |                                      |              |                 |       |
| 4     | 3     | NV      | relatedPersonRelationshipList |               |                                      | 1            | m               | m     |
| 5     | 1     | String  | relationship                  |               | <a href="#">RelationshipTypeList</a> | 3            | m(5)            | m(5)  |
| 4     | 4     | String  | relationshipClarification     | 255           |                                      | 1            | o               | o     |

| Level | Order | Data    |                             | Max Length | Choice List                                         | Max Occur | Submission Type |       |
|-------|-------|---------|-----------------------------|------------|-----------------------------------------------------|-----------|-----------------|-------|
|       |       | Type    | Element Name                |            |                                                     |           | D               | D/A   |
| 3     | 2     | Boolean | over100PersonsFlag          |            | "True"                                              | 1         | o               | o     |
| 2     | 10    | String  | offeringData                |            |                                                     | 1         | m               | m     |
| 3     | 1     | String  | industryGroup               |            |                                                     | 1         | m               | m     |
| 4     | 1     | String  | industryGroupType           |            | <a href="#">IndustryGroupList</a>                   | 1         | cm(2)           | cm(2) |
| 4     | 2     | String  | investmentFundInfo          |            |                                                     | 1         | o               | o     |
| 5     | 1     | String  | investmentFundType          |            | <a href="#">InvestmentFundType</a>                  | 1         | m               | m     |
| 5     | 2     | Boolean | is40Act                     |            | <a href="#">TrueFalseList</a>                       | 1         | m               | m     |
| 3     | 2     | String  | issuerSize                  |            |                                                     | 1         | m               | m     |
| 4     | 1     | String  | revenueRange                |            | <a href="#">RevenueRangeTypeList</a>                | 1         | cm(3)           | cm(3) |
| 4     | 1     | String  | aggregateNetAssetValueRange |            | <a href="#">AggregateNetAssetValueRangeTypeList</a> | 1         | cm(3)           | cm(3) |
| 3     | 3     | NV      | federalExemptionsExclusions |            |                                                     | 1         | m               | m     |
| 4     | 1     | String  | item                        |            | <a href="#">FederalExemptionExclusionsList</a>      | 21        | m               | m     |
| 3     | 4     | NV      | typeOfFiling                |            |                                                     | 1         | m               | m     |
| 4     | 1     | NV      | newOrAmendment              |            |                                                     | 1         | m               | m     |
| 5     | 1     | Boolean | isAmendment                 |            | <a href="#">TrueFalseList</a>                       | 1         | m               | m     |
| 5     | 2     | String  | previousAccessionNumber     | 20         |                                                     | 1         | o               | m     |
| 4     | 2     | NV      | dateOfFirstSale             |            |                                                     | 1         | m               | m     |
| 5     | 1     | Date    | value                       |            |                                                     | 1         | m(4)            | m(4)  |
| 5     | 1     | Boolean | yetToOccur                  |            | "True"                                              | 1         | m(4)            | m(4)  |

| Level | Order | Data    |                                  | Max<br>Leng<br>th | Choice List                   | Max<br>Occur | Submission Type |      |
|-------|-------|---------|----------------------------------|-------------------|-------------------------------|--------------|-----------------|------|
|       |       | Type    | Element Name                     |                   |                               |              | D               | D/A  |
| 3     | 5     | NV      | durationOfOffering               |                   |                               | 1            | m               | m    |
| 4     | 1     | Boolean | moreThanOneYear                  |                   | <a href="#">TrueFalseList</a> | 1            | m               | m    |
|       |       |         |                                  |                   |                               |              |                 |      |
| 3     | 6     | NV      | typesOfSecuritiesOffered         |                   |                               | 1            | m               | m    |
| 4     | 1     | Boolean | isEquityType                     |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 2     | Boolean | isDebtType                       |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 3     | Boolean | isOptionToAcquireType            |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 4     | Boolean | isSecurityToBeAcquiredType       |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 5     | Boolean | isPooledInvestmentFundType       |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 6     | Boolean | isTenantInCommonType             |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 7     | Boolean | isMineralPropertyType            |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 8     | Boolean | isOtherType                      |                   | "True"                        | 1            | m(5)            | m(5) |
| 4     | 9     | String  | descriptionOfOtherType           | 255               |                               | 1            | m(5)            | m(5) |
|       |       |         |                                  |                   |                               |              |                 |      |
| 3     | 7     | NV      | businessCombinationTransaction   |                   |                               | 1            | m               | m    |
| 4     | 1     | Boolean | isBusinessCombinationTransaction |                   | <a href="#">TrueFalseList</a> | 1            | m               | m    |
| 4     | 2     | String  | clarificationOfResponse          | 255               |                               | 1            | o               | o    |
| 3     | 8     | String  | minimumInvestmentAccepted        | 12                |                               | 1            | m               | m    |
|       |       |         |                                  |                   |                               |              |                 |      |
| 3     | 9     | String  | salesCompensationList            |                   |                               | 1            | m(6)            | m(6) |
| 4     | 1     | NV      | recipient                        |                   |                               | 100          | o               | o    |
| 5     | 1     | String  | recipientName                    | 150               |                               | 1            | m               | m    |
| 5     | 2     | String  | recipientCRDNumber               | 9                 |                               | 1            | m               | m    |
| 5     | 3     | String  | associatedBDName                 | 150               |                               | 1            | m               | m    |
| 5     | 4     | String  | associatedBDCRDNumber            | 9                 |                               | 1            | m               | m    |
| 5     | 5     | String  | recipientAddress                 |                   |                               | 1            | m               | m    |
| 6     | 1     | String  | street1                          | 40                |                               | 1            | m               | m    |
| 6     | 2     | String  | street2                          | 40                |                               | 1            | o               | o    |
| 6     | 3     | String  | city                             | 30                |                               | 1            | m               | m    |

| Level | Order | Data    |                              | Max<br>Leng<br>th | Choice List                           | Max<br>Occur | Submission Type |      |
|-------|-------|---------|------------------------------|-------------------|---------------------------------------|--------------|-----------------|------|
|       |       | Type    | Element Name                 |                   |                                       |              | D               | D/A  |
| 6     | 4     | String  | stateOrCountry               | 10                | <a href="#">StateCodeList</a>         | 1            | m               | m    |
| 6     | 5     | String  | zipCode                      |                   |                                       | 1            | m               | m    |
| 5     | 6     | NV      | statesOfSolicitationList     |                   |                                       | 1            | m               | m    |
| 6     | 1     | String  | value                        |                   | "All States"                          | 1            | m(4)            | m(4) |
| 6     | 1     | String  | state                        |                   | <a href="#">StateSolicitationList</a> | 1            | m(4)            | m(4) |
| 4     | 2     | String  | over100RecipientFlag         |                   | "True"                                | 1            | o               | o    |
| 3     | 10    | NV      | offeringSalesAmounts         |                   |                                       | 1            | m               | m    |
| 4     | 1     | String  | totalOfferingAmount          | 12                |                                       | 1            | m               | m    |
| 4     | 2     | String  | totalAmountSold              | 12                |                                       | 1            | m               | m    |
| 4     | 3     | String  | totalRemaining               | 12                |                                       | 1            | m(3)            | m(3) |
| 4     | 4     | String  | clarificationOfResponse      | 255               |                                       | 1            | o               | o    |
|       |       |         |                              |                   |                                       |              |                 |      |
| 3     | 11    | NV      | investors                    |                   |                                       | 1            | m               | m    |
| 4     | 1     | Boolean | hasNonAccreditedInvestors    |                   | <a href="#">TrueFalseList</a>         | 1            | m               | m    |
| 4     | 2     | String  | numberNonAccreditedInvestors | 12                |                                       | 1            | o               | o    |
| 4     | 3     | String  | totalNumberAlreadyInvested   | 12                |                                       | 1            | m               | m    |
|       |       |         |                              |                   |                                       |              |                 |      |
| 3     | 12    | NV      | salesCommissionsFindersFees  |                   |                                       | 1            | m               | m    |
| 4     | 1     | NV      | salesCommissions             |                   |                                       | 1            | m               | m    |
| 5     | 1     | decimal | dollarAmount                 | 12                |                                       | 1            | m               | m    |
| 5     | 2     | Boolean | isEstimate                   |                   | "True"                                | 1            | o               | o    |
| 4     | 2     | NV      | findersFees                  |                   |                                       | 1            | m               | m    |
| 5     | 1     | decimal | dollarAmount                 | 12                |                                       | 1            | m               | m    |
| 5     | 2     | Boolean | isEstimate                   |                   | "True"                                | 1            | o               | o    |
| 4     | 3     | String  | clarificationOfResponse      | 255               |                                       | 1            | o               | o    |
|       |       |         |                              |                   |                                       |              |                 |      |
| 3     | 13    | NV      | useOfProceeds                |                   |                                       | 1            | m               | m    |
| 4     | 1     | NV      | grossProceedsUsed            |                   |                                       | 1            | m               | m    |

| Level | Order | Data    |                          | Max<br>Length | Choice List                   | Max<br>Occur | Submission Type |     |
|-------|-------|---------|--------------------------|---------------|-------------------------------|--------------|-----------------|-----|
|       |       | Type    | Element Name             |               |                               |              | D               | D/A |
| 5     | 1     | decimal | dollarAmount             | 12            |                               | 1            | m               | m   |
| 5     | 2     | Boolean | isEstimate               |               | "True"                        | 1            | o               | o   |
| 4     | 2     | String  | clarificationOfResponse  | 255           |                               | 1            | o               | o   |
|       |       |         |                          |               |                               |              |                 |     |
| 3     | 14    | NV      | signatureBlock           |               |                               | 1            | m               | m   |
| 4     | 1     | NV      | authorizedRepresentative |               | <a href="#">TrueFalseList</a> | 1            | o               | o   |
| 4     | 2     | String  | signature                |               |                               | 101          | m               | m   |
| 5     | 1     | String  | issuerName               | 150           |                               | 1            | m               | m   |
| 5     | 2     | String  | signatureName            | 30            |                               | 1            | m               | m   |
| 5     | 3     | String  | nameOfSigner             | 150           |                               | 1            | m               | m   |
| 5     | 4     | date    | signatureTitle           | 60            |                               | 1            | m               | m   |
| 5     | 5     | String  | signatureDate            |               |                               | 1            | m               | m   |

## 4. CHOICE LIST VALUES

### 4.1 EntityTypeList

These are the valid values for a <EntityType> element in the primary document.

| Value                     |
|---------------------------|
| Corporation               |
| Limited Partnership       |
| Limited Liability Company |
| General Partnership       |
| Business Trust            |
| Other                     |

### 4.2 RelationshipTypeList

These are the valid values for a < RelationshipType > element in the primary document.

| Value             |
|-------------------|
| Executive Officer |
| Director          |
| Promoter          |

### 4.3 AgricultureIndustryList

These are the valid values for a <AgricultureIndustryList> element in the primary document.

| Value       |
|-------------|
| Agriculture |

### 4.4 StateCodeList

EDGAR recognizes 302 two-character designators for the <stateOrCountry> element in the primary document. These are provided in Appendix A. These codes are actually a combination of values for the 50 US states, the Canadian Provinces, and other countries and territories.

### 4.5 SubTypeList

These are the valid values for the <submissionType> element in the submission document and the <documentType> element in the primary document.

| Value |
|-------|
| D     |
| D/A   |

#### 4.6 TestLiveList

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

| Value |
|-------|
| LIVE  |
| TEST  |

#### 4.7 BankingFinancialIndustryList

These are the valid values for a < BankFinancialIndustryList> element in the primary document.

| Value                              |
|------------------------------------|
| Commercial Banking                 |
| Insurance                          |
| Investing                          |
| Investment Banking                 |
| Pooled Investment Fund             |
| Other Banking & Financial Services |

#### 4.8 InvestmentFundList

These are the valid values for a < InvestmentFundList> element in the primary document.

| Value                 |
|-----------------------|
| Hedge Fund            |
| Private Equity Fund   |
| Venture Capital Fund  |
| Other Investment Fund |

#### 4.9 BusinessServicesList

These are the valid values for a <BusinessServiceList> element in the primary document.

| Value             |
|-------------------|
| Business Services |

#### 4.10 EnergyIndustryList

These are the valid values for a < EnergyIndustryList> element in the primary document.

| Value                  |
|------------------------|
| Coal Mining            |
| Electric Utilities     |
| Energy Conservation    |
| Environmental Services |
| Oil & Gas              |
| Other Energy           |

#### 4.11 HealthCareIndustryList

These are the valid values for a <HealthCareIndustryList> element in the primary document.

| Value                  |
|------------------------|
| Biotechnology          |
| Health Insurance       |
| Hospitals & Physicians |
| Pharmaceuticals        |
| Other Health Care      |

#### 4.12 ManufacturingIndustryList

These are the valid values for a < ManufacturingIndustryList> element in the primary document.

| Value         |
|---------------|
| Manufacturing |

#### 4.13 RealEstateIndustryList

These are the valid values for a < RealEstateIndustryList> element in the primary document.

| Value             |
|-------------------|
| Commercial        |
| Construction      |
| REITS & Finance   |
| Residential       |
| Other Real Estate |

#### 4.14 RetailingIndustryList

These are the valid values for a <RetailIndustryList> element in the primary document.

| Value     |
|-----------|
| Retailing |

#### 4.15 RestaurantsIndustryList

These are the valid values for a <RestuarantsIndustryList> element in the primary document.

| Value       |
|-------------|
| Restaurants |

#### 4.16 TechnologyIndustryList

These are the valid values for a <TechnologyIndustryList> element in the primary document.

| Value              |
|--------------------|
| Computers          |
| Telecommunications |
| Other Technology   |

#### 4.17 TravelIndustryList

These are the valid values for a <TravelIndustryList> element in the primary document.

| Value                     |
|---------------------------|
| Airlines & Airports       |
| Lodging & Conventions     |
| Tourism & Travel Services |
| Other Travel              |

#### 4.18 OtherIndustryList

These are the valid values for a <OtherIndustryList> element in the primary document.

| Value |
|-------|
| Other |

#### 4.19 IndustryGroupList

These are the valid values for a < IndustryGroupList> element in the primary document.

| Value                        |
|------------------------------|
| AgricultureIndustryList      |
| BankingFinancialIndustryList |
| BusinessServiceList          |
| EnergyIndustryList           |
| HealthCareIndustryList       |
| ManufacturingIndustryList    |
| RealEstateIndustryList       |
| RetailIndustryList           |
| RestuarantsIndustryList      |
| TechnologyIndustryList       |
| TravelIndustryList           |
| OtherIndustryList            |

#### 4.20 RevenueRangeTypeList

These are the valid values for a <RevenueRangeType> element in the primary document.

| Value                        |
|------------------------------|
| No Revenues                  |
| \$1 - \$1,000,000            |
| \$1,000,001 - \$5,000,000    |
| \$5,000,001 - \$25,000,000   |
| \$25,000,001 - \$100,000,000 |
| Over \$100,000,000           |
| Decline to Disclose          |
| Not Applicable               |

#### 4.21 AggregateNetAssetValueRangeTypeList

These are the valid values for a <AggregateNetAssetValueRangeType> element in the primary document.

| Value                        |
|------------------------------|
| No Aggregate Net Asset Value |
| \$1 - \$5,000,000            |
| \$5,000,001 - \$25,000,000   |
| \$25,000,001 - \$50,000,000  |
| \$50,000,001 - \$100,000,000 |
| Over \$100,000,000           |
| Decline to Disclose          |
| Not Applicable               |

#### 4.22 FederalExemptionExclusionsList

These are the valid values in the <item> element of < federalExemptionsExclusions > element in the primary document.

| Name                                    | Value |
|-----------------------------------------|-------|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | 04    |
| Rule 504(b)(1)(i)                       | 04.1  |
| Rule 504(b)(1)(ii)                      | 04.2  |
| Rule 504(b)(1)(iii)                     | 04.3  |
| Rule 505                                | 05    |
| Rule 506                                | 06    |
| Securities Act Section 4(6)             | 46    |
| Investment Company Act Section 3(c)     | 3C    |
| Section 3(c)(1)                         | 3C.1  |
| Section 3(c)(2)                         | 3C.2  |
| Section 3(c)(4)                         | 3C.4  |
| Section 3(c)(5)                         | 3C.5  |
| Section 3(c)(6)                         | 3C.6  |
| Section 3(c)(7)                         | 3C.7  |
| Section 3(c)(9)                         | 3C.9  |
| Section 3(c)(10)                        | 3C.10 |
| Section 3(c)(11)                        | 3C.11 |
| Section 3(c)(12)                        | 3C.12 |
| Section 3(c)(13)                        | 3C.13 |
| Section 3(c)(14)                        | 3C.14 |

#### 4.23 TrueFalseList

| Value |
|-------|
| TRUE  |
| FALSE |

#### 4.24 StateSolicitationList

EDGAR recognizes 52 two-character designators for the <statesOfSolicitationList> element in the primary document. These are provided in Appendix B. These codes are actually a combination of values for the 50 US states, the District of Columbia, and Puerto Rico.

## 5. BASIC SUBMISSION CONSTRUCTION

### 5.1 General Submission and Formatting of XML Files

These rules apply to the submission files of an XML-format Form D and D/A submission:

1. The filename must end with an “.xml” extension.
2. The file cannot be compressed or encoded in any fashion.
3. We strongly recommend you format the submission file 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. The SEC will not be reformatting XML files for readability. 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 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 Issuer CIK value which cannot be longer than 10 characters, this specification is correct:  

```
<cik>1212121212</cik>
```
6. This specification 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>
```
7. The submission file must contain a single “primary” XML document.
8. The submission file must conform to the FormDSubmission.xsd XML Schema file. Any violation of this Schema will result in the suspension of the filing.

A filer can choose to receive a return copy by supplying the `<returnCopy>` element in the xml file while assembling the filing manually. However, this option is not provided using EDGAR OnlineForms/XML Website.

All US Dollar amounts must be supplied as whole number values.

## 5.2 XML Document Rules

The primary document must conform to the formDSubmission.xsd XML Schema file. Any violation of this Schema will result in the suspension of the filing. The table in Section 3.4 provides a detailed summary of the XML elements that apply to each submission type. The following sections reinforce and supplement the contents of this table.

The <schemaVersion> element should not be included. If you do provide a value for this element, EDGAR will generate a WARNING and discard the value. Additionally, if the value you provide does not match the current version of the Schema file being used by EDGAR, then EDGAR will generate a second WARNING. EDGAR will insert the correct value for this element into the “document of record” that gets disseminated.

## 5.3 Specifying Issuer

You must provide a CIK and CCC. The CIK does not have to be conformed with leading zeroes. EDGAR will use the Issuer Name that is associated with the provided CIK for the “Name of Issuer” field which will be included in the dissemination. If you do include a value for the <issuerName> element, EDGAR will issue a WARNING and discard the provided value.

## 5.4 Specifying Signatures

A signature is not “tied” to a Primary Issuer. So, the order of multiple signatures does not matter. The number of signatures needs to be the same as the number of issuers except when the primary issuer is an authorized signatory for all other issuers. In that case, there must only be one signature block for the primary issuer.

## 6. ERROR REPORTING

EDGAR will generate an error for each violation of an XML SCHEMA constraint, as well as for each violation of an Form D 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 most of the errors that can result from violations of SCHEMA constraints and EDGAR business rules. This is not an all-inclusive list.

| Error Condition                                                                                                                                                                                                                                                                                                                    | Severity  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| The Accession Number entered does not match the Accession Number of an accepted Form D filing and cannot be used for another Form D filing.                                                                                                                                                                                        | SUSPENDED |
| Error, The CIK Number entered is not valid. Please correct and try again.                                                                                                                                                                                                                                                          | SUSPENDED |
| Invalid CIK/CCC combination. Please correct and try again.                                                                                                                                                                                                                                                                         | SUSPENDED |
| The Accession Number entered is not valid for a filing submitted by the issuer making this filing. You may only base this filing on a Form D filing made by the same issuer. Please enter an Accession Number for a Form D filing made by this issuer or indicate that this is a new Form D filing not based on a previous filing. | SUSPENDED |
| The email address you entered is not formatted correctly. All e-mail addresses should include one "@" and at least one "." after the "@" and have 80 or fewer characters."                                                                                                                                                         | SUSPENDED |
| PO Boxes are not acceptable as a Principal Place of Business. Please enter a valid address.                                                                                                                                                                                                                                        | SUSPENDED |
| You selected the "Other" option for Types of Securities offered; therefore you must enter a description.                                                                                                                                                                                                                           | SUSPENDED |
| If you enter any data for a recipient, you must enter data in all required fields.                                                                                                                                                                                                                                                 | SUSPENDED |
| Only \$1 million of securities is permitted to be offered within a 12-month period under Rule 504.                                                                                                                                                                                                                                 | WARNING   |
| Only \$5 million of securities is permitted to be offered within a 12-month period under Rule 505.                                                                                                                                                                                                                                 | WARNING   |

| Error Condition                                                                                                                                                                         | Severity  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| You have selected Rule 505 and/or Rule 506 in Item 6, Federal Exemption(s) and Exclusion(s) Claimed. Only 35 non-accredited investors are permitted in Rule 505 and Rule 506 offerings. | WARNING   |
| You entered \$ 0 for the offering amount                                                                                                                                                | WARNING   |
| The selection Investment Company Act Section 3(C) in Section 6 has been chosen. However, the Pooled Investment Fund Interests option in Section 9 has not been selected.                | WARNING   |
| The Jurisdiction of Incorporation (State of Incorporation) value on file in EDGAR cannot be NULL.                                                                                       | SUSPENDED |
| Not supplying a zip code where address fields are required.                                                                                                                             | SUSPENDED |

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

## 7. EXAMPLE FORM D SUBMISSION FILES

The submission files listed below provide examples of the Form D and D/A submissions.

| Submission Type | Submission File  |
|-----------------|------------------|
| D               | sampleFormD.xml  |
| D/A             | sampleFormDA.xml |

## **APPENDICES**

## APPENDIX A. STATE AND COUNTRY CODES

These are the valid designators for the <stateOrCountry> element in the primary document. These codes are actually a combination of values for the 50 U.S. states, the Canadian Provinces, and other countries and territories.

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

| Code | State or Country Name        |
|------|------------------------------|
| RI   | RHODE ISLAND                 |
| SC   | SOUTH CAROLINA               |
| SD   | SOUTH DAKOTA                 |
| TN   | TENNESSEE                    |
| TX   | TEXAS                        |
| X1   | UNITED STATES                |
| UT   | UTAH                         |
| VT   | VERMONT                      |
| VA   | VIRGINIA                     |
| WA   | WASHINGTON                   |
| WV   | WEST VIRGINIA                |
| WI   | WISCONSIN                    |
| WY   | WYOMING                      |
| 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                |
| B2   | AFGHANISTAN                  |
| B3   | ALBANIA                      |
| B4   | ALGERIA                      |
| B5   | AMERICAN SAMOA               |
| B6   | ANDORRA                      |
| B7   | ANGOLA                       |
| 1A   | ANGUILLA                     |
| B8   | ANTARCTICA                   |
| B9   | ANTIGUA AND BARBUDA          |
| C1   | ARGENTINA                    |
| 1B   | ARMENIA                      |
| 1C   | ARUBA                        |
| C3   | AUSTRALIA                    |
| C4   | AUSTRIA                      |
| 1D   | AZERBAIJAN                   |
| C5   | BAHAMAS                      |
| C6   | BAHRAIN                      |
| C7   | BANGLADESH                   |
| C8   | BARBADOS                     |
| 1F   | BELARUS                      |

| Code | State or Country Name                 |
|------|---------------------------------------|
| C9   | BELGIUM                               |
| D1   | BELIZE                                |
| G6   | BENIN                                 |
| D0   | BERMUDA                               |
| D2   | BHUTAN                                |
| D3   | BOLIVIA                               |
| 1E   | BOSNIA AND HERZEGOVINA                |
| B1   | BOTSWANA                              |
| D4   | BOUVET ISLAND                         |
| D5   | BRAZIL                                |
| D6   | BRITISH INDIAN OCEAN TERRITORY        |
| D9   | BRUNEI DARUSSALAM                     |
| E0   | BULGARIA                              |
| X2   | BURKINA FASO                          |
| E2   | BURUNDI                               |
| E3   | CAMBODIA                              |
| E4   | CAMEROON                              |
| E8   | CAPE VERDE                            |
| E9   | CAYMAN ISLANDS                        |
| F0   | CENTRAL AFRICAN REPUBLIC              |
| F2   | CHAD                                  |
| F3   | CHILE                                 |
| F4   | CHINA                                 |
| F6   | CHRISTMAS ISLAND                      |
| F7   | COCOS (KEELING) ISLANDS               |
| F8   | COLOMBIA                              |
| F9   | COMOROS                               |
| G0   | CONGO                                 |
| Y3   | CONGO, THE DEMOCRATIC REPUBLIC OF THE |
| G1   | COOK ISLANDS                          |
| G2   | COSTA RICA                            |
| L7   | COTE D'IVOIRE                         |
| 1M   | CROATIA                               |
| G3   | CUBA                                  |
| G4   | CYPRUS                                |
| 2N   | CZECH REPUBLIC                        |
| G7   | DENMARK                               |
| 1G   | DJIBOUTI                              |
| G9   | DOMINICA                              |
| G8   | DOMINICAN REPUBLIC                    |
| 2F   | EAST TIMOR                            |
| H1   | ECUADOR                               |
| H2   | EGYPT                                 |
| H3   | EL SALVADOR                           |

| Code | State or Country Name             |
|------|-----------------------------------|
| H4   | EQUATORIAL GUINEA                 |
| 1J   | ERITREA                           |
| 1H   | ESTONIA                           |
| H5   | ETHIOPIA                          |
| H7   | FALKLAND ISLANDS (MALVINAS)       |
| H6   | FAROE ISLANDS                     |
| H8   | FIJI                              |
| H9   | FINLAND                           |
| I0   | FRANCE                            |
| I3   | FRENCH GUIANA                     |
| I4   | FRENCH POLYNESIA                  |
| 2C   | FRENCH SOUTHERN TERRITORIES       |
| I5   | GABON                             |
| I6   | GAMBIA                            |
| 2Q   | GEORGIA                           |
| 2M   | GERMANY                           |
| J0   | GHANA                             |
| J1   | GIBRALTAR                         |
| J3   | GREECE                            |
| J4   | GREENLAND                         |
| J5   | GRENADA                           |
| J6   | GUADELOUPE                        |
| GU   | GUAM                              |
| J8   | GUATEMALA                         |
| J9   | GUINEA                            |
| S0   | GUINEA-BISSAU                     |
| K0   | GUYANA                            |
| K1   | HAITI                             |
| K4   | HEARD ISLAND AND MCDONALD ISLANDS |
| X4   | HOLY SEE (VATICAN CITY STATE)     |
| K2   | HONDURAS                          |
| K3   | HONG KONG                         |
| K5   | HUNGARY                           |
| K6   | ICELAND                           |
| K7   | INDIA                             |
| K8   | INDONESIA                         |
| K9   | IRAN, ISLAMIC REPUBLIC OF         |
| L0   | IRAQ                              |
| L2   | IRELAND                           |
| L3   | ISRAEL                            |
| L6   | ITALY                             |
| L8   | JAMAICA                           |
| M0   | JAPAN                             |
| M2   | JORDAN                            |

| Code | State or Country Name                      |
|------|--------------------------------------------|
| 1P   | KAZAKSTAN                                  |
| M3   | KENYA                                      |
| J2   | KIRIBATI                                   |
| M4   | KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF     |
| M5   | KOREA, REPUBLIC OF                         |
| M6   | KUWAIT                                     |
| 1N   | KYRGYZSTAN                                 |
| M7   | LAO PEOPLE'S DEMOCRATIC REPUBLIC           |
| 1R   | LATVIA                                     |
| M8   | LEBANON                                    |
| M9   | LESOTHO                                    |
| N0   | LIBERIA                                    |
| N1   | LIBYAN ARAB JAMAHIRIYA                     |
| N2   | LIECHTENSTEIN                              |
| 1Q   | LITHUANIA                                  |
| N4   | LUXEMBOURG                                 |
| N5   | MACAU                                      |
| 1U   | MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF |
| N6   | MADAGASCAR                                 |
| N7   | MALAWI                                     |
| N8   | MALAYSIA                                   |
| N9   | MALDIVES                                   |
| O0   | MALI                                       |
| O1   | MALTA                                      |
| 1T   | MARSHALL ISLANDS                           |
| O2   | MARTINIQUE                                 |
| O3   | MAURITANIA                                 |
| O4   | MAURITIUS                                  |
| 2P   | MAYOTTE                                    |
| O5   | MEXICO                                     |
| 1K   | MICRONESIA, FEDERATED STATES OF            |
| 1S   | MOLDOVA, REPUBLIC OF                       |
| O9   | MONACO                                     |
| P0   | MONGOLIA                                   |
| P1   | MONTSERRAT                                 |
| P2   | MOROCCO                                    |
| P3   | MOZAMBIQUE                                 |
| E1   | MYANMAR                                    |
| T6   | NAMIBIA                                    |
| P5   | NAURU                                      |
| P6   | NEPAL                                      |
| P7   | NETHERLANDS                                |
| P8   | NETHERLANDS ANTILLES                       |
| 1W   | NEW CALEDONIA                              |

| Code | State or Country Name            |
|------|----------------------------------|
| Q2   | NEW ZEALAND                      |
| Q3   | NICARAGUA                        |
| Q4   | NIGER                            |
| Q5   | NIGERIA                          |
| Q6   | NIUE                             |
| Q7   | NORFOLK ISLAND                   |
| 1V   | NORTHERN MARIANA ISLANDS         |
| Q8   | NORWAY                           |
| P4   | OMAN                             |
| R0   | PAKISTAN                         |
| 1Y   | PALAU                            |
| 1X   | PALESTINIAN TERRITORY, OCCUPIED  |
| R1   | PANAMA                           |
| R2   | PAPUA NEW GUINEA                 |
| R4   | PARAGUAY                         |
| R5   | PERU                             |
| R6   | PHILIPPINES                      |
| R8   | PITCAIRN                         |
| R9   | POLAND                           |
| S1   | PORTUGAL                         |
| PR   | PUERTO RICO                      |
| S3   | QATAR                            |
| S4   | REUNION                          |
| S5   | ROMANIA                          |
| 1Z   | RUSSIAN FEDERATION               |
| S6   | RWANDA                           |
| U8   | SAINT HELENA                     |
| U7   | SAINT KITTS AND NEVIS            |
| U9   | SAINT LUCIA                      |
| V0   | SAINT PIERRE AND MIQUELON        |
| V1   | SAINT VINCENT AND THE GRENADINES |
| Y0   | SAMOA                            |
| S8   | SAN MARINO                       |
| S9   | SAO TOME AND PRINCIPE            |
| T0   | SAUDI ARABIA                     |
| T1   | SENEGAL                          |
| T2   | SEYCHELLES                       |
| T8   | SIERRA LEONE                     |
| U0   | SINGAPORE                        |
| 2B   | SLOVAKIA                         |
| 2A   | SLOVENIA                         |
| D7   | SOLOMON ISLANDS                  |
| U1   | SOMALIA                          |
| T3   | SOUTH AFRICA                     |

| Code | State or Country Name                        |
|------|----------------------------------------------|
| 1L   | SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS |
| U3   | SPAIN                                        |
| F1   | SRI LANKA                                    |
| V2   | SUDAN                                        |
| V3   | SURINAME                                     |
| L9   | SVALBARD AND JAN MAYEN                       |
| V6   | SWAZILAND                                    |
| V7   | SWEDEN                                       |
| V8   | SWITZERLAND                                  |
| V9   | SYRIAN ARAB REPUBLIC                         |
| F5   | TAIWAN, PROVINCE OF CHINA                    |
| 2D   | TAJIKISTAN                                   |
| W0   | TANZANIA, UNITED REPUBLIC OF                 |
| W1   | THAILAND                                     |
| W2   | TOGO                                         |
| W3   | TOKELAU                                      |
| W4   | TONGA                                        |
| W5   | TRINIDAD AND TOBAGO                          |
| W6   | TUNISIA                                      |
| W8   | TURKEY                                       |
| 2E   | TURKMENISTAN                                 |
| W7   | TURKS AND CAICOS ISLANDS                     |
| 2G   | TUVALU                                       |
| W9   | UGANDA                                       |
| 2H   | UKRAINE                                      |
| C0   | UNITED ARAB EMIRATES                         |
| X0   | UNITED KINGDOM                               |
| 2J   | UNITED STATES MINOR OUTLYING ISLANDS         |
| X3   | URUGUAY                                      |
| 2K   | UZBEKISTAN                                   |
| 2L   | VANUATU                                      |
| X5   | VENEZUELA                                    |
| Q1   | VIET NAM                                     |
| D8   | VIRGIN ISLANDS, BRITISH                      |
| VI   | VIRGIN ISLANDS, U.S.                         |
| X8   | WALLIS AND FUTUNA                            |
| U5   | WESTERN SAHARA                               |
| T7   | YEMEN                                        |
| Y2   | YUGOSLAVIA                                   |
| Y4   | ZAMBIA                                       |
| Y5   | ZIMBABWE                                     |
| XX   | UNKNOWN                                      |

## APPENDIX B. STATE OF SOLICITATION CODES

These are the valid designators for the <statesOfSolicitation> element in the primary document. These codes are actually a combination of values for the 50 U.S. states, the District of Columbia, and Puerto Rico.

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

| Code | State or Country Name |
|------|-----------------------|
| PA   | PENNSYLVANIA          |
| RI   | RHODE ISLAND          |
| SC   | SOUTH CAROLINA        |
| SD   | SOUTH DAKOTA          |
| TN   | TENNESSEE             |
| TX   | TEXAS                 |
| X1   | UNITED STATES         |
| UT   | UTAH                  |
| VT   | VERMONT               |
| VA   | VIRGINIA              |
| WA   | WASHINGTON            |
| WV   | WEST VIRGINIA         |
| WI   | WISCONSIN             |
| WY   | WYOMING               |
| PR   | PUERTO RICO           |

## APPENDIX C. MAPPING OF FORM D XML ELEMENTS TO PRINTED FORM

This table maps the XML elements that have a displayable value to their corresponding fields on a printed Form D. Not all elements map to the printed form, but the Schema definition as provided in Section 3.4 is repeated here for completeness.

| XML Element Name         |                                                     |
|--------------------------|-----------------------------------------------------|
| schemaVersion            | N/A                                                 |
| submissionType           | N/A                                                 |
| testOrLive               | N/A                                                 |
|                          |                                                     |
| returnCopy               | N/A                                                 |
|                          |                                                     |
| contactData              | N/A                                                 |
| contactName              | N/A                                                 |
| contactPhoneNumber       | N/A                                                 |
| contactEmailAddress      | N/A                                                 |
|                          |                                                     |
| notificationAddressList  | N/A                                                 |
| notificationEmailAddress | N/A                                                 |
|                          |                                                     |
| primaryIssuer            | Issuer's Identity                                   |
| cik                      | CIK (Filer ID Number)                               |
| ccc                      | N/A                                                 |
| entityName               | Name of Issuer                                      |
| issuerAddress            | Principal Place of Business and Contact Information |
| street1                  | Street Address 1                                    |
| street2                  | Street Address 2                                    |
| city                     | City                                                |
| stateOrCountry           | State/Province/Country                              |
| zipCode                  | Zip/Postal Code                                     |
| issuerPhoneNumber        | Phone No. of Issuer                                 |
| issuerPreviousNameList   | Previous Name(s)                                    |
| value                    | None                                                |
| previousName             | Previous Name(s)                                    |
| jurisdictionOfInc        | Jurisdiction of Incorporation/Organization          |
| entityType               | Entity Type                                         |
| yearOfInc                | Year of Incorporation/Organization                  |
| withinFiveYears          | Within Last Five Years(Specify Year)                |
| value                    | N/A                                                 |
| yetToBeFormed            | Yet to be Formed                                    |
| overFiveYears            | Over Five Years                                     |
|                          |                                                     |
| issuerList               | Issuer's Identity                                   |
| issuer                   | N/A                                                 |
| cik                      | CIK (Filer ID Number)                               |

| XML Element Name              |                                                     |
|-------------------------------|-----------------------------------------------------|
| ccc                           | N/A                                                 |
| entityName                    | Name of Issuer                                      |
| issuerAddress                 | Principal Place of Business and Contact Information |
| street1                       | Street Address 1                                    |
| street2                       | Street Address 2                                    |
| city                          | City                                                |
| stateOrCountry                | State/Province/Country                              |
| zipCode                       | Zip/Postal Code                                     |
| issuerPhoneNumber             | Phone No. of Issuer                                 |
| issuerPreviousNameList        | Previous Name(s)                                    |
| value                         | None                                                |
| previousName                  | Previous Name(s)                                    |
| jurisdictionOfInc             | Jurisdiction of Incorporation/Organization          |
| entityType                    | Entity Type                                         |
| yearOfInc                     | Year of Incorporation/Organization                  |
| withinFiveYears               | Within Last Five Years(Specify Year)                |
| value                         | N/A                                                 |
| yetToBeFormed                 | Yet to be Formed                                    |
| overFiveYears                 | Over Five Years                                     |
| Over100IssuerFlag             | Over 100 Issuers                                    |
|                               |                                                     |
| relatedPersonsList            | N/A                                                 |
| relatedPersonInfo             | Related Persons                                     |
| relatedPersonName             | N/A                                                 |
| firstName                     | First Name                                          |
| middleName                    | Middle Name                                         |
| lastName                      | Last Name                                           |
| relatedPersonAddress          | N/A                                                 |
| street1                       | Street Address 1                                    |
| street2                       | Street Address 2                                    |
| city                          | City                                                |
| stateOrCountry                | State/Province/Country                              |
| zipCode                       | Zip/Postal Code                                     |
| relatedPersonRelationshipList | N/A                                                 |
| relationship                  | Relationship                                        |
| relationshipClarification     | Clarification of Response (if Necessary)            |
| over100PersonsFlag            | Over 100 Related Persons                            |
| offeringData                  | N/A                                                 |
| industryGroup                 | Industry Group                                      |
| industryGroupType             | N/A                                                 |
| investmentFundInfo            | N/A                                                 |
| investmentFundType            | N/A                                                 |
| is40Act                       | N/A                                                 |
|                               |                                                     |
| issuerSize                    | Issuer Size                                         |
| revenueRange                  | Revenue Range                                       |

| XML Element Name                 |                                                                                                                                     |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| aggregateNetAssetValueRange      | Aggregate Net Asset Value Range                                                                                                     |
|                                  |                                                                                                                                     |
| federalExemptionsExclusions      | Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)                                                               |
| item                             | N/A                                                                                                                                 |
|                                  |                                                                                                                                     |
| typeOfFiling                     | Type of Filing                                                                                                                      |
| newOrAmendment                   | N/A                                                                                                                                 |
| isAmendment                      | New Notice/Amendment                                                                                                                |
| previousAccessionNumber          | N/A                                                                                                                                 |
| dateOfFirstSale                  | Date of First Sale                                                                                                                  |
| value                            | N/A                                                                                                                                 |
| yetToOccur                       | First Sale Yet to Occur                                                                                                             |
|                                  |                                                                                                                                     |
| durationOfOffering               | Duration of Offering                                                                                                                |
| moreThanOneYear                  | Does the issuer intend this offering to last more than one year?                                                                    |
|                                  |                                                                                                                                     |
| typesOfSecuritiesOffered         | Type(s) of Securities Offered (select all that apply)                                                                               |
| isEquityType                     | Equity                                                                                                                              |
| isDebtType                       | Debt                                                                                                                                |
| isOptionToAcquireType            | Option, Warrant or Other Right to Acquire Another Security                                                                          |
| isSecurityToBeAcquiredType       | Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security                                         |
| isPooledInvestmentFundType       | Pooled Investment Fund Interests                                                                                                    |
| isTenantInCommonType             | Tenant-in-Common Securities                                                                                                         |
| isMineralPropertyType            | Mineral Property Securities                                                                                                         |
| isOtherType                      | Other (describe)                                                                                                                    |
|                                  |                                                                                                                                     |
| descriptionOfOtherType           | N/A                                                                                                                                 |
|                                  |                                                                                                                                     |
| businessCombinationTransaction   | Business Combination Transaction                                                                                                    |
| isBusinessCombinationTransaction | Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? |
| clarificationOfResponse          | Clarification of Response (if Necessary)                                                                                            |
|                                  |                                                                                                                                     |
| minimumInvestmentAccepted        | Minimum investment accepted from any outside investor                                                                               |
|                                  |                                                                                                                                     |
| salesCompensationList            | Sales Compensation                                                                                                                  |
| recipient                        | N/A                                                                                                                                 |
| recipientName                    | Recipient                                                                                                                           |
| recipientCRDNumber               | Recipient CRD Number                                                                                                                |
| associatedBDName                 | (Associated) Broker or Dealer                                                                                                       |
| associatedBDCRDNumber            | (Associated) Broker or Dealer CRD Number                                                                                            |
| recipientAddress                 | N/A                                                                                                                                 |
| street1                          | Street Address 1                                                                                                                    |
| street2                          | Street Address 2                                                                                                                    |

| XML Element Name             |                                                                                                                                                                                                                                                                                                                         |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| city                         | City                                                                                                                                                                                                                                                                                                                    |
| stateOrCountry               | State/Province/Country                                                                                                                                                                                                                                                                                                  |
| zipCode                      | Zip/Postal Code                                                                                                                                                                                                                                                                                                         |
| statesOfSolicitationList     | State(s) of Solicitation                                                                                                                                                                                                                                                                                                |
| value                        | All States                                                                                                                                                                                                                                                                                                              |
| state                        | N/A                                                                                                                                                                                                                                                                                                                     |
| over100RecipientFlag         | Over 100 Recipients                                                                                                                                                                                                                                                                                                     |
| offeringSalesAmounts         | Offering and Sales Amounts                                                                                                                                                                                                                                                                                              |
| totalOfferingAmount          | Total Offering Amount                                                                                                                                                                                                                                                                                                   |
| totalAmountSold              | Total Amount Sold                                                                                                                                                                                                                                                                                                       |
| totalRemaining               | Total Remaining to be Sold                                                                                                                                                                                                                                                                                              |
| clarificationOfResponse      | Clarification of Response (if Necessary)                                                                                                                                                                                                                                                                                |
|                              |                                                                                                                                                                                                                                                                                                                         |
| investors                    | Investors                                                                                                                                                                                                                                                                                                               |
| hasNonAccreditedInvestors    | Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,                                                                                                                                                                                                    |
| numberNonAccreditedInvestors | Number of such non-accredited investors who already have invested in the offering                                                                                                                                                                                                                                       |
| totalNumberAlreadyInvested   | Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:                                                                                                         |
|                              |                                                                                                                                                                                                                                                                                                                         |
| salesCommissionsFindersFees  | Sales Commissions & Finders' Fee Expenses                                                                                                                                                                                                                                                                               |
| salesCommissions             | Sales Commissions                                                                                                                                                                                                                                                                                                       |
| dollarAmount                 | USD                                                                                                                                                                                                                                                                                                                     |
| isEstimate                   | Estimate                                                                                                                                                                                                                                                                                                                |
| findersFees                  | Finders' Fee                                                                                                                                                                                                                                                                                                            |
| dollarAmount                 | USD                                                                                                                                                                                                                                                                                                                     |
| isEstimate                   | Estimate                                                                                                                                                                                                                                                                                                                |
| clarificationOfResponse      | Clarification of Response (if Necessary)                                                                                                                                                                                                                                                                                |
|                              |                                                                                                                                                                                                                                                                                                                         |
| useOfProceeds                | Use Of Proceeds                                                                                                                                                                                                                                                                                                         |
| grossProceedsUsed            | Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount. |
| dollarAmount                 | USD                                                                                                                                                                                                                                                                                                                     |
| isEstimate                   | Estimate                                                                                                                                                                                                                                                                                                                |
| clarificationOfResponse      | Clarification of Response (if Necessary)                                                                                                                                                                                                                                                                                |
|                              |                                                                                                                                                                                                                                                                                                                         |
| signatureBlock               | Signature and Submission                                                                                                                                                                                                                                                                                                |
| authorizedRepresentative     | I also am a duly authorized representative of the other Issuer(s) in Item 1 above and authorized to sign on their behalf.                                                                                                                                                                                               |
| signature                    | N/A                                                                                                                                                                                                                                                                                                                     |
| issuerName                   | Issuer                                                                                                                                                                                                                                                                                                                  |
| signatureName                | Signature                                                                                                                                                                                                                                                                                                               |

| XML Element Name |                |
|------------------|----------------|
| nameOfSigner     | Name of Signer |
| signatureTitle   | Title          |
| signatureDate    | Date           |

## **APPENDIX D. ACRONYMS**

|       |                                                    |
|-------|----------------------------------------------------|
| ASCII | American Standard Code for Information Interchange |
| CCC   | CIK Confirmation Code                              |
| CIK   | Central Index Key                                  |
| EDGAR | Electronic Data Gathering, Analysis, and Retrieval |
| SEC   | Securities and Exchange Commission                 |
| XML   | Extensible Markup Language                         |
| XSD   | XML Schema Definition                              |

## **APPENDIX E. EDGAR FILER CONSTRUCTED XML SCHEMA & STYLESHEET FILES**

Please refer to the “EDGAR Form D Technical Specification.zip” download for the new XML Schema, stylesheets and example files for the Form D and D/A.