



EDGAR® Form C

XML Technical Specification

May 2016

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1 INTRODUCTION

1.1 Purpose

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

Table 1-1: Form C Submission Types

| SUBMISSION TYPE | DESCRIPTION |
|-----------------|--|
| C | Offering Statement |
| C-W | Offering Statement Withdrawal |
| C-U | Progress Update |
| C-U-W | Progress Update Withdrawal |
| C/A | Amendment to Offering Statement |
| C/A-W | Amendment to Offering Statement Withdrawal |
| C-AR | Annual Report |
| C-AR-W | Annual Report Withdrawal |
| C-AR/A | Amendment to Annual Report |
| C-AR/A-W | Amendment to Annual Report Withdrawal |
| C-TR | Termination of Reporting |
| C-TR-W | Termination of Reporting Withdrawal |

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

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

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

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

For further information regarding the EDGAR FilerWeb or OnlineForms/XML Website, specifically in regards to the transmission of filer-constructed submissions, refer to the Filer

Constructed XML Submissions section of the EDGAR Filer Manual, Volume II (EDGAR Filing).

1.2 Summary of Changes

The following changes have been implemented:

- The choice list for the element “jurisdictionOrganization” has been updated to only allow U.S. States, the District of Columbia, and U.S. Territories.

2 EDGAR SCHEMA FILES

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

Table 2-1: Form C Schema Files

| XML Schema File | Scope of File |
|---------------------|---|
| eis_FormC_Filer.xsd | Defines the elements for a Form C submission |
| eis_Common.xsd | Defines the common elements for all EDGAR Form C submissions |
| eis_stateCodes.xsd | Defines the set of valid State and Country Codes according to EDGAR |

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

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

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

2.1 Schema Table Column Definitions

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

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

Table 2-2: Schema Language

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

3 XML SCHEMAS

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

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

3.1 Schema Table Column Definitions

The following table defines the columns in the two schema summation tables provided in Sections 3.4:

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

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

3.2 Data Type Constraints

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

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

| Data Type | Constraints |
|-----------|---|
| string | <p>Should be no longer than the length shown in the tables in Section 3.4.</p> <p>EDGAR stores values in the <signatureName>, and <contactEmailAddress> 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> <p>For the < character use the escape sequence "&lt;" or "&#60;".</p> <p>For the > character use the escape sequence "&gt;" or "&#62;".</p> <p>For the & character use the escape sequence "&amp;" or "&#38;".</p> <p>For the " character use the escape sequence "&quot;" or "&#34;".</p> |
| NV | These fields cannot have a value. They are parent element nodes that contain other XML elements. These elements need to be present for proper validation. |
| attr | Attribute property for an XML element. |

3.3 Applicability of Schema Elements

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

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

3.4 Mapping of Form C Submission Schemas to Submission Types

| Level | Order | Data Type | Element/Attribute Name | Max Length | Choice List | Max Occur | C | C-W | C-U | C-U-W | C/A | C/A-W | C-AR | C-AR-W | C-AR/A | C-AR/A-W | C-TR | C-TR-W |
|-------|-------|-----------|------------------------|------------|--------------------------------------|-----------|-----|-----|-----|-------|-----|-------|------|--------|--------|----------|------|--------|
| 1 | 1 | NV | edgarSubmission | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 2 | 1 | String | schemaVersion | 5 | | 1 | o | o | o | o | o | o | o | o | o | o | o | o |
| 2 | 2 | NV | headerData | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 3 | 1 | String | submissionType | | SUBMISSION _TYPE | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 3 | 2 | NV | filerInfo | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 1 | NV | filer | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | NV | filerCredentials | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 6 | 1 | String | filerCik | 10 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 6 | 2 | String | filerCcc | 8 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 2 | String | fileNumber | 17 | | 1 | m # | m # | m # | m # | m # | m # | m # | m # | m # | m # | m # | m # |
| 4 | 2 | Date | period | | | 1 | NA | NA | NA | NA | NA | NA | m | m | m | m | NA | NA |
| 4 | 3 | String | liveTestFlag | | "LIVE" or "TEST" | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 4 | NV | flags | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | Boolean | confirmingCopyFlag | | "true" or "false" | 1 | o | o | o | o | o | o | o | o | o | o | o | o |
| 5 | 2 | Boolean | returnCopyFlag | | "true" or "false" | 1 | o | o | o | o | o | o | o | o | o | o | o | o |
| 5 | 3 | Boolean | overrideInternetFlag | | "true" or "false" | 1 | o | o | o | o | o | o | o | o | o | o | o | o |
| 4 | 5 | NV | contact | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | String | contactName | 30 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 2 | String | contactPhone | 20 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 3 | String | contactEmail | 80 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 6 | NV | notifications | | | 1 | o | o | o | o | o | o | o | o | o | o | o | o |
| 5 | 1 | String | notificationEmail | 80 | | 3 | o | o | o | o | o | o | o | o | o | o | o | o |
| 2 | 3 | NV | formData | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 3 | 1 | NV | issuerInformation | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 1 | Boolean | isAmendment | | "true" or "false" | 1 | NA | NA | NA | NA | o | NA | NA | NA | NA | NA | NA | NA |
| 4 | 2 | String | progressUpdate | 256 | | 1 | NA | NA | m | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 4 | 3 | String | natureOfAmendment | 256 | | 1 | NA | NA | NA | NA | m | NA | NA | NA | NA | NA | NA | NA |

| Level | Order | Data Type | Element/Attribute Name | Max Length | Choice List | Max Occur | C | C-W | C-U | C-U-W | C/A | C/A-W | C-AR | C-AR-W | C-AR/A | C-AR/A-W | C-TR | C-TR-W |
|-------|-------|-----------|--------------------------|------------|--|-----------|-----|-----|-----|-------|-----|-------|------|--------|--------|----------|------|--------|
| 4 | 4 | NV | issuerInfo | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | String | nameOfIssuer | 150 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 2 | NV | legalStatus | | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 1 | String | legalStatusForm | | LEGAL STATUS FORM TYPE | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 2 | String | legalStatusOtherDesc | 256 | | 1 | m # | NA | m # | NA | m # | NA | m # | NA | m # | NA | m # | NA |
| 6 | 3 | String | jurisdictionOrganization | | US STATE CODES AND TERRITORIES | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 4 | Date | dateIncorporation | | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 5 | 3 | NV | issuerAddress | | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 1 | String | street1 | 40 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 2 | String | street2 | 40 | | 1 | o | NA | o | NA | o | NA | o | NA | o | NA | o | NA |
| 6 | 3 | String | city | 30 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 4 | String | stateOrCountry | | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 6 | 5 | String | zipCode | 10 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 5 | 4 | String | issuerWebsite | 256 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | m | NA |
| 4 | 5 | String | companyName | 150 | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 6 | String | commissionCik | 10 | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 7 | String | commissionFileNumber | | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 8 | String | crdNumber | 9 | | 1 | o | NA | o | NA | o | NA | NA | NA | NA | NA | NA | NA |
| 3 | 2 | NV | offeringInformation | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 1 | String | compensationAmount | 256 | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 2 | String | financialInterest | 256 | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 3 | String | securityOfferedType | | SECURITY OFFERED TYPE | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 4 | String | securityOfferedOtherDesc | 256 | | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 5 | Integer | noOfSecurityOffered | 10 | | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |

| Level | Order | Data Type | Element/Attribute Name | Max Length | Choice List | Max Occur | C | C-W | C-U | C-U-W | C/A | C/A-W | C-AR | C-AR-W | C-AR/A | C-AR/A-W | C-TR | C-TR-W |
|-------|-------|-----------|------------------------------------|------------|---|-----------|----|-----|-----|-------|-----|-------|------|--------|--------|----------|------|--------|
| 4 | 6 | Decimal | price | 7,5,FIXED | | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 7 | String | priceDeterminationMethod | 256 | | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 8 | Decimal | offeringAmount | 7,2,FIXED | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 9 | String | overSubscriptionAccepted | | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 4 | 10 | String | overSubscriptionAllocationType | | OVER SUBSCRIPTION ALLOCATION TYPE | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 11 | String | descOverSubscription | 256 | | 15 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 12 | Decimal | maximumOfferingAmount | 7,2,FIXED | | 1 | m# | NA | m# | NA | m# | NA | NA | NA | NA | NA | NA | NA |
| 4 | 13 | Date | deadlineDate | | | 1 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 3 | 3 | NV | annualReportDisclosureRequirements | | | 1 | m | NA | m | NA | m | NA | m | NA | NA | m | NA | NA |
| 4 | 1 | Integer | currentEmployees | 7 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 2 | Decimal | totalAssetMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 3 | Decimal | totalAssetPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 4 | Decimal | cashEquiMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 5 | Decimal | cashEquiPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 6 | Decimal | actReceivedMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 7 | Decimal | actReceivedPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 8 | Decimal | shortTermDebtMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 9 | Decimal | shortTermDebtPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 10 | Decimal | longTermDebtMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 11 | Decimal | longTermDebtPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |

| Level | Order | Data Type | Element/Attribute Name | Max Length | Choice List | Max Occur | C | C-W | C-U | C-U-W | C/A | C/A-W | C-AR | C-AR-W | C-AR/A | C-AR/A-W | C-TR | C-TR-W |
|-------|-------|-----------|-------------------------------------|------------|-------------|-----------|---|-----|-----|-------|-----|-------|------|--------|--------|----------|------|--------|
| 4 | 12 | Decimal | revenueMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 13 | Decimal | revenuePriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 14 | Decimal | costGoodsSoldMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 15 | Decimal | costGoodsSoldPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 16 | Decimal | taxPaidMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 17 | Decimal | taxPaidPriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 18 | Decimal | netIncomeMostRecentFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 19 | Decimal | netIncomePriorFiscalYear | 14,2 | | 1 | m | NA | m | NA | m | NA | m | NA | m | NA | NA | NA |
| 4 | 20 | String | issueJurisdictionSecuritiesOffering | | | 53 | m | NA | m | NA | m | NA | NA | NA | NA | NA | NA | NA |
| 3 | 4 | NV | signatureInfo | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 1 | NV | issuerSignature | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | String | issuer | 150 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 2 | NV | issuerSignature | 150 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 3 | String | issuerTitle | 256 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 4 | 2 | NV | signaturePerson | | | 15 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 1 | String | personSignature | 150 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 2 | String | personTitle | 256 | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 5 | 3 | Date | signatureDate | | | 1 | m | m | m | m | m | m | m | m | m | m | m | m |
| 2 | 4 | NV | documents | | | 1 | m | NA | NA | NA | m | NA | m | NA | m | NA | m | NA |
| 3 | 1 | NV | document | | | unlimited | m | NA | NA | NA | m | NA | m | NA | m | NA | m | NA |
| 4 | 1 | String | conformedName | 32 | | 1 | m | NA | NA | NA | m | NA | m | NA | m | NA | m | NA |
| 4 | 2 | String | conformedDocumentType | | | 1 | m | NA | NA | NA | m | NA | m | NA | m | NA | m | NA |
| 4 | 3 | String | description | | | 1 | o | NA | NA | NA | o | NA | o | NA | o | NA | o | NA |
| 4 | 4 | String | contents | | | 1 | m | NA | NA | NA | m | NA | m | NA | m | NA | m | NA |

4 FORM C SCHEMA DATA VALUE CONSTRAINTS

4.1 SUBMISSION_TYPE

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

| VALUE | CODE DESCRIPTION |
|----------|--|
| C | Offering Statement |
| C-W | Offering Statement Withdrawal |
| C-U | Progress Update |
| C-U-W | Progress Update Withdrawal |
| C/A | Amendment to Offering Statement |
| C/A-W | Amendment to Offering Statement Withdrawal |
| C-AR | Annual Report |
| C-AR-W | Annual Report Withdrawal |
| C-AR/A | Amendment to Annual Report |
| C-AR/A-W | Amendment to Annual Report Withdrawal |
| C-TR | Termination of Reporting |
| C-TR-W | Termination of Reporting Withdrawal |

4.2 LEGAL_STATUS_FORM_TYPE

| VALUE |
|---------------------------|
| Corporation |
| Limited Partnership |
| Limited Liability Company |
| General Partnership |
| Business Trust |
| Other (Specify) |

4.3 US_STATE_CODES_AND_TERRITORIES

List of US State or Jurisdiction Descriptions

| State Code | State Description |
|------------|-------------------|
| AL | ALABAMA |
| AK | ALASKA |
| AZ | ARIZONA |
| AR | ARKANSAS |
| CA | CALIFORNIA |

| State Code | State Description |
|------------|----------------------|
| CO | COLORADO |
| CT | CONNECTICUT |
| DE | DELAWARE |
| DC | DISTRICT OF COLUMBIA |
| FL | FLORIDA |
| GA | GEORGIA |
| GU | GUAM |
| 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 |
| PR | PUERTO RICO |
| RI | RHODE ISLAND |
| SC | SOUTH CAROLINA |
| SD | SOUTH DAKOTA |
| TN | TENNESSEE |
| TX | TEXAS |

| State Code | State Description |
|------------|--------------------------|
| UT | UTAH |
| VT | VERMONT |
| VI | VIRGIN ISLANDS, U.S. |
| VA | VIRGINIA |
| WA | WASHINGTON |
| WV | WEST VIRGINIA |
| WI | WISCONSIN |
| WY | WYOMING |
| B5 | AMERICAN SAMOA |
| 1V | NORTHERN MARIANA ISLANDS |

4.4 SECURITY_OFFERED_TYPE

| VALUE |
|-----------------|
| Common Stock |
| Preferred Stock |
| Debt |
| Other |

4.5 OVER_SUBSCRIPTION_ALLOCATION_TYPE

| VALUE |
|--------------------------------|
| Pro-rata basis |
| First-come, first-served basis |
| Other |

5 BASIC SUBMISSION CONSTRUCTION

5.1 General Formatting of XML Files

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

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

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

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

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

5.2 XML Submission File Rules

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

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

5.2.1 Enclosing a Document

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

```
<documents>
  <document>
    < conformedName>test1.txt</ conformedName>
    < conformedDocumentType>????</ conformedDocumentType>
    < description> Description field text here... </ description>
    < contents> dGVzdGA= </ contents>
  </document>
  document>
    < conformedName>test2.txt</ conformedName>
    < conformedDocumentType>????</ conformedDocumentType>
    < description> Description field text here... </ description>
    < contents> dGVzdGA= </ contents>
  </document>
</documents>
```

6 ERROR REPORTING

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

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

Table 6-1: Submission Errors and Severity

| Error Condition | Severity |
|---|-----------|
| Elements not in sequence prescribed in Section 3.4 | SUSPENDED |
| Inclusion of XML-stylesheet reference or any other Processing Instruction | SUSPENDED |
| Inclusion of an element not prescribed in the schema | SUSPENDED |
| String value exceeds maximum length constraint | SUSPENDED |
| Element constrained by a Choice List has an invalid value | SUSPENDED |
| Mandatory element has no value or an invalid value | SUSPENDED |
| Special character (&, <, >) not provided as escape sequence | SUSPENDED |
| Date, Boolean, or Decimal element does not have a value | SUSPENDED |
| Duplicate Notification Address | WARNING |
| "NA" or blank field has a value | WARNING |
| Invalid Issuer CIK | SUSPENDED |
| Improperly formatted email address | SUSPENDED |
| Exceeding a "Max Occur" limit from Section 3.4 | SUSPENDED |

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

Appendix A. STATE/COUNTRY CODES

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

| Code | State/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 |
| GU | GUAM |
| 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/Country Name |
|------|------------------------------|
| RI | RHODE ISLAND |
| SC | SOUTH CAROLINA |
| SD | SOUTH DAKOTA |
| TN | TENNESSEE |
| TX | TEXAS |
| UT | UTAH |
| VT | VERMONT |
| VA | VIRGINIA |
| WA | WASHINGTON |
| WV | WEST VIRGINIA |
| WI | WISCONSIN |
| WY | WYOMING |
| PR | PUERTO RICO |
| VI | VIRGIN ISLANDS, U.S. |
| A0 | ALBERTA, CANADA |
| A1 | BRITISH COLUMBIA, CANADA |
| Z4 | CANADA (FEDERAL LEVEL) |
| 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 |
| Y6 | ALAND ISLANDS |
| 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 |

| Code | State/Country Name |
|------|---------------------------------------|
| C7 | BANGLADESH |
| C8 | BARBADOS |
| 1F | BELARUS |
| 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 |
| H1 | ECUADOR |

| Code | State/Country Name |
|------|-----------------------------------|
| H2 | EGYPT |
| H3 | EL SALVADOR |
| 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 |
| J8 | GUATEMALA |
| Y7 | GUERNSEY |
| 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 |
| Y8 | ISLE OF MAN |
| L3 | ISRAEL |
| L6 | ITALY |

| Code | State/Country Name |
|------|--|
| L8 | JAMAICA |
| M0 | JAPAN |
| Y9 | JERSEY |
| M2 | JORDAN |
| 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 |
| Z5 | MONTENEGRO |
| P1 | MONTSERRAT |
| P2 | MOROCCO |
| P3 | MOZAMBIQUE |
| E1 | MYANMAR |
| T6 | NAMIBIA |

| Code | State/Country Name |
|------|----------------------------------|
| P5 | NAURU |
| P6 | NEPAL |
| P7 | NETHERLANDS |
| P8 | NETHERLANDS ANTILLES |
| 1W | NEW CALEDONIA |
| 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 |
| S3 | QATAR |
| S4 | REUNION |
| S5 | ROMANIA |
| 1Z | RUSSIAN FEDERATION |
| S6 | RWANDA |
| Z0 | SAINT BARTHELEMY |
| U8 | SAINT HELENA |
| U7 | SAINT KITTS AND NEVIS |
| U9 | SAINT LUCIA |
| Z1 | SAINT MARTIN |
| 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 |
| Z2 | SERBIA |
| T2 | SEYCHELLES |

| Code | State/Country Name |
|------|--|
| T8 | SIERRA LEONE |
| U0 | SINGAPORE |
| 2B | SLOVAKIA |
| 2A | SLOVENIA |
| D7 | SOLOMON ISLANDS |
| U1 | SOMALIA |
| T3 | SOUTH AFRICA |
| 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 |
| Z3 | TIMOR-LESTE |
| 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 |
| X8 | WALLIS AND FUTUNA |
| U5 | WESTERN SAHARA |

| Code | State/Country Name |
|------|--------------------|
| T7 | YEMEN |
| Y4 | ZAMBIA |
| Y5 | ZIMBABWE |

Appendix B. ACRONYMS

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