Section 504(a) of Pub. L. 90–321 provided that this part is effective May 29, 1968.

Pub. L. 115–174, §1(a), May 24, 2018, 132 Stat. 1296, provided that: "This Act [see Tables for classification] may be cited as the 'Economic Growth, Regulatory Relief, and Consumer Protection Act'."

Pub. L. 114–94, div. G, title LXXXIX, §89001, Dec. 4, 2015, 129 Stat. 1799, provided that: "This title [amending section 1639 of this title and enacting provisions set out as a note under section 5512 of Title 12, Banks and Banking] may be cited as the 'Helping Expand Lending Practices in Rural Communities Act of 2015' or the 'HELP Rural Communities Act of 2015'."

Pub. L. 111

Section 1(

"(A) The current statutory or voluntary mechanisms that are available to a consumer to notify lenders and insurance providers that the consumer does not wish to receive written offers of credit or insurance.

"(B) The extent to which consumers are currently utilizing existing statutory and voluntary mechanisms to avoid receiving offers of credit or insurance.

"(C) The benefits provided to consumers as a result of receiving written offers of credit or insurance.

"(D) Whether consumers incur significant costs or are otherwise adversely affected by the receipt of written offers of credit or insurance.

"(E) Whether further restricting the ability of lenders and insurers to provide written offers of credit or insurance to consumers would affect—

"(i) the cost consumers pay to obtain credit or insurance;

"(ii) the availability of credit or insurance;

"(iii) consumers' knowledge about new or alternative products and services;

"(iv) the ability of lenders or insurers to compete with one another; and

"(v) the ability to offer credit or insurance products to consumers who have been traditionally underserved."

[For definitions of terms used in section 213(e) of Pub. L. 108–159, set out above, see section 2 of Pub. L. 108–159, set out as a Definitions note under section 1681 of this title.]

Pub. L. 103–325, title I, §157, Sept. 23, 1994, 108 Stat. 2197, provided that during the period beginning 180 days after Sept. 23, 1994, and ending 2 years after that date, the Board of Governors of the Federal Reserve System was to conduct a study and submit to the Congress a report, including recommendations for any appropriate legislation, regarding whether consumers engaging in open end credit transactions as defined in section 1602 of this title secured by principal dwellings have adequate Federal protection and whether a more appropriate interest rate index existed for purposes of section 1602(bb)(1)(A) of this title than the yield on Treasury securities.

Pub. L. 103–325, title I, §158, Sept. 23, 1994, 108 Stat. 2197, as amended by Pub. L. 111–203, title X, §1096, July 21, 2010, 124 Stat. 2102, provided that:

"(a) In General.—Not later than during the 3-year period beginning on the date of enactment

"(2) The word 'shall' is used to indicate that an action is both authorized and required.
"(3) The phrase 'may not' is used to indicate that an action is both unauthorized and forbidden.
"(4) Rules of law are stated in the indicative mood."

2 percent of the amount prepaid.

(B) I—For purposes of subparagraph (A)(i), the annual percentage rate of interest shall be determined based on the following interest rate:

(i) In the case of a fixed-rate transaction in which the annual percentage rate will not vary during the term of the loan, the interest rate in effect on the date of consummation of the transaction.

(ii) In the case of a transaction in which the rate of interest varies solely in accordance with an index, the interest rate determined by adding the index rate in effect on the date of consummation of the transaction to the maximum margin permitted at any time during the loan agreement.

(iii) In the case of any other transaction in which the rate may vary at any time during the term of the loan for any reason, the interest charged on the transaction at the maximum rate that may be charged during the term of the loan.

(C) M—For the purposes of computing the total points and fees under paragraph (4), the

(3) N—The term "Nationwide Mortgage Licensing System and Registry" has the same meaning as in the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 [12 U.S.C. 5101 et seq.].

(4) O—For purposes of this subsection, a person "assists a consumer in obtaining or applying to obtain a residential mortgage loan" by, among other things, advising on residential mortgage loan terms (including rates, fees, and other costs), preparing residential mortgage loan packages, or collecting information on behalf of the consumer with regard to a residential mortgage loan.

(5) R—The term "residential mortgage loan" means any consumer credit transaction that is secured by a mortgage, deed of trust, or other equivalent consensual security interest on a dwelling or on residential real property that includes a dwelling, other than a consumer credit transaction under an open end credit plan or, for purposes of sections 1639b and 1639c of this title and section 1638(a) (16), (17), (18), and (19) of this title, and sections 1638(f) and 1640(k) of this title, and any regulations promulgated thereunder, an extension of credit relating to a plan described in section 101(53D) of title 11.

(6) S—The term "Secretary", when used in connection with any transaction or person involved with a residential mortgage loan, means the Secretary of Housing and Urban Development.

(7) S—The term "servicer" has the same meaning as in section 2605(i)(2) of title 12.

(ee) B—For the purposes of determining the amount of points and fees for purposes of subsection (aa), either the amounts described in paragraph (1) or (2) of the following paragraphs, but not both, shall be excluded:

(1) Up to and including 2 bona fide discount points payable by the consumer in connection with the mortgage, but only if the interest rate from which the mortgage's interest rate will be discounted does not exceed by more than 1 percentage point—

(A) the average prime offer rate, as defined in section 1639c of this title; or

(B) if secured by a personal property loan, the average rate on a loan in connection with which insurance is provided under title I of the National Housing Act (12 U.S.C. 1702 et seq.).

(2) Unless 2 bona fide discount points have been excluded under paragraph (1), up to and including 1 bona fide discount point payable by the consumer in connection with the mortgage, but only if the interest rate from which the mortgage's interest rate will be discounted does not exceed by more than 2 percentage points—

(A) the average prime offer rate, as defined in section 1639c of this title; or

(B) if secured by a personal property loan, the average rate on a loan in connection with which insurance is provided under title I of the National Housing Act (12 U.S.C. 1702 et seq.).

(3) For purposes of paragraph (1), the term "bona fide discount points" means loan discount points which are knowingly paid by the consumer for the purpose of reducing, and which in fact result in a bona fide reduction of, the interest rate or time-price differential applicable to the mortgage.

(4) Paragraphs (1) and (2) shall not apply to discount points used to purchase an interest rate reduction unless the amount of the interest rate reduction purchased is reasonably consistent with established industry norms and practices for secondary mortgage market transactions.

(Pub. L. 90–321, title I, §103, May 29, 1968, 82 Stat. 147; Pub. L. 91–508, title V, §501, Oct. 26, 1970, 84 Stat. 1126; Pub. L. 93–495, title III, §303, Oct. 28, 1974, 88 Stat. 1511; Pub. L. 94–222, §3(a), Feb. 27, 1976, 90 Stat. 197; Pub. L. 96–221, title VI, §§602, 603(a), (b), 604, 612(a)(2), (b), Mar. 31, 1980, 94 Stat. 168, 169, 175, 176; Pub. L. 97–25, title I, §102, July 27, 1981, 95 Stat. 144; Pub. L. 97–320, title VII, §702(a), Oct. 15, 1982, 96 Stat. 1538; Pub. L. 103–325, title I, §§152(a)–(c), 154(a), Sept. 23, 1994, 108 Stat. 2190, 2191, 2196; Pub. L. 110–315, title X, §1100(b), Aug. 14, 2008, 122 Stat. 3481; Pub. L. 111–24, title I, §108, May 22, 2009, 123 Stat. 1743; Pub. L. 111–203, title X, §1100A(1), (2), title XIV, §§1401, 1431, July 21, 2010, 124 Stat. 2107, 2137, 2157; Pub. L. 115–174, title I, §107, May 24, 2018, 132 Stat. 1304.)

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Banks and Banking. For complete classification of this Act to the Code, see section 1701 of this title.

—Subsec. (i). Pub. L. 111–24 substituted "terms 'open end credit plan' and 'open end consumer credit plan' mean" for "term 'open end credit plan' means" in first sentence and inserted "or open end consumer credit plan" after "credit plan" wherever appearing in second sentence.

—Subsec. (f). Pub. L. 110–315 inserted at end "The term 'creditor' includes a private educational lender (as that term is defined in section 1650 of this title) for purposes of this subchapter."

—Subsec. (f). Pub. L. 103–325, §152(c), inserted at end "Any person who originates 2 or more mortgages referred to in subsection (aa) in any 12-month period or any person who originates 1 or more such mortgages through a mortgage broker shall be considered to be a creditor for purposes of this subchapter."

Subsec. (u). Pub. L. 103–325, §152(b), substituted "the due dates" for "and the due dates" and inserted before period at end ",this

title, enacting provisions set out as notes under this section and sections 1637, 1638, 1666b, 1681j, and 1693l–1 of this title and section 5311 of Title 31, Money and Finance, and amending provisions set out as notes under sections 1638 and 1693 of this title] and the amendments made by this Act shall become effective 9 months after the date of enactment of this Act [May 22, 2009], except as otherwise specifically provided in this Act."

Pub. L. 97–320, title VII, §702(b), Oct. 15, 1982, 96 Stat. 1538, provided that: "The amendment made by subsection (a) [amending this section] shall take effect on the effective date of title VI of the Depository Institutions Deregulation and Monetary Control Act of 1980 [two years and six months after Mar. 31, 1980, see Effective Date of 1980 Amendment note below]."

Section 102(b) of Pub. L. 97–25 provided that the amendment made by that section is effective Apr. 10, 1982.

Pub. L. 96–221, title VI, §625, Mar. 31, 1980, 94 Stat. 185, as amended by Pub. L. 97–25, title III, §301, July 27, 1981, 95 Stat. 145; Pub. L. 97–110, title III, §301, Dec. 26, 1981, 95 Stat. 1515, provided that:

"(a) Except as provided in section 608(b) [set out as an Effective Date of 1980 Amendment note under section 1607 of this title], the amendments made by this title [enacting section 1646 of this title, amending sections 57a, 1602 to 1606, 1610, 1612, 1613, 1631, 1632, 1635, 1637, 1638, 1640, 1641, 1643, 1663, 1664, 1665a, 1666, 1666d, 1667d, and 1691f of this title, repealing sections 1614, 1636, and 1639 of this title, and enacting provisions set out as a note under section 1601 of this title] shall take effect upon the expiration of two years and six months after the date of enactment of this title [Mar. 31, 1980].

"(b) All regulations, forms, and clauses required to be prescribed under the amendments made by this title shall be promulgated at least one year prior to such effective date.

"(c) Notwithstanding subsections (a) and (b), any creditor may comply with the amendments made by this title, in accordance with the regulations, forms, and clauses prescribed by the Board, prior to such effective date. Any creditor who elects to comply with such amendments and any assignee of such a creditor shall be subject to the provisions of sections 130 and 131 of the Truth in Lending Act, as amended by sections 615 and 616, respectively, of this title [sections 1640 and 1641 of this title]."

For effective date of amendment by Pub. L. 93–495, see section 308 of Pub. L. 93–495, set out as an Effective Date note under section 1666 of this title.

Pub. L. 111–24, §2, May 22, 2009, 123 Stat. 1735, provipi[illegible]

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WR ZKRP FUHGLW LV H[WHQGHG WKH REOLJRU VKDOO KDYH WKH ULJK
EXVLQHVV GD\ IROORZLQJ WKH FRQVXPPDWLRQ RI WKH WUDQVDFWLRQ
UHTXLUHG XQGHU WKLV VHFWLRQ WRJHWKHU ZLWK D VWDWHPHQW FR
VXEFKDSWHU ZKLFKHYHU LV ODWHU E\ QRWLI\LQJ WKH FUHGLWRU LQ
GR VR 7KH FUHGLWRU VKDOO FOHDUO\ DQG FRQVSLFXRXVO\ GLVFORV
REOLJRU LQ D WUDQVDFWLRQ VXEMHFW WR WKLV VHFWLRQ WKH ULJKW
SURYLGH LQ DFFRUGDQFH ZLWK UHJXODWLRQV RI WKH %XUHDX DSSU
DQ\ WUDQVDFWLRQ VXEMHFW WR WKLV VHFWLRQ

E 5HWXUQ RI PRQH\ RU SURSHUW\ IROORZLQJ UHVFLVVLRQ

:KHQ DQ REOLJRU H[HUFLVHV KLV ULJKW WR UHVFLQG XQGHU VXEVHF
DQG DQ\ VHFXULW\ LQWHUHVW JLYHQ E\ WKH REOLJRU LQFOXGLQJ DQ
XSRQ VXFK D UHVFLVVLRQ :LWKLQ GD\V DIWHU UHFHLSW RI D QRWL
PRQH\ RU SURSHUW\ JLYHQ DV HDUQHVW PRQH\ GRZQSD\PHQW RU RW
DSSURSULDWH WR UHIOHFW WKH WHUPLQDWLRQ RI DQ\ VHFXULW\ LQW
DQ\ SURSHUW\ WR WKH REOLJRU WKH REOLJRU PD\ UHWDLQ SRVVHVV
XQGHU WKLV VHFWLRQ WKH REOLJRU VKDOO [HUHWXUQ WKH DWWDFKHG SURSHUW\
EH LPSUDFWLFDEOH RU LQHTXLWDEOH WKH REOLGRUVKDOOEWHQGHUD
WKH SURSHUW\ RU DW WKH UHVLGHQFH RI WKH REOLJRU DW WKH RSW
WKH SURSHUW\ ZLWKLQ GD\V DIWHU WHQGHU E\ WKH REOLJRU RZQH
RQ KLV SDUW WR SD\ IRU LW 7KH SURFHGXUH SUHVFULEHG E\ WKLV
FRXUW

F 5HEXWWDEOH SUHVXPSWLRQ RI GHOLYHU\ RI UHTXLUHG GLVFORVX

1RWZLWKVWDQGLQJ DQ\ UXOH RI HYLGHQFH ZULWWHQ DFNQRZOHGJP
VXEFKDSWHU E\ D SHUVRQ WR ZKRP LQIRUPDWLRQ IRUPV DQG D VWD
GRHV QR PRUH WKDQ FUHDWH D UHEXWWDEOH SUHVXPSWLRQ RI GHOL

G 0RGLILFDWLRQ DQG ZDLYHU RI ULJKWV

7KH %XUHDX PD\ LI LW ILQGV WKDW VXFK DFWLRQ LV QHFHVVDU\ LQ
ILQDQFLDO HPHUJHQFLHV SUHVFULEH UHJXODWLRQV DXWKRUL]LQJ WK
VHFWLRQ WR WKH H[WHQW DQG XQGHU WKH FLUFXPVWDQFHV VHW IRU

H ([HPSWHG WUDQVDFWLRQV UHDSSOLFDWLRQ RI SURYLVLRQV

7KLV VHFWLRQ GRHV QRW DSSO\ WR²

D UHVLGHQWLDO PRUWJDJH WUDQVDFWLRQV [RU RQ KRXVHKROG YHKLFOHV LQ VHFW

## L 5HVFLVVLRQ ULJKWV LQ IRUHFORVXUH

### ,Q JHQHUDO

1RWZLWKVWDQGLQJ RIDQ\GLVXWHGLQJ RI WKH WLPH SHULRG SURY
DQ\ RWKHU ULJKW RI UHVFLVVLRQ DYDLODEOH XQGHU WKLV VHFWLRQ
QRQMXGLFLDO IRUHFORVXUH SURFHVV RQ WKH SULPDU\ GZHOOLQJ R
KDYH D ULJKW WR UHVFLQG WKH WUDQVDFWLRQ HTXLYDOHQW WR RW
$ D PRUWJDJH EURNHU IHH LV QRW LQFOXGHG LQ WKH ILQDQFH F
HIIHFW DW WKH WLPH WKH FRQVXPHU FUHGLW WUDQVDFWLRQ ZDV FI
% WKH IRUP RI QRWLFH RI UHVFLVVLRQ IRU WKH WUDQVDFWLRQ
DGRSWHG E\ WKH %XUHDX RU D FRPSDUDEOH ZULWWHQ QRWLFH DQ
VHFWLRQ UHJDUGLQJ QRWLFH

### RXOHUDQFH IRU GLVFORVXUHV

1RWZLWKVWDQGLQJ I RDQ\GKLVXEVWLWXWHGLQJ WKH WLPH SHULRG SUF
SXUSRVHV RI H[HUFLVLQJ DQ\ UHVFLVVLRQ ULJKWV DIWHU WKH LQLW
WKH SULQFLSDO GZHOOLQJ RI WKH REOLJRU VHFXULQJ DQ H[WHQVLR
GLVFORVXUHVWDWHPHQW DQ\ ILQDQFH FKDUJH VKDOO EH WUHDWHG DV EHL
DPRXQW GLVFORVHG DV WKH ILQDQFH FKDUJH GRHV QRW YDU\ IURP
WKDQ WKH DPRXQW UHTXLUHG WR EH GLVFORVHG XQGHU WKLV VXEF

### 5LJKW RI UHFRXSPHQW XQGHU 6WDWH ODZ

1RWKLQJ LQ WKLVHFWXEVDHFWRQRQXHU V ULJKW RI UHVFLVVLRQ LQ UH

### $SSOLFDELOLW\

7KLV VXEVHFWLRQ VKDOO DSSO\ WR DOO FRQVXPHU FUHGLW WUDQ\
6HSWHPEHU

3XE / ±WLWOH , † 0D\6WDW3XE / ±WLWOH ,9 2FW
6WDW 3XE / ±WLWOH 9, † D ± 6WDWDW 3XE / ±WLW
† 2FW 6WDW 3XE / ±† † 6HSW 6WDW 3XE / ± WLW
; † $ -XO\ 6WDW

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6HFWLRQ Z RUHHWKHGLVRLQVXEVHFHH ZDVUHGHMJQDWHGVHFWLRQ [ R\I WK
3XE / ± WLWOH; † $ $ -XO 6WDW

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² 6XEVHFV D G K L % 3XE / ± VXEWLWOHG %XUHDX IRU %RDUG ZKHUHYHU
DSSHDULQJ

² 6XEVHF K 3XE / ±† DGGHG VXEVHF K

6XEVHF L 3XE / ±† DGGHG VXEVHF L

² 6XEVHF H 3XE / ±UHGHMJQDWHG SDU DV VXEVHF H UHGHMJQDWHG VXESDUV $ %
& DQG ' RI SDU DV SDUV DQG UHVSHFWLYHO DQG WUXFNRXWSDU ZKLFK UHDG DV
IROORZV 7KH SURYLVLRQV RI SDUDJUDSK ' VKDOOFHDVH WR EH HIIHFWLYH \HDUV DIWHU WKH HIIHFWLYH GDWH RI
WKH 7UXWK LQ/HQGLQJ 6LPSOLFLW\ 5HFRUP \FW

² 6XEVHF D 3XE / ±† D VXEWLWOHG SURYLVLRQV UHDDQJ WR WKH ULJKW RI UHVFLVVLRQ
XQWLP LGQJKW RI WKH WKLG EXVLQHVV GD\ IROORZLQJ WKH FRQVXPP DWLRQ RI WKH WDQVDFWLRQ RUWKH GHDGHU RI
WKH LQIRUP DWLRQ DQG UHVFLVVLRQ IRUP V UHTXLUHG WRJHWKHU ZLWK WKH WDDMP HQWFRQDIQJ WKH P DWHULDO
GLVFORVXUHV UHTXLUHG XQGHUWKLV VXEFKDSWHU ZKLFKHYHULV ODWHU IRUSURYLVLRQV UHDDQJ WR ULJKW RI UHVFLVVLRQ
XQWLP LGQJKW RI WKH WKLG EXVLQHVV GD\ IROORZLQJ WKH FRQVXPP DWLRQ RI WKH WDQVDFWLRQ RUWKH GHDGHU RI
WKH UHTXLUHG GLVFORVXUHV DQG DOORWKHUP DWHULDOGLVFORVXUHV UHTXLUHG XQGHUWKLV SDUWZKLFKHYHULV ODWHU

6XEVHF E 3XE / ±† D LQVHUWHG SURYLVLRQV VHWWQJ IRUWK DSSOFDEOHDWV RI SURFHGXUHV
SUHVFUEHG E\ WKLV VXEVHFWLRQ DQG VXEWLWOHG IRU VHQ LQWR SOFHV

6XEVHF F 3XE / ±† D LQVHUWHG LQIRUP DWLRQ IRUP V DQG DWHU ZKRP

6XEVHF H 3XE / ±† D VXEWLWOHG SURYLVLRQV UHDDQJ WR QRQDSSOFDEOHDWV RUHVGHQWDO
P RUWJDJH WDQVDFWLRQV UHLQDQFLQJ RUFRQVROGDWQ WDQVDFWLRQV HWF IRUSURYLVLRQV UHDDQJ WR
QRQDSSOFDEOHDWV RF FUHDWQRQ RUHHWQRQ RI ILLWWQHQV

6XEVHF I 3XE / ±† D VXEWLWOHG SURYLVLRQV VHWWQJ IRUWK GXUDWQRQ RI ULJKWV RI UHVFLVVLRQ
ZKHUHWKH UHTXLUHG LQIRUP DWLRQ DQG IRUP V RURWKHUGLVFORVXUHV UHTXLUHG XQGHUWKLV SDUWKDYH QRWEHHQ
GHOYHUHG WR WKH REOJRU DQG H[FHSWQRQV WR VXFK WHUP IRUSURYLVLRQV HWWQJ IRUWK GXUDWQRQ RI ULJKWV RI
UHVFLVVLRQ ZKHUHWKH UHTXLUHG GLVFORVXUHV RUDQ\ RWKHUP DWHULDOGLVFORVXUHV UHTXLUHG XQGHUWKLV SDUWKDYH
QRWEHHQ GHOYHUHG WR WKH REOJRU

6XEVHF J 3XE / ±† D DGGHG VXEVHF J

² 6XEVHFV D E 3XE / ±† LQVHUWHG SURYLVLRQV UHODWLQJ WR VHFXULWLQMUHVWDULLQJ E\ RSHUDWRQ RI ODZ

6XEVHF H 3XE / ±† LQVHUWHG H[HPSWRQ IRUFRQVXPHUFHGLWVDQVDFWRQV ZKHUH D 6WDWH DJHQF\ LV WKH FUHGLWRU

6XEVHF I 3XE / ±† DGGHG VXEVHF I

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDWH VHH VHFWRQ + RI 3XE / ± VHWRXWDV DQRWXQGHUV H FWLRQ LWDO*RRYHUQPHQW2 UJDQL]DWRQ DQG ( PSOR\HHV

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$PHQGPHQWV 3XE / ±HIIHFWLYH RQ H[SLUDWRQ RI WZR \HDUV DQG VL[ PRQWKV DIWHU0 DU ZLWK DOOUHJXODWRQV IRUP V DQG FODXVHV UHTXLUHG WR EH SUHVFUEHG WR EH SURP XOJDWHG DWHDIWRQH \HDU SURUWR VXFK HIIHFWLYH GDW DQG DOOZLQJ DQ\ FUHGLWRUWR FRP SO\ ZLWK DQ\ PHQGPHQWV LQ DFFRUGDQFH ZLWK WKH UHJXODWRQV IRUP V DQG FODXVHV SUHVFUEHG E\ WKH %RDUG SURUWR VXFK HIIHFWLYH GDW VHH VHFWRQ RI 3XE / ±VHWRXWDV DQRWXQGHUV H FWLRQ RI WKLV WLWOH

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$PHQGPHQWV 3XE / ±HIIHFWLYH 2FW VHH VHFWRQ RI 3XE / ±VHWRXWDV DQ ( IIHFWLYH' DWH QRWXQGHUV H FWLRQ D RI WKLV WLWOH

– 6HH 5HIHUHQFHV WR 7 EHORZ

† 5HSHDOHG 3XE / ± WLWOH 9, † H 0D6WDW

6HFWRQ 3XE / ±VWHP, † 0D\ 6WDW UHDWHG WR FRQWQQV RI SHUEGLF VWDWP HQWV

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I`wH)D R K

5HSHDOHHIIHFWLYH RQ H[SLUDWRQ RI WZR \HDUV DQG VL[ PRQWKV DIWHU0 DU ZLWK DOOUHJXODWRQV IRUP V DQG FODXVHV UHTXLUHG WR EH SUHVFUEHG WR EH SURP XOJDWHG DWHDIWRQH \HDUSURUWR VXFK HIIHFWLYH GDW DQG DOOZLQJ DQ\ FUHGLWRUWR FRP SO\ ZLWK DQ\ PHQGPHQWV LQ DFFRUGDQFH ZLWK WKH UHJXODWRQV IRUP V DQG FODXVHV SUHVFUEHG E\ WKH %RDUG SURUWR VXFK HIIHFWLYH GDW VHH VHFWRQ RI 3XE / ± VHWRXWDV DQ ( IIHFWLYH' DWH RI $PHQGPHQWV RI WKLV WLWOH

† 2SHQHQG FRQVXP HUFUHGLWSODQV

D 5HTXLUHG GLVFORVXUHV E\ FUHGLWRU

%HIRUH RSHQLQJ DQ\ DFFRXQW XQGHU DQ RSHQ HQG FRQVXPHU FUH ZKRP FUHGLW LV WR EH H[WHQGHG HDFK RI WKH IRUV@V WLWOH

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,Q WKH FDVH RI DQ\ DFFRXQW XQGHU DQ RSHQ HQG FRQVXPHU F
ZKLFK LV VHFXUHG E\ WKH FRQVXPHU V SULQFLSDO GZHOOLQJ DQ\ L
$ LV UHTXLUHG WR EH GLVFORVHG XQGHU WKLV WLWOH
% WKH %XUHDX GHWHUPLQHV LV QRW GHVFULEHG LQ DQ\ RWKHU

E 6WDWHPHQW UHTXLUHG ZLWK HDFK ELOOLQJ F\FOH

7KH FUHGLWRU RI DQ\ DFFRXQW XQGHU DQ RSHQ HQG FRQVXPHU DFKUE
F\FOH DW WKH HQG RI ZKLFK WKHUH LV DQ RXWVWDQGLQJ EDODQFH L

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LLL D FOHDU DQG FRQVSLFXRXV GLVFORVXUH RI WKH GDWH WK
LY D GLVFORVXUH LQ D FRQVSLFXRXV DQG SURPLQHQW ORFDW
WHOHSKRQH QXPEHU RU D PDLOLQJ DGGUHVV DW ZKLFK WKH DSSC
WKH LQIRUPDWLRQ SURYLGHG LQ WKH DSSOLFDWLRQ RU VROLFLW

& *HQHUDO LQIRUPDWLRQ ZLWKRXW DQ\ VSHFLILF WHUP

$Q DSSOLFDWLRQ RU VROLFLWDWLRQ GHVFULEHG LQ VXESDUDJUD
DSSOLFDWLRQ RU VROLFLWDWLRQ²
L FRQWDLQV D VWDWHPHQW LQ D FRQVSLFXRXV DQG SURPLQHQ
, WKHUH DUH FRVWV DVVRFLDWHG ZLWK WKH XVH RI FUHGLW I
,, WKH DSSOLFDQW PD\ FRQWDFW WKH FUHGLWRU WR UHTXHV\
FDOOLQJ D WROO IUHH WHOHSKRQH QXPEHU RU E\ ZULWLQJ WR D

LL FRQWDLQV D GLVFORVXUH LQ D FRQVSLFXRXV DQG SURPLQH
IUHH WHOHSKRQH QXPEHU DQG D PDLOLQJ DGGUHVV DW ZKLFK WK
LQIRUPDWLRQ DQG
LLL GRHV QRW FRQWDLQ DQ\ RI WKH LWHPV GHVFULEHG LQ SDU

' $SSOLFDWLRQV RU VROLFLWDWLRQV FRQWDLQLQJ VXEVHFWLRQ

$Q DSSOLFDWLRQ RU VROLFLWDWLRQ PHHWV WKH UHTXLUHPHQW F
L WKH GLVFORVXUHV UHTXLUHG E\ SDUDJUDSKV WKURXJK
LL WKH GLVFORVXUHV UHTXLUHG E\ VXESDUDJUDSKV $ DQG %

DQG FRQVLFXRXV\ WKDW WKH SURYLVLRQV RI VHFWLRQ F R
LLL D WROO IUHH WHOHSKRQH QXPEHU RU D PDLOLQJ DGGUHVV
DQ\ FKDQJH LQ WKH LQIRUPDWLRQ SURYLGHG

( 3URPSW UHVSRQVH WR LQIRUPDWLRQ UHTXHVWV

8SRQ UHFHLSW RI D UHTXHVW IRU DQ\ RI WKH LQIRUPDWLRQ UHIHU
RU WKH DJHQW RI VXFK LVVXHU VKDOO SURPSWO\ GLVFORVH DOO R

&KDUJH FDUG DSSOLFDWLRQV DQG VROLFLWDWLRQV

$ ,Q JHQHUDO

$Q\ DSSOLFDWLRQ RU VROLFLWDWLRQ WR RSHQ D FKDUJH FDUG D
IROORZLQJ LQIRUPDWLRQ LQ WKH IRUP UHTXLUHG E\ VHFWLRQ F
L $Q\ DQQXDO IHH RWKHU SHULRGLF IHH RU PHPEHUVKLS IHH
FDUG LQFOXGLQJ DQ\ DFFRXQW PDLQWHQDQFH IHH RU RWKHU FKD
DFFRXQW GXULQJ WKH ELOOLQJ F\FOH
LL $Q\ WUDQVDFWLRQ FKDUJH LPSRVHG LQ FRQQHFWLRQ ZLWK
LLL $ VWDWHPHQW WKDW FKDUJHV LQFXUUHG E\ XVH RI WKH FK

(ii) a statement, in a conspicuous and prominent location on the application or solicitation, that—
(I) the information is accurate as of the date the application or solicitation was printed;
(II) the information contained in the application or solicitation is subject to change after such date; and

A card issuer that has changed or amended any term of the account since the last renewal that has not been previously disclosed or that imposes any fee described in subsection (c)(1)(A)(ii)(I) or (c)(4)(A)(i) shall transmit to a

With respect to a credit card account under an open end consumer credit plan, an over-the-limit fee may be

The term "college student" means an individual who is a full-time or a part-time student attending an institution of higher education.

The term "institution of higher education" has the same meaning as in section 3 1001 and 1002 of title 20.

Each creditor shall submit an annual report to the Bureau containing the terms and conditions of all business, marketing, and promotional agreements and college affinity card agreements with an institution of higher education, or an alumni organization or foundation affiliated with or related to such institution, with respect to any college student credit card issued to a college student at such institution.

The information required to be reported under subparagraph (A) includes—

(i) any memorandum of understanding between or among a creditor, an institution of higher education, an alumni association, or foundation that directly or indirectly relates to any aspect of any agreement referred to in such subparagraph or controls or directs any obligations or distribution of benefits between or among any such entities;

(ii) the amount of any payments from the creditor to the institution, organization, or foundation during the period covered by the report, and the precise terms of any agreement under which such amounts are determined; and

(iii) the number of credit card accounts covered by any such agreement that were opened during the period

Subsecs. (j) to (l). Pub. L. 111–24, §102(a), added subsecs. (j) to (l).
Subsec. (m). Pub. L. 111–24, §103, added subsec. (m).
Subsec. (n). Pub. L. 111–24, §105, added subsec. (n).
Subsec. (o). Pub. L. 111–24, §106(a), added subsec. (o).
Subsec. (p). Pub. L. 111–24, §303, added subsec. (p).
Subsec. (r). Pub. L. 111–24, §305(a), added subsec. (r).

—Subsec. (b)(11). Pub. L. 109–8, §1301(a), added par. (11).
Subsec. (b)(12). Pub. L. 109–8, §1305(a), added par. (12).
Subsec. (c)(6). Pub. L. 109–8, §1303(a), added par. (6).
Subsec. (c)(7). Pub. L. 109–8, §1304(a), added par. (7).
Subsec. (h). Pub. L. 109–8, §1306(a), added subsec. (h).

—Subsec. (a)(8). Pub. L. 100–709, added par. (8).

Subsecs. (c) to (f). Pub. L. 100–583, §2(a), added subsecs. (c) to (f).
Subsec. (g). Pub. L. 100–583, §6, added subsec. (g).

—Subsec. (a)(1). Pub. L. 96–221, §613(a)(1), inserted provisions requiring the creditor to disclose that no time period is provided.

Subsec. (a)(5). Pub. L. 96–221, §613(a)(2), (3), redesignated par. (6) as (5) and inserted provisions relating to identification of other charges, and regulations by the Board. Former par.(

Pub. L. 109–8, title XIII, §1301(b)(2), Apr. 20, 2005, 119 Stat. 207, provided that: "Section 127(b)(11) of the Truth in Lending Act [subsec. (b)(11) of this section], as added by subsection (a) of this section, and the regulations issued under paragraph (1) of this subsection [set out as a note under this section] shall not take effect until the later of—

"(A) 18 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the publication of such final regulations by the Board [of Governors of the Federal Reserve System] [Jan. 29, 2009, see 74 F.R. 5244]."

Pub. L. 109–8, title XIII, §1303(b)(2), Apr. 20, 2005, 119 Stat. 211, provided that: "Section 127(c)(6) of the Truth in Lending Act [subsec. (c)(6) of this section], as added by this section, and regulations issued under paragraph (1) of this subsection [set out as a note under this section] shall not take effect until the later of—

"(A) 12 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the date of publication of such final regulations by the Board [of Governors of the Federal Reserve System] [Jan. 29, 2009, see 74 F.R. 5244]."

Pub. L. 109–8, title XIII, §1304(b)(2), Apr. 20, 2005, 119 Stat. 212, provided that: "The amendment made by subsection (a) [amending this section] and the regulations issued under paragraph (1) of this subsection [set out as a note under this section] shall not take effect until the later of—

"(A) 12 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the date of publication of such final regulations by the Board [of Governors of the Federal Reserve System] [Jan. 29, 2009, see 74 F.R. 5244]."

Pub. L. 109–8, title XIII, §1305(b)(2), Apr. 20, 2005, 119 Stat. 212, provided that: "The amendment made by subsection (a) [amending this section] and regulations issued under paragraph (1) of this subsection [set out as a note under this section] shall not take effect until the later of—

"(A) 12 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the date of publication of such final regulations by the Board [of Governors of the Federal Reserve System] [Jan. 29, 2009, see 74 F.R. 5244]."

Pub. L. 109–8, title XIII, §1306(b)(2), Apr. 20, 2005, 119 Stat. 212, provided that: "The amendment made by subsection (a) [amending this section] and regulations issued under paragraph (1) of this subsection [set out as a note under this section] shall not take effect until the later of—

"(A) 12 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the date of publication of such final regulations by the Board [of Governors of the Federal Reserve System] [Jan. 29, 2009, see 74 F.R. 5244]."

For effective date of amendments by Pub. L. 100–709, see Regulations; Effective Date note below.

"(2) Applicability.—Guidelines issued under this subsection sha

An itemization of any fees imposed by the creditor in connection with the availability or use of credit under such plan, including annual fees, application fees, transaction fees, and closing costs (including costs commonly described as "points"), and the time when such fees are payable.

An estimate, based on the creditor's experience with such plans and stated as a single amount or as a reasonable range, of the aggregate amount of additional fees that may be imposed by third parties (such as governmental authorities, appraisers, and attorneys) in connection with opening an account under the plan.

A statement that the consumer may ask the creditor for a good faith estimate by the creditor of the fees that may be imposed by third parties.

A statement that—
(A) any extension of credit under the plan is secured by the consumer's dwelling; and
(B) in the event of any default, the consumer risks the loss of the dwelling.

A clear and conspicuous statement—
(i) of the time by which an application must be submitted to obtain the terms disclosed; or
(ii) if applicable, that the terms are subject to change.

A statement that—
(i) the consumer may elect not to enter into an agreement to open an account under the plan if any term changes (other than a change contemplated by a variable feature of the plan) before any such agreement is final; and
(ii) if the consumer makes an election described in clause (i), the consumer is entitled to a refund of all fees paid in connection with the application.

A statement that the consumer should make or otherwise retain a copy of information disclosed under this subparagraph.

A statement that—
(A) under certain conditions, the creditor may terminate any account under the plan and require immediate repayment of any outstanding balance, prohibit any additional extension of credit to the account, or reduce the credit limit applicable to the account; and
(B) the consumer may receive, upon request, more specific information about the conditions under which the creditor may take any action described in subparagraph (A).

The repayment options under the plan, including—
(A) if applicable, any differences in repayment options with regard to—
(i) any period during which additional extensions of credit may be obtained; and
(ii) any period during which repayment is required to be made and no additional extensions of credit may be obtained;

(B) the length of any repayment period, including any differences in the length of any repayment period with regard to the periods described in clauses (i) and (ii) of subparagraph (A); and
(C) an explanation of how the amount of any minimum monthly or periodic payment will be determined under each such option, including any differences in the determination of any such amount with regard to the periods described in clauses (i) and (ii) of subparagraph (A).

An example, based on a $10,000 outstanding balance and the interest rate (other than a rate not based on the index under the plan) which is, or was recently, in effect under such plan, showing the minimum monthly or periodic payment, and the time it would take to repay the entire $10,000 if the consumer paid only the minimum periodic payments and obtained no additional extensions of credit.

If, under any repayment option of the plan, the payment of not more than the minimum periodic payments required under such option over the length of the repayment period—

(A) would not repay any of the principal balance; or

(B) would repay less than the outstanding balance by the end of such period,

as the case may be, a statement of such fact, including an explicit statement that at the end of such repayment period a balloon payment (as defined in section 1665b(f) of this title) would result which would be required to be paid in full at that time.

If applicable, a statement that—

(A) any limitation in the plan on the amount of any increase in the minimum payments may result in negative amortization;

(B) negative amortization increases the outstanding principal balance of the account; and

(C) negative amortization reduces the consumer's equity in the consumer's dwelling.

Any limitation contained in the plan on the number of extensions of credit and the amount of credit which may be obtained during any month or other defined time period.

Any requirement which establishes a minimum amount for—

(i) the initial extension of credit to an account under the plan;

(ii) any subsequent extension of credit to an account under the plan; or

(iii) any outstanding balance of an account under the plan.

A statement that—

(A) the consumer should consult a tax advisor regarding the deductibility of interest and charges under the plan; and

(B) in any case in which the extension of credit exceeds the fair market value (as defined under title 26) of the dwelling, the interest on the portion of the credit extension that is greater than the fair market value of the dwelling is not tax deductible for Federal income tax purposes.

Any other term which the Bureau requires, in regulations, to be disclosed.

The disclosures required under subsection (a) with respect to any open end consumer credit plan which provides for any extension of credit which is secured by the consumer's principal dwelling and the pamphlet required under subsection (e) shall be provided to any consumer at the time the creditor distributes an application to establish an account under such plan to such consumer.

In the case of telephone applications, applications contained in magazines or other publications, or applications provided by a third party, the disclosures required under subsection (a) and the pamphlet required under subsection (e) shall be provided by the creditor before the end of the 3-day period beginning on the date the creditor receives a completed application from a consumer.

Except as provided in paragraph (1)(B), the disclosures required under subsection (a) shall be provided on or with any application to establish an account under an open end consumer credit plan which provides for any extension of credit which is secured by the consumer's principal dwelling.

Pub. L. 109–8, title XIII, §1302(c), Apr. 20, 2005, 119 Stat. 209, provided that:

"(1) In general.—The Board [of Governors of the Federal Reserve System] shall promulgate regulations implementing the amendments made by this section [amending this section and sections 1638, 1664, and 1665b of this title].

"(2) Effective date.—Regulations issued under paragraph (1) shall not take effect until the later of—

"(A) 12 months after the date of enactment of this Act [Apr. 20, 2005]; or

"(B) 12 months after the date of publication of such final regulations by the Board."

Pub. L. 100–709, §7, Nov. 23, 1988, 102 Stat. 4734, provided that:

"(a) Regulations.—Before the end of the 60-day period beginning on the date of the enactment of this Act [Nov. 23, 1988], the Board of Governors of the Federal Reserve System shall prescribe such regulations as may be necessary to carry out the proposes [sic] of the amendments made by this Act [enacting this section and sections 1647 and 1665b of this title, amending sections 1632 and 1637 of this title, and enacting provisions set out as notes under this section and section 1601 of this title].

"(b) Effective Date.—The amendments made by this Act, and the regulations prescribed pursuant to subsection (a) with respect to such amendments, shall apply to—

"(1) any agreement for an open end consumer credit plan entered into after the end of the 5-month period beginning on the date on which the regulations prescribed under subsection (a) become final; and

"(2) any application for such an account which is solicited by or received by the creditor after the end of such 5-month period.

"(c) Voluntary Compliance.—Notwithstanding subsection (b), any creditor may comply with the amendments made by this Act, in accordance with the regulations prescribed by the Board, before the

the purposes of this subparagraph, "itemization of the amount financed" means a disclosure of the following items, to the extent applicable:

(i) the amount that is or will be paid directly to the consumer;

(ii) the amount that is or will be credited to the consumer's account to discharge obligations owed to the creditor;

(iii) each amount that is or will be paid to third persons by the creditor on the consumer's behalf, together with an identification of or reference to the third person; and

(iv) the total amount of any charges described in the preceding subparagraph (A)(iii).

(3) The "finance charge", not itemized, using that term.

(4) The finance charge expressed as an "annual percentage rate", using that term. This shall not be required if the amount financed does not exceed $75 and the finance charge does not exceed $5, or if the amount financed exceeds $75 and the finance charge does not exceed $7.50.

(5) The sum of the amount financed and the finance charge, which shall be termed the "total of payments".

by the originator from the creditor.

(19) In the case of a residential mortgage loan, the total amount of interest that the consumer will pay over the life of the loan as a percentage of the principal of the loan. Such amount shall be computed assuming the consumer

placed in the mail not later than 3 business days after the date on which the creditor receives the written application of the consumer for such credit, whichever is earlier.

(ii) If a disclosure statement furnished within 3 business days of the written application (as provided under clause (i)(II)) contains an annual percentage rate which is subsequently rendered inaccurate, within the meaning of section 1606(c) of this title, the creditor shall furnish another disclosure statement at the time of settlement or consummation of the transaction.

(3) In the case of a credit transaction described in paragraph (15) of subsection (a), disclosures required by that paragraph shall be made to the consumer at the time of application for such extension of credit.

(4) R

In issuing regulations under this subsection, the Bureau shall prevent, to the extent possible, duplicative disclosure requirements for private educational lenders that are otherwise required to make disclosures under this subchapter, except that in any case in which the disclosure requirements of this subsection differ or conflict with the disclosure requirements of any other provision of this subchapter, the requirements of this subsection shall be controlling.

For purposes of this subsection, the terms "covered educational institution", "private educational lender", and "private education loan" have the same meanings as in section 1650 of this title.

Each private educational lender that has a preferred lender arrangement with a covered educational institution shall annually, by a date determined by the Bureau, in consultation with the Secretary of Education, provide to the covered educational institution such information as the Bureau determines to include in the model form developed under paragraph (5) for each type of private education loan that the lender plans to offer to students attending the covered educational institution, or to the families of such students, for the next award year (as that term is defined in section 481 of the Higher Education Act of 1965 [20 U.S.C. 1088]).

The creditor, assignee, or servicer with respect to any residential mortgage loan shall transmit to the obligor, for

Subsec. (b)(4). Pub. L. 111–203, §1465, added par. (4).

Subsec. (f). Pub. L. 111–203, §1420, added subsec. (f).

—Subsec. (b)(2). Pub. L. 110–289, §2502(a)(1), designated existing provisions as subpar. (A).

Subsec. (b)(2)(A). Pub. L. 110–343, §130(a)(1), substituted "Except as provided in subparagraph (G), in the case" for "In the case".

Pub. L. 110–289, §2502(a)(5), (6), struck out ", whichever is earlier" after "consummation of the transaction" and "If the disclosure statement furnished within three days of the written application contains an annual percentage rate which is subsequently rendered inaccurate within the meaning of section 1606(c) of this title, the creditor shall furnish another statement at the time of settlement or consummation." at the end.

Pub. L. 110–289, §2502(a)(4), which directed insertion of ", which shall be at least 7 business days before consummation of the transaction" after "written application", was executed by making the insertion after "written application" the first place appearing.

Pub. L. 110–289, §2502(a)(2), (3), substituted "any extension of credit that is secured by the dwelling of a consumer" for "a residential mortgage transaction, as defined in section 1602(w) of this title" and "and" for "before the credit is extended, or".

Subsec. (b)(2)(B) to (F). Pub. L. 110–289, §2502(a)(6), added subpars. (B) to (F).

Subsec. (b)(2)(G). Pub. L. 110–343, §130(a)(2), amended subpar. (G) generally. Prior to amendment, subpar. (G) read as follows: "The requirements of subparagraphs (B), (C), (D) and (E) shall not apply to extensions of credit relating to plans described in section 101(53D) of title 11."

Pub. L. 110–289, §2502(a)(6), added subpar. (G).

Subsec. (e). Pub. L. 110–315 added subsec. (e).

—Subsec. (a)(15). Pub. L. 109–8, §1302(b)(1)(A), added par. (15).

Subsec. (b)(3). Pub. L. 109–8, §1302(b)(1)(B), added par. (3).

—Subsec. (a)(14). Pub. L. 104–208 added par. (14).

—Subsec. (a). Pub. L. 96–221, §614(a), substituted provisions setting forth required disclosures by the creditor for transactions other than under an open end credit plan, for provisions setting forth required disclosures by the creditor for sales not under open end credit plans.

Subsec. (b). Pub. L. 96–221, §614(b), designated existing provisions as par. (1), inserted provisions relating to the conspicuous segregation of required disclosures, and struck out provisions authorizing the required information to be disclosed in the signed evidence of indebtedness, and added par. (2).

Subsec. (c). Pub. L. 96–221, §614(c), designated existing provisions as par. (1), substituted "total sale" for "deferred payment", and added par. (2).

Amendment by section 1100A(2) of Pub. L. 111–203 effective on the designated transfer date, see section 1100H of Pub. L. 111–203, set out as a note under section 552a of Title 5, Government Organization and Employees.

Amendment by sections 1419, 1420, and 1465 of Pub. L. 111–203 effective on the date on which final regulations implementing that amendment take effect, or on the date that is 18 months after the designated transfer date if such regulations have not been issued by that date, see section 1400(c) of Pub. L. 111–203, set out as a note under section 1601 of this title.

Pub. L. 110–343, div. A, title I,

30, 2008].

"(2) [illegible]—Subparagraph (C) of section 128(b)(2) of the Truth in Lending Act (15 U.S.C. 1638(b)(2)(C)), as added by subsection (a) of this section, shall become effective on the earlier of—

"(A) the compliance date established by the Board for such purpose, by regulation; or

"(B) 30 months after the date of enactment of this Act [July 30, 2008]."

Amendment by Pub. L. 109–8 effective 180 days after Apr. 20, 2005, and not applicable with respect to cases commenced under Title 11, Bankruptcy, before such effective date, except as otherwise provided, see section 1501 of Pub. L. 109–8, set out as a note under section 101 of Title 11.

Amendment by Pub. L. 96–221 effective on expiration of two years and six months after Mar. 31, 1980, with all regulations, forms, and clauses required to be prescribed to be promulgated at least one year prior to such effective date, and allowing any creditor to comply with any amendments, in accordance with the regulations, forms, and clauses prescribed by the Board prior to such effective date, see section 625 of Pub. L. 96–221, set out as a note under section 1602 of this title.

Pub. L. 110–315, title X, §1002, Aug. 14, 2008, 122 Stat. 3478, provided that: "Not later than 365 days after the date of enactment of this Act [Aug. 14, 2008], the Board of Governors of the Federal Reserve System shall issue regulations in final form to implement paragraphs (1), (2), (3), (4), (6), (7), and (8) of section 128(e) [15 U.S.C. 1638(e)] and section 140(c) of the Truth in Lending Act [15 U.S.C. 1650(c)], as added by this title, which regulations shall become effective not later than 6 months after their date of issuance."

1 [illegible]

[illegible]

(6) The address, telephone number, and Internet address for the State housing finance authority (as so defined) for the State in which the consumer resides.

The Board may require the notice in paragraph (b) or other notice consistent with this chapter for adjustable rate mortgage loans that are not hybrid adjustable rate mortgage loans.

(Pub. L. 90–321, title I, §128A, as added Pub. L. 111–203, title XIV, §1418(a), July 21, 2010, 124 Stat. 2153.)

This chapter, referred to in subsec. (c), was in the original "this Act" meaning Pub. L. 90–321, May 29, 1968, 82 Stat. 146, which is classified principally to this chapter. For complete classification of this Act to the Code, see Short Title note set out under section 1601 of this title and Tables.

Section effective on the date on which final regulations implementing such section take effect, or on the date that is 18 months after the designated transfer date, if such regulations have not been issued by that date, see section 1400(c) of Pub. L. 111–203, set out as an Effective Date of 2010 Amendment note under section 1601 of this title.

In addition to other disclosures required under this subchapter, for each mortgage referred to in section 1602(aa) [1] of this title, the creditor shall provide the following disclosures in conspicuous type size:

(A) "You are not required to complete this agreement merely because you have received these disclosures or have signed a loan application.".

(B) "If you obtain this loan, the lender will have a mortgage on your home. You could lose your home, and any

The Bureau may, if it finds that such action is necessary to permit homeowners to meet bona fide personal financial emergencies, prescribe regulations authorizing the modification or waiver of rights created under this subsection, to the extent and under the circumstances set forth in those regulations.

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A mortgage referred to in section 1602(aa) [1]

If a payment is otherwise a full payment for the applicable period and is paid on its due date or within an applicable grace period, and the only delinquency or insufficiency of payment is attributable to any late fee or delinquency charge assessed on any earlier payment, no late fee or delinquency charge may be imposed on such payment.

If, in the case of a loan agreement the terms of which provide that any payment shall first be applied to any past due principal balance, the consumer fails to make an installment payment and the consumer subsequently resumes making installment payments but has not paid all past due installments, the creditor may impose a separate late payment charge or fee for any principal due (without deduction due to late fees or related fees) until the default is cured.

No high-cost mortgage may contain a provision which permits the creditor to accelerate the indebtedness, except when repayment of the loan has been accelerated by default in payment, or pursuant to a due-on-sale provision, or pursuant to a material violation of some other provision of the loan document unrelated to payment schedule.

No creditor may directly or indirectly finance, in connection with any high-cost mortgage, any of the following:
(1) Any prepayment fee or penalty payable by the consumer in a refinancing transaction if the creditor or an affiliate of the creditor is the noteholder of the note being refinanced.
(2) Any points or fees.

Any mortgage that contains a provision prohibited by this section shall be deemed a failure to deliver the material disclosures required under this subchapter, for the purpose of section 1635 of this title.

For purposes of this section, the term "affiliate" has the same meaning as in section 1841(k) of title 12.

The Bureau may, by regulation or order, exempt specific mortgage products or categories of mortgages from any or all of the prohibitions specified in subsections (c) through (i), if the Bureau finds that the exemption—
(A) is in the interest of the borrowing public; and
(B) will apply only to products that maintain and strengthen home ownership and equity protection.

The Bureau, by regulation or order, shall prohibit acts or practices in connection with—
(A) mortgage loans that the Bureau finds to be unfair, deceptive, or designed to evade the provisions of this section; and
(B) refinancing of mortgage loans that the Bureau finds to be associated with abusive lending practices, or that are otherwise not in the interest of the borrower.

For purposes of enforcement by the Federal Trade Commission, any violation of a regulation issued by the Bureau pursuant to subsection (l)(2) shall be treated as a violation of a rule promulgated under section 57a of this title regarding unfair or deceptive acts or practices.

A creditor may not take any action in connection with a high-cost mortgage—
(1) to structure a loan transaction as an open-end credit plan or another form of loan for the purpose and with the intent of evading the provisions of this subchapter; or
(2) to divide any loan transaction into separate parts for the purpose and with the intent of evading provisions of this subchapter.

A creditor, successor in interest, assignee, or any agent of any of the above, may not charge a consumer any fee to modify, renew, extend, or amend a high-cost mortgage, or to defer any payment due under the terms of such mortgage.

Except as provided in subparagraph (B), no creditor or servicer may charge a fee for informing or transmitting to any person the balance due to pay off the outstanding balance on a high-cost mortgage.

When payoff information referred to in subparagraph (A) is provided by facsimile transmission or by a courier service, a creditor or servicer may charge a processing fee to cover the cost of such transmission or service in an amount not to exceed an amount that is comparable to fees imposed for similar services provided in connection with consumer credit transactions that are secured by the consumer's principal dwelling and are not high-cost mortgages.

Prior to charging a transaction fee as provided in subparagraph (B), a creditor or servicer shall disclose that payoff balances are available for free pursuant to subparagraph (A).

If a creditor or servicer has provided payoff information referred to in subparagraph (A) without charge, other than the transaction fee allowed by subparagraph (B), on 4 occasions during a calendar year, the creditor or servicer may thereafter charge a reasonable fee for providing such information during the remainder of the calendar year.

Payoff balances shall be provided within 5 business days after receiving a request by a consumer or a person authorized by the consumer to obtain such information.

A creditor may not extend credit to a consumer under a high-cost mortgage without first receiving certification from a counselor that is approved by the Secretary of Housing and Urban Development, or at the discretion of the Secretary, a State housing finance authority, that the consumer has received counseling on the advisability of the mortgage. Such counselor shall not be employed by the creditor or an affiliate of the creditor or be affiliated with the creditor.

No counselor may certify that a consumer has received counseling on the advisability of the high-cost mortgage unless the counselor can verify that the consumer has received each statement required (in connection with such loan) by this section or the Real Estate Settlement Procedures Act of 1974 [12 U.S.C. 2601 et seq.] with respect to the transaction.

The Board $\frac{4}{}$ may prescribe such regulations as the Board determines to be appropriate to carry out the requirements of paragraph (1).

A creditor or assignee in a high-cost mortgage who, when acting in good faith, fails to comply with any requirement under this section will not be deemed to have violated such requirement if the creditor or assignee establishes that either—

(1) within 30 days of the loan closing and prior to the institution of any action, the consumer is notified of or

The Bureau shall, by regulations, prohibit or condition terms, acts or practices relating to residential mortgage loans that the Bureau finds to be abusive, unfair, deceptive, predatory, necessary or proper to ensure that responsible, affordable mortgage credit remains available to consumers in a manner consistent with the purposes of this section and section 1639c of this title, necessary or proper to effectuate the purposes of this section and section 1639c of this title, to prevent circumvention or evasion thereof, or to facilitate compliance with such sections, or are not in the interest of the borrower

(II) The Department of Veterans Affairs, with regard to a loan made or guaranteed by the Secretary of Veterans Affairs.

(III) The Department of Agriculture, with regard 3 loans guaranteed by the Secretary of Agriculture pursuant to section 1472(h) of title 42.

(IV) The Rural Housing Service, with regard to loans insured by the Rural Housing Service.

In this subparagraph, the term "Property Assessed Clean Energy financing" means financing to cover the costs of home improvements that results in a tax assessment on the real property of the consumer.

The Bureau shall prescribe regulations that carry out the purposes of subsection (a) and apply section 1640 of this title with respect to violations under subsection (a) of this section with respect to Property Assessed Clean Energy financing, which shall account for the unique nature of Property Assessed Clean Energy financing.

In prescribing the regulations under this subparagraph, the Bureau—

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In the case of any residential mortgage loan that is subject to protection under an anti-deficiency law, if a creditor or mortgage originator provides an application to a consumer, or receives an application from a consumer, for any type of refinancing for such loan that would cause the loan to lose the protection of such anti-deficiency law, the creditor or mortgage originator shall provide a written notice to the consumer describing the protection provided by the anti-deficiency law and the significance for the consumer of the loss of such protection before any agreement for any such refinancing is consummated.

In the case of any residential mortgage loan, a creditor shall disclose prior to settlement or, in the case of a person becoming a creditor with respect to an existing residential mortgage loan, at the time such person becomes a creditor —

(1) the creditor's policy regarding the acceptance of partial payments; and

(2) if partial payments are accepted, how such payments will be applied to such mortgage and if such payments will be placed in escrow.

This section and any regulations promulgated under this section do not apply to an extension of credit relating to a plan described in section 101(53D) of title 11.

(Pub. L. 90–321, title I, §129C, as added and amended Pub. L. 111–203, title X, §1100A(2), title XIV, §§1411(a)(2), 1412, 1414(a), (c), (d), July 21, 2010, 124 Stat. 2107, 2142, 2145, 2149, 2152; Pub. L. 114–94, div. G, title LXXXIX, §89003(1), Dec. 4, 2015, 129 Stat. 1800; Pub. L. 115–174, title I, §101, title III, §307, May 24, 2018, 132 Stat. 1297, 1347.)

Section 1602(aa)(4) of this title, referred to in subsecs. (a)(5)(C) and (b)(2)(C)(i), was redesignated section 1602(bb)(4) of this title by Pub. L. 111–203, title X, §1100A(1)(A), July 21, 2010, 124 Stat. 2107.

This part, referred to in subsec. (b)(2)(E)(iv)(IV), was in the original "this subtitle", and was translated as reading "this chapter", meaning chapter 2 of title I of Pub. L. 90–321, to reflect the probable intent of Congress. Title I of Pub. L. 90–321 does not contain subtitles.

The National Housing Act, referred to in subsec. (b)(3)(B)(ii)(I), is act June 27, 1934, ch. 847, 48 Stat. 1246, which is classified principally to chapter 13 (§1701 et seq.) of Title 12, Banks and Banking. For complete classification of this Act to the Code, see section 1701 of Title 12 and Tables.

The Mortgage Reform and Anti-Predatory Lending Act, referred to in subsec. (c)(2)(C), is title XIV of Pub. L. 111–203, July 21, 2010, 124 Stat. 2136. For complete classification of this Act to the Code, see Short Title of 2010 Amendment note set out under section 1601 of this title and Tables.

—Subsec. (b)(2)(F). Pub. L. 115–174, §101, added subpar. (F).

Subsec. (b)(3)(C). Pub. L. 115–174, §307, added subpar. (C).

—Subsec. (b)(2)(E)(iv)(I). Pub. L. 114–94 struck out "predominantly" after "operates".

—Pub. L. 111–203, §1100A(2), substituted "Bureau" for "Board" wherever appearing.

Subsec. (b). Pub. L. 111–203, §1412, added subsec. (b).

Subsecs. (c) to (f). Pub. L. 111–203, §1414(a), added subsecs. (c) to (f).

Subsec. (g). Pub. L. 111–203, §1414(c), added subsec. (g).

Subsecs. (h), (i). Pub. L. 111–203, §1414(d), added subsecs. (h) and (i).

Amendment by section 1100A(2) of Pub. L. 111–203 effective on the designated transfer date, see section 1100H of Pub. L. 111–203, set out as a note under section 552a of Title 5, Government Organization and Employees.

Amendment by sections 1412 and 1414(a), (c), (d) of Pub. L. 111–203 effective on the date on which final regulations implementing that amendment take effect, or on the date that is 18 months after the designated transfer date, if such regulations have not been issued by that date, see section 1400(c) of Pub. L. 111–203, set out as a note under section 1601 of this title.

Section effective on the date on which final regulations implementing such section take effect, or on the date that is 18 months after the designated transfer date if such regulations have not been issued by that date, see section 1400(c) of Pub. L. 111–203, set out as an Effective Date of 2010 Amendment note under section 1601 of this title.

note set out under section 4001 of Title 42, The Public Health and Welfare, and Tables.

The National Flood Insurance Act of 1968, referred to in subsec. (i)(1), is title XIII of Pub. L. 90–448, Aug. 1, 1968, 82 Stat. 572, which is classified principally to chapter 50 (§4001 et seq.) of Title 42, The Public Health and Welfare. For complete classification of this Act to the Code, see Short Title note set out under section 4001 of Title 42 and Tables.

—Subsec. (c). Pub. L. 115–174, §108(1)(A), (B), (D), designated existing provisions as par. (1) and inserted heading, redesignated former pars. (1) to (4) as subpars. (A) to (D), respectively, of par. (1) and realigned margins, and added par. (2).

Subsec. (c)(1). Pub. L. 115–174, §108(1)(B), (C), which directed substitution of "The Bureau" for "The Board" in introductory provisions, and "the Bureau" for "the Board" wherever appearing, duplicated the amendment made by Pub. L. 111–203, §1100A(2), which had already been executed. See 2010 Amendment note below.

Subsec. (i)(3), (4). Pub. L. 115–174, §108(2), added pars. (3) and (4).

—Subsec. (c)(1). Pub. L. 114–94 struck out "predominantly" after "operates".

—Pub. L. 111–203, §1100A(2), which directed substitution of "Bureau" for "Board" wherever appearing in Pub. L. 90–321, was executed to this section, which was added to Pub. L. 90–321 by section 1461(a) of Pub. L. 111–203.

Subsec. (j). Pub. L. 111–203, §1462, added subsec. (j).

Amendment by section 1100A(2) of Pub. L. 111–203 effective on the designated transfer date, see section 1100H of Pub. L. 111–203, set out as a note under section 552a of Title 5, Government Organization and Employees.

Amendment by section 1462 of Pub. L. 111–203 effective on the date on which final regulations implementing that amendment take effect, or on the date that is 18 months after the designated transfer date if such regulations have not been issued by that date, see section 1400(c) of

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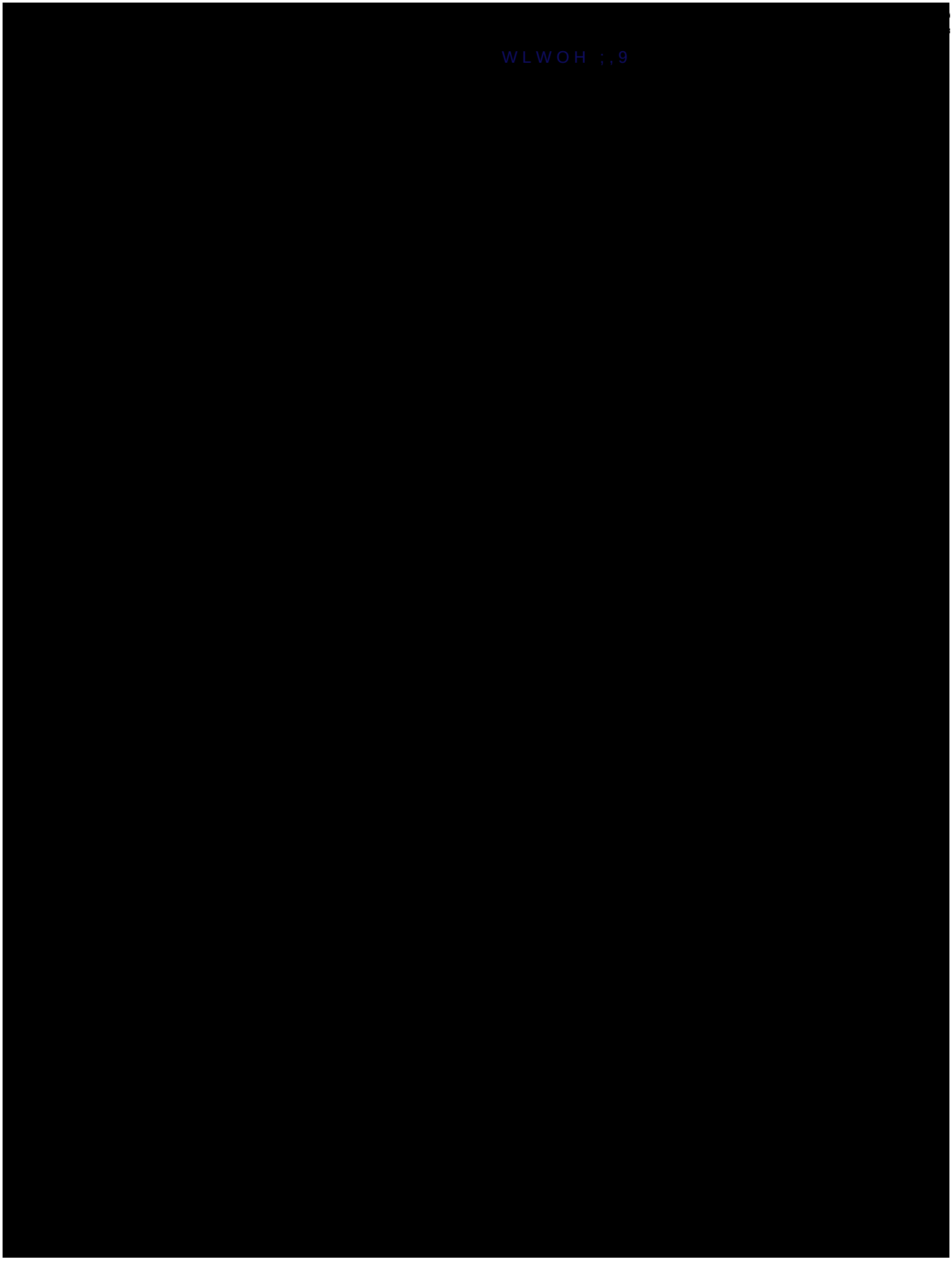
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I +LJKHU ULVN PRUWJDJH GHILQHG

)RU SXUSRVHV RI WKLV VHFWLRQ WKH WHUP KLJKHU ULVN PRUWJDJ
UHYHUVH PRUWJDJH ORDQ WKDW LV D
GZHOOLQJ²

WKDW LV QRW D TXDOLILHG PRUWJDJH DV GHILQHG LQ VHFWLRQ
ZLWK DQ DQQXDO SHUFHQWDJH UDWH
GHILQHG LQ VHFWLRQ F RI WKLV WLWOH DV RI WKH GDWH WKH LQ
$ E\ RU PRUH SHUFHQWDJH SRLQWV LQ WKH FDVH RI D ILUVW
SULQFLSDO REOLJDWLRQ DPRXQW WKDW GRHV QRW H[FHHG WKH DP
REOLJDWLRQ RI PRUWJDJH LQ HIIHFW IRU D UHVLGHQFH RI WKH DSS
SXUVXDQW WR WKH VL[WK VHQWHQFH RI VHFWLRQ D RI WLWO
% E\ RU PRUH SHUFHQWDJH SRLQWV LQ WKH FDVH RI D ILUVW
SULQFLSDO REOLJDWLRQ DPRXQW WKDW H[FHHGV WKH DPRXQW RI
RI PRUWJDJH LQ HIIHFW IRU D UHVLGHQFH RI WKH DSSOLFDEOH VL]
VL[WK VHQWHQFH RI VHFWLRQ D RI WLWOH DQG
& E\ RU PRUH SHUFHQWDJH SRLQWV IRU D VXERUGLQDWH OLH

3XE / ± WLWOH , † + DV DGGHG 3XE / ± WLWOH ;,9 †

## 5•Ž•š•–‹•› ‘– 7• œ

7KH )LQDQFLDO ,QVWLWXWLRQV 5HIRUP 5HFRYHU\ DQG (QIR
% 3LXE / ± $XJ 76WDWH ;, RI WKH $FW LV FKDQJHG
† HW VHT RI 7LWOH %DQNV DQG %DQNLQJ )RU FRPSOHWH
7LWOH RI $PHQGPHQW WR WKH RWKHU SURYLVLRQV RI WKH

(ŽŽ•‹œ‘ž•œ'•‰

6HFWLRQ HIIHFWLYH RQ WKH GDWH RQ ZKLFK ILQDO UHJXODV
GDWH WKDW LV PRQWKV DIWHU WKH GHVLJQDWHG WUDQVIHU
GDWH VHH VHFWLRQ / ±F RI WKLV WLWOH
VHFWLRQ RI WKLV WLWOH

## † &LYLO OLDELOLW\

D ,QGLYLGXDO RU FODVV DFWLRQ IRU GDPDJHV DPRXQW RI DZDUG

([FHSW DV RWKHUZLVH SURYLGHG LQ WKLV VHFWLRQ DQ\ FUHGLWRU
WKLV SDUW LQFOXGLQJ DQ\ UHTXLUHPHQW XQGHU VHFWLRQ RI WK
SDUW ' RU ( RI WKLV VXEFKDSWHU ZLWK UHVSHFW WR DQ\ SHUVRQ LV
DQ\ DFWXDO GDPDJH VXVWDLQHG E\ VXFK SHUVRQ DV D UHVXOW
$ L LQ WKH FDVH RI DQ LQGLYLGXDO DFWLRQ ZLFH WKH DPRX
WUDQVDFWLRQ LL LQ WKH FDVH RI DQ LQGLYLGXDO DFWLRQ UHOD\
SHU FHQWXP RI WKH WRWDO DPRXQW RI PRQWKO\ SD\PHQWV XQGHU
VXESDUDJUDSK VKDOO QRW EH OHVV WKDQ QRU JUHDWHU WKDQ
DQ RSHQ HQG FRQVXPHU FUHGLW SODQ WKDW LV QRW VHFXUHG E\ U
FKDUJH LQ FRQQHFWLRQ ZLWK WKH WUDQVDFWLRQ ZLWK D PLQLPXP

DV PD\ EH DSSURSULDWH LQ WKH FDVH RI DQ HVWDEOLVKHG
LQGLYLGXDO DFWLRQ UHODWLQJ WR D FUHGLW WUDQVDFWLRQ QRW
D GZHOOLQJ QRW OHVV WKDQ RU JUHDWHU WKDQ RU

% LQ WKH FDVH RI D FODVV DFWLRQ VXLW EHIRUH D FRXUW RI FRPSHWHQW MXULVGLFWLRQ WKH QR PLQLPXP UHFRYHU\ VKDOO EH DSfcOLFDEOH DQHWKH WRWDO UHF V€PÀ€`0 •0`ð@``0@`pÀ `0@PÀ`LQJ RXfhRI WKH VDPH IDLOXUH WR FRPfc OHVVHU RI RU SHU FHQWXP RI WKH QHXZRUWK RI WKH FUHC LQ WKH FDVH RI DQ\ VXFFHVVIXO DFWLRQ WR H W0`€`` P

$Q DFWLRQ WR HQIRUFH D YLRODWLRQ RI VHFWLRQ E F
DOVR EH EURXJKW E\ WKH DSSURSULDWH 6WDWH DWWRUQH\ JHQHUDO
FRXUW RI FRPSHWHQW MXULVGLFWLRQ QRW ODWHU WKDQ \HDUV DIW
JHQHUDO VKDOO SURYLGH SULRU ZULWWHQ QRWLFH RI DQ\ VXFK FLYL
XQGHU VHFWLRQ RI WKLV WLWOH DQG VKDOO SURYLGH WKH DJHQF
WKH 6WDWH DWWRUQH\ JHQHUDO VKDOO SURYLGH QRWLFH WR VXFK D
DJHQF\ PD\²

LQWHUYHQH LQ WKH DFWLRQ

XSRQ LQWHUYHQLQJ²

$ UHPRYH WKH DFWLRQ WR WKH DSSURSULDWH 8QLWHG 6WDWHV

% EH KHDUG RQ DOO PDWWHUV DULVLQJ LQ WKH DFWLRQ DQG

ILOH D SHWLWLRQ IRU DSSHDO

I *RRG IDLWK FRPSOLDQFH ZLWK UXOH UHJXODWLRQ RU LQWHUSUH
GXO\ DXWKRUL]HG RIILFLDO RU HPSOR\HH RI )HGHUDO 5HVHUYH 6\VW

1R SURYLVLRQ RI WKLV VHFWLRQ VHFWLRQ E RI WKLV WLWOH V
VHFWLRQ RI WKLV WLWOH LPSRVLQJ DQ\ OLDELOLW\ VKDOO DSSO\
UXOH UHJXODWLRQ RU LQWHUSUHWDWLRQ WKHUHRI E\ WKH %XUHDX
RU HPSOR\HH RI WKH )HGHUDO 5HVHUYH 6\VWHP GXO\ DXWKRUL]HG E\
XQGHU VXFK SURFHGXUHV DV WKH %XUHDX PD\ SUHVFULEH WKHUHIRU
RFFXUUHG VXFK UXOH UHJXODWLRQ LQWHUSUHWDWLRQ RU DSSURY
DXWKRULW\ WR EH LQYDOLG IRU DQ\ UHDVRQ

J 5HFRYHU\ IRU PXOWLSOH IDLOXUHV WR GLVFORVH

7KH PXOWLSOH IDLOXUH WR GLVFORVH WR DQ\ SHUVRQ DQ\ LQIRUPD
VXEFKDSWHU WR EH GLVFORVHG LQ FRQQHFWLRQ ZLWK D VLQJOH DFF
FRQVXPHU FUHGLW VDOH FRQVXPHU ORDQ FRQVXPHU OHDVH RU RWH
WR D VLQJOH UHFRYHU\ XQGHU WKLV VHFWLRQ EXW FRQWLQXHG IDLO
ULVH WR ULJKWV WR DGGLWLRQDO UHFRYHULHV 7KLVVXEVHFWLRQG

K 2IIVHW IURP DPRXQW RZHG WR FUHGLWRU RU DVVLJQHH ULJKWV R

$ SHUVRQ PD\ QRW WDNH DQ\ DFWLRQ WR RIIVHW DQ\ DPRXQW IRU ZK
SHUVRQ XQGHU VXEVHFWLRQ D DJDLQVW DQ\ DPRXQW RZHG E\ VXF
DVVLJQHH V OLDELOLW\ XQGHU WKLV VXEFKDSWHU KDV EHHQ GHWHUP
DFWLRQ RI ZKLFK VXFK SHUVRQ ZDV D SDUW\ 7KLV VXEVHFWLRQ GRH\
IURP DVVHUWLQJ D YLRODWLRQ RI WKLV VXEFKDSWHU DV DQ RULJLQD
FROOHFW DPRXQWV RZHG E\ WKH FRQVXPHU EURXJKW E\ D SHUVRQ OL

L &ODVV DFWLRQ PRUDWRULXP

,Q JHQHUDO

'XULQJ WKH SHULRG EHJLQQLQJ RQ 0D\ DQG HQGLQJ RQ 2FW
FHUWLI\LQJ DQ\ FODVV LQ DQ\ DFWLRQ XQGHU WKLV VXEFKDSWHU²

$ ZKLFK LV EURXJKW LQ FRQQHFWLRQ ZLWK DQ\ FUHGLW WUDQVD
VHFXUHG E\ D ILUVW OLHQ RQ UHDO SURSHUW\ RU D GZHOOLQJ DQG
H[WHQVLRQ RI FUHGLW DQG

% ZKLFK LV EDVHG RQ WKH DOOHJHG IDLOXUH RI D FUHGLWRU²

L WR LQFOXGH D FKDUJH DFWXDOO\ LQFXUUHG LQ FRQQHFWLR
SXUVXDQW WR VHFWLRQ RI WKLV WLWOH

LL WR SURSHUO\ PDNH DQ\ RWKHU GLVFORVXUH UHTXLUHG XQG
GHVFULEHG LQ FODXVH L RU

LLL WR SURYLGH SURSHU QRWLFH RI UHVFLVVLRQ ULJKWV XQGH
FUHGLWRU RI WKH LQFRUUHFW IRUP IURP DPRQJ WKH PRGHO IRUP
RQ VXFK PRGHO IRUPV

([FHSWLRQV IRU FHUWDLQ DOOHJHG YLRODWLRQV

3DUDJUDSK VKDOO QRW DSSO\ ZLWK UHVSHFW WR DQ\ DFWLRQ²

$ GHVFULEHG LQ FODXVH L RU LL RI SDUDJUDSK % LI WKH
DQQXDO SHUFHQWDJH UDWH WKDW H[FHHGV WKH WROHUDQFH SURY
% GHVFULEHG LQ SDUDJUDSK % LLL LI²

L QR QRWLFH UHODWLQJ WR UHVFLVVLRQ ULJKWV XQGHU VHFW
LL SURSHU QRWLFH ZDV QRW SURYLGHG IRU DQ\ UHDVRQ RWKH

M 3ULYDWH HGXFDWLRQDO OHQGHU

$ SULYDWH HGXFDWLRQDO OHQGHU DV WKDW WHUP LV GHILQHG LQ
IRU IDLOXUH WR FRPSO\ ZLWK VHFWLRQ H RI WKLV WLWOH

$(

N 'HIHQVH WR IRUHFORVXUH

,Q JHQHUDO

1RWZLWKVWDQGLQJ DQ\ RWKHU SURYLVLRQ RI WKLV RU DQ\ RWKHU KROGHU R
ORDQ RU DQ\RQH DFWLQJ RQ EHKDOI RI VXFK KROGHU RU XQGLFLDO RU
WKH UHVLGHQWLDO PRUWJDJH ORDQ RU DQ\ RWKHU DFWLRQ WR FRC
DVVHUW D YLRODWLRQ E\ D FUHGLWRU RI D SDUEDJUDSK RU WR
WLWOH D PDWWHU RI GHIHQVH E\ UHFRXSPHQW RU VHW RI„@À0 •0p°À`

D RI WRXLDQ\RRLWKHWMP VRULWP VUHHUHGVRLQVHFWLRQ D RUDQWRRLWKRVWLW
SDUDJUDSKVRIVHFWLRQ E RI WKLV WLWOH
3XE / † E ZKLFK GLUHFWHGLQHUWRQRI VXEVHFWRQ I RU J RIVHFWLRQ RIDWWLL
VHFWLRQ RIZDVKH[LFXWHGE\ PHDNLQJ WKHLQHUWRQRQO LQWKHLQURGXFWRU SURYLVLRQV WR
UHIOHFWWKH SUREDEOHLQWQWRI &RQJUHVV
6XEVHF D \$ LLL LY 3XE / † DGGHGFO LLL DQGUHGHVJQDWHGIRUP HUFO LLL DV LY
² 6XEVHF D 3XE / † D % LQIRXUWKVHQWHQFHRI FRQFXUGLQJ SURYLVLRQV
VXEVWLWXWHG RIWKLVWWH IRU RIWKLVWWH RU DQGLQHUWHG RI VXESDUDJUDSKV \$ % ' ) RU
- RIVHFWLRQ H IRUSXUSRVHVRIWVDWXWDU RU RIVHFWLRQ H FRUWKL
SDUDJUDSK & RU RIVHFWLRQ H FEHIRUWKERUIRUVDQQO H
3XE / † E LQFRQFXGLQJ SURYLVLRQV LQVHUWHG RUVHFWLRQ E & LL
EHIRUH RUIRUIDQQJ WR FRP SO DQG RUVHFWLRQ E & IEHIRUR I :WLWKLUWSWHFWRO H
6XEVHF D \$ LLL 3XE / † E VXEVWLWXWHG QRWRVVWKDQ RUJUHDWHUWKDQ
IRU QRWRVVWKDQ RUJUHDWHUWKDQ
6XEVHF D 3XE / † D \$ LQVHUWHG RU H DIWU VHFWRQ
6XEVHF H 3XE / † D LQVHUWHGEHIRUH SHURGDWHQG RI ILWWHQWHFH RU LQ WKH FDVH
RI DYLRODWRQ LQYROYLQJ DSUDYDWHGXFDWRQ RBDQ DV WKDVWMP LV GHILQHG LQVHFWLRQ D R\HDUK
IURP WKH GDWHRQ ZKLFK WKH ILWWHJXODUSDP HQWRI SUQFFLSDOV GXHXQGHUWKH RBDQ
6XEVHF M3XE / † D DGGHGVXEVHF M
² 6XEVHF D \$ LLL 3XE / ÐGGHGFO LLL
6XEVHF L 3XE / ÐGGHGVXEVHF L
² 6XEVHF D 3XE / ±† D DGGHGSDU
6XEVHF H 3XE / ±† E LQVHUWHGDWHQG \$QDFWRQ WR HQRFH D YLRODWRQ RI VHFWLRQ
WKLVPWDLDWRBEHEURXJKWE\ WKHDSSURSULDWH6WDWHDWWRUQH\ JHQHUDOLQDQ\ DSSURSULDWH8QWHG6WDWHV
GLVWULFWFRXUWRUDQ\ RWKHUFRXUWRI FRP SHWHQWXULVGLFWRQ QRWODWHUWKDQ \HDUV DIWHUWKH HDWH RQ ZKLFK WKH YLRODWRQ RFFXU 7KH6WDWHDWWRUQH\ JHQHUDOVKDOOSURYLGH SURUZULWWQ QRWLFH RI DQ\ VXFK FLYLODFWRQ WR WKH) HGHUDODJHQF\ UHVSRQVLEOHIRUHQIRUHPHQWXQGHUV VHFWLRQ RDQGWKDOOSURYLGHWKH DJHQF\ ZLWK D FRS\ RI WKH FRP SODLQW,I SURUQRWFH LV QRWWHDVLEOH WKH6WDWHDWWRUQH\ JHQHUDOVKDOOSURYLGH QRWFH WR VXFK DJHQF\ LP P HGLDWHO\ XSRQ LQWWXWQJ WKH DFWRQ 7KH) HGHUDODJHQF\ P D\²
LQWUYHQH LQ WKH DFWRQ
XSRQ LQWUYHQLQJ²
\$ UHP RYH WKH DFWRQ WR WKH DSSURSULDWH8QWHG6WDWHV GLVWULFWFRXUWL LWZ DV QRWRULJLQDOO
EURXJKWWKHUH DQG
% EH KHDUG RQ DOOP DWWHU DULVQJ LQ WKH DFWRQ DQG
ILOH D SHWWRQ IRUDSSHDO
² 6XEVHF D 3XE / ±VXEVWWXWHG LQ VXEVHFWRQV D DQG E RI VHFWRQ IRU LQ
VHFWRQ LQ WKLUG VHQWHQFH DQG LQVHUWHG SURYLVRQV OP LWQJ ODEORWV RI FDUGLVXXQGHUWKLV VHFWRQ WR
FDUGKROHUV ZKR SD\ IHH RUXVH FUHGLWFDUG RUFKDJH FDUG
² 6XEVHF D 3XE / ±† E LQ LQWRGXFWRU VW[WQVHUWHG SURYLVRQV UHVSHFWQJ
DSSOFDELOW RI VHFWRQ RDQGGLQJWWRQQJ HXP EHUHG SDUV LQVHUWHG SURYLVRQV UHDWQJ WR
GLVFORVXUHV UHTXLUHG XQGHUV HFWRQV DQG RI WKLV WLWOH
6XEVHF D % 3XE / ±† D VXEWWXWHG SURYLVRQV UHVSHFWQJ UHFRYHU XQGHUWKLV
VXESDUDJUDSK LQ DQ\ FODV DFWRQ RUVHUHV RI FODV DFWRQV IRUSURYLVRQV UHVSHFWQJ UHFRYHU LQ D FODV
DFWRQ
6XEVHF D 3XE / ±† D LQVHUWHG SURYLVRQV UHOWQJ WR UKWR UHVFLVLRQ XQGHUV HF\
RI WKLV WLWOH
6XEVHF E 3XE / ±† D VXEWWXWHG SURYLVRQV UHOWQJ WR FRUUHFWRQ RI HUURUV ZLWKLQ VL[W\
GD\V E\ D FUHGLWRUURUDWWJQHH IRUSURYLVRQV UHOWQJ WR FRUUHFWRQ RI HUURUV ZLWKLQ ILWHQ GD\V E\ D
FUHGLWRU
6XEVHF F 3XE / ±† D VXEWWXWHG SURYLVRQV UHOWQJ WR ODELOW\ RI D FUHGLWRUURU
DWWJQHH LQ DQ\ DFWRQ EURXJKWXQGHUWKLV VHFWRQ RUV HFWLRQ RIRUSURYLVRQV UHOWQJ WR
ODELOW\ RI D FUHGLWRULQ DQ\ DFWRQ EURXJKWXQGHUWKLV VHFWRQ
6XEVHF G 3XE / ±† D VXEWWXWHG SURYLVRQV UHOWQJ WR ODELOW\ LQ WDQVDFWRQ RUGHDVH
LQYROYLQJ P XQWSOHREOJRUV IRUSURYLVRQV UHOWQJ WR ODELOW\ RI VXEVHTXHQWWWJQHHV RUJLQDOFUHGLWRU
6XEVHF H 3XE / ±† D LQVHUWHG SURYLVRQV UHOWQJ WR OP LWWRQV RQ DFWRQV
6XEVHF I 3XE / ±† D LQVHUWHG UHIHUHQFHV WR V HFWLRQ E F DQG H
6XEVHF J 3XE / ±† D LQVHUWHG SURYLVRQV UHOWQJ WR UHP HG\ XQGHUV HFWLRQ
WLWOH
6XEVHF K 3XE / ±† D VXEWWXWHG SURYLVRQV UHOWQJ WR RIVHWWURP DP RXQW RZHG WR
WKH FUHGLWRURUDWWJQHH DQG ULKWV RI GHDXOWQJ FRQVXP HU IRUSURYLVRQV UHOWQJ WR RIVHWWURP DP RXQW
RZHG WR WKH FUHGLWRU

² 6XEVHF D 3XE / ±† LQVHUWHG RU( DIWHU SDUW'
6XEVHF D $ 3XE / ±† GHMLQDWHG H[LWLQJ SURYLVLRQDV FO L DQG DGGHG FO LL
6XEVHF D % 3XE / ±† VXEVWLWXWHG GHVFHURI IRU GHVFHURI
6XEVHF E 3XE / ±† LQVHUWHG RUSDUW( RI WKLV VXEFKDSWHU DIWHU WKLV SDUWDQG WWXKFN EHKDE

$(

$PHQGPHQWE\ 3XE / ± HIIHFWLYHRQWKHGHMJQDWHGWDQVHUGDWH VHHVHFWLRQ + RI 3XE / ± VHWRXWDVDQRWXQGHUVHFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQDQG(PSOR\HHV

## ( ŽŽ•‹ œéž• ' %œe —Ž $•••—CE••—œe

$PHQGPHQWE\ 3XE / ±HIIHFWLYHRQH[SLUDWRQRIWZR\HDUVDQGVL[PRQWKVDIWHU0DU ZLWKDOOUHJXODWRQV IRUPV DQGFOXVHV UHTXLUHGWRHSUHVFUEHGWREHSURPXOJDWHGWKHUHXQGHU SURUWRVXFKHIIHFWLYHGDWH DQGDOOZLQJ DQ\ FUHGLWRUWRFRPSO ZLWKDQ\ PHQGPHQW LQDFFRUGDQFH ZLWKWKHUHJXODWRQV IRUPV DQGFOXVHV SUHVFUEHGE\ WKH%RDUGSURUWRVXFKHIIHFWLYHGDWH VHHVHFWLRQ RI 3XE / ±VHWRXWDVDQRWXQGHUVHFWLRQ RI WKLV WLWOH

– 6HH 5HIHUHQFHVIQRWHV EHORZ

## † ,VVXDQFHRI FUHGLWFDUGV

1R FUHGLW FDUG VKDOO EH LVVXHG H[FHSW LQ UHVSRQVH WR D ZULWWHQ UHTXHVW RU DSSOLFDWLRQ WKHUHIRU LQ DFFRUGDQFH ZLWK D FUHGLW FDUG LDQUHFHZSDWHRIDIFRUHGLWFDUGVL

3XE / ±WLWOH , † 3XEV/DGGHGWLWOH 9D 2FW 6WDW

## ( ŽŽ•‹ œéž• ' %œe

3XE / ±WLWOH 9 † 2FW 6WDW SURYLGHGWKDW6HFWLRQ RI VXFK$FWAKLV VHFWLRQ@DQNHVHIIHFWLRQGDWHRIHQDFWHQWRIWKLVWLWOH2FW @

## † /LDELOLWLV RI KROGHURI FUHGLWFDUG

D /LPLWV RQ OLDELOLW\

$ FDUGKROGHU VKDOO EH OLDEOH IRU WKH XQDXWKRUL]HG XVH R
$ WKH FDUG LV DQ DFFHSWHG FUHGLW FDUG
% WKH OLDELOLW\ LV QRW LQ H[FHVV RI
& WKH FDUG LVVXHU JLYHV DGHTXDWH QRWLFH WR WKH FDUGKRO
' WKH FDUG LVVXHU KDV SURYLGHG WKH FDUGKROGHU ZLWK D GH\
QRWLILHG RI ORVV RU WKHIW RI WKH FDUG ZKLFK GHVFULSWLRQ PD
UHTXLUHGFWLRQ E IRU WKQLDWLRQDWH QRWLFH DFFRPSDQ\LQJ V
( WKH XQDXWKRUL]HG XVH RFFXUV EHIRUH WKH FDUG LVVXHU KDV
FDUG KDV RFFXUUHG RU PD\ RFFXU DV WKH UHVXOW RI ORVV WKHIW
) WKH FDUG LVVXHU KDV SURYLGHG D PHWKRG ZKHUHE\ WKH XVHU
DXWKRUL]HG WR XVH LW

)RU SXUSRVHV RI WKLV VHFWLRQ D FDUG LVVXHU KDV EHHQ QRW
WKH RUGLQDU\ FRXUVH RI EXVLQHVV WR SURYLGH WKH FDUG LVVXHU
QRW DQ\ SDUWLFLSDQW RU DJHQW RI WKH FDUG LVVXHU GRHV LQ ID

E %XUGHQ RI SURRI

,Q DQ\ DFWLRQ E\ D FDUG LVVXHU WR HQIRUFH OLDELOLW\ IRU WKH
LVVXHU WR VKRZ WKDW WKHLVVXHHZDXWKRUL]HG WKHQ WK
LVVXHU WR VKRZ WKDW WKH FRQGLWLRQV RI OLDELOLW\ IRU WKH XQD
KDYH EHHQ PHW

F /LDELOLW\ LPSRVHG E\ RWKHU ODZV RU E\ DJUHHPHQW ZLWK LVVXH

1RWKLQJ LQ WKLV VHFWLRQ LPSRVHV OLDELOLW\ XSRQ D FDUGKROGI
OLDELOLW\ IRU VXFK XVH XQGHU RWKHU DSSOLFDEOH ODZ RU XQGHU

G ([FOXVLYHQHVV RI OLDELOLW\

([FHSW DV SURYLGHG LQ WKLV VHFWLRQ D FDUGKROGHU LQFXUV QR

3XE / ±WLWOH , † 3XEV/DGGHGWLWOH 9D 2FW 6WDW DPHQGHGXHEG
± WLWOH 9, † 0DU6WDW

## $•••—CE••—œe

² 6XEVHF D 3XE / ±UHYLVHG[LWLQJ SURYLVRQVLQWRSDUV DQG DQG DVVRUHYLVHG
LQSDUW PDGHFKDQJHVLQWKFWXUHDQG SKUDVHRRJ\ DQGUHYLVHGPHDQVRI QRWHDQGYHULFDWRQ DQG
LQSDUW PDGHFKDQJHVLQSKUDVHRRJ\

3XE / ±WLWOH 9 † 2FW 6WDW SURYLGHGWKDW6HFWLRQ RI VXFK$FWAKLV VHFWLRQ@DSSOLHVWR RIIHQVHVFRPPLWWHGRUDWWHPSWHGWR2FW @

## † %XVLQHVV FUHGLWFDUGV OLP LWV RQ OLDELOLW\ RI HP SOR\HHV

7KH H[HPSWLRQ VHWRWWLQHG E\ RGIRWKLQYRWLDSSO\ WRVWFKWLSRQRY LVLR RI WKLV H[WHQVWDWHWKDW D FDUG LVVXHU DQG D EXVLQHVV RU RWKHU WKH VDPH FDUG LVVXHU WR WHQ RU PRUH RI LWV HPSOR\HHV PD\ E\ F RUJDQL]DWLRQ ZLWK UHVSHFW WR XQDXWKRUL]HG XVH RI VXHFKEHGL WKLV WLWOH QR FDVH PD\ VXFK EXVLQHVV RU RWKHU RUJDQL]DWLRQ UHVSHFW WR XQDXWKRUL]HG XVH RI VXFK D FUHGLW FDUG H[FHSWWLQF RI WKLV WLWOH

3XE / ±WLWOH , † 3XEV /DGG±HGLWLQH ,9D 2FW 6WDW

## ( ŽŽ•‹œéž•' %œ

6HFWLRQ HIIHFWLYH 2FW VHHVHFWLRQ RI 3XE / ±VHWRXWDVDQRWXQGHUVHFWLRQ RI WKLV WLWOH

## † ' LVVHPLQDWLRQ RI DQQXDOSHUFHQWDJHUDWHV LP SOHP HQWDWLRQ HWF

D $QQXDO SHUFHQWDJH UDWHV

7KH %XUHDX VKDOO FROOHFW SXEOLVK DQG GLVVHPLQDWH WR WKH PHWURSROLWDQ VWDWLVWLFDO DUHDV WR EH GHWHUPLQHG E\ WKH % W\SHV RI QRQVDOH FUHGLW E\ FUHGLWRUV LQ VXFK DUHDV )RU WKH S FUHGLWRUV LQ VXFK DUHDV WR IXUQLVK LQIRUPDWLRQ QHFHVVDU\ IR LQIRUPDWLRQ

E &UHGLW FDUG SULFH DQG DYDLODELOLW\ LQIRUPDWLRQ

&ROOHFWLRQ UHTXLUHG

7KH %XUHDX VKDOO FROOHFW RQ D VHPLDQQXDO EDVLV FUHGLW F LQIRUPDWLRQ UHTXLUHG WKHFWZEHRGLVFORVRIRLGRVRKQDVEWLRWGHVDPSOH RI I ZKLFKHRIFUHGLW FDUG VHUYLFHV

6DPSOH UHTXLUHPHQWV

7KH EURDG VDPSOH RI ILQDQFLDO LQVWLWXWLRQV UHTXLUHG XQGH $ WKH ODUJHVW LVVXHUV RI FUHGLW FDUGV DQG % QRW OHVV WKDQ DGGLWLRQDO ILQDQFLDO LQVWLWXWLRQV L DQ HTXLWDEOH JHRJUDSKLFDO GLVWULEXWLRQ ZLWKLQ WKH \ LL WKH UHSUHVHQWDWLRQ RI D ZLGH VSHFWUXP RI LQVWLWXWI

5HSRUW RI LQIRUPDWLRQ IURP VDPSOH

(DFK ILQDQFLDO LQVWLWXWLRQ LQ WKH EURDG VDPSOH HVWDEOLVH WKH %XUHDX LQ DFFRUGDQFH ZLWK VXFK UHJXODWLRQV RU RUGHUV

3XEOLF DYDLODELOLW\ RI FROOHFWHG LQIRUPDWLRQ UHSRUW WF

7KH %XUHDX VKDOO²

$ PDNH WKH LQIRUPDWLRQ FROOHFWHG SXUVXDQW WR WKLV VXE % UHSRUW VXFK LQIRUPDWLRQ VHPLDQQXDOO\ WR &RQJUHVV

F ,PSOHPHQWDWLRQ

7KH %XUHDX LV DXWKRUL]HG WR HQWHU LQWR FRQWUDFWV RU RWKH 6WDWH DJHQFLHV WR FDUU\ RXW LWV IXQFWLRQV XQGHU VXEVHFWLRQ WKHUHRI

3XE / ±WLWOH , † 3XEV /DGG±HG

$PHQGPHQW E\

S U L Q F L S D O G Z H O O L Q J Af Af O O JQ J O R P PJ 1 J SO F JQ J A O Q J O `“ ðD ðAf O O B • ð ð ¦

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$ D VKRUW WHUP UHYHUVH PRUWJDJH
% D WHUP HTXDOLQJ WKH DFWXDULDO OLIH H[SHFWDQF\ RI WKH
& VXFK ORQJHU WHUP DV WKH %XUHDX GHHPV DSSURSULDWH DQ

D VWDWHPHQW WKDW WKH FRQVXPHU LV QRW REOLJDWHG WR FR
WKH FRQVXPHU KDV UHFHLYHG WKH GLVFORVXUH UHTXLUHG XQGHU V
PRUWJDJH

E 3URMHFWHG WRWDO FRVW

,Q GHWHUPLQLQJ WKH SURMHFWHG WRWDO FRVW RI WKH PRUWJDJH V
FUHGLWRU VKDOO WDNH LQWR DFFRXQW²

DQ\ VKDUHG DSSUHFLDWLRQ RU HTXLW\ WKDW WKH OHQGHU ZLO
DOO FRVWV DQG FKDUJHV FRQVWLWXWLQJ RU WR EH [illegible] RI DQ\ DVVRFLDWL
RU LV UHTXLUHG WR SXUFKDVH DV SDUW RI WKH UHYHUVH PRUWJDJH
DOO SD\PHQWV WR DQG IRU WKH EHQHILW RI WKH FRQVXPHU
SXUFKDVHG ZKHWKHU RU QRW UHTXLUHG E\ WKH OHQGHU DV D FRQ
SD\PHQWV UHFHLYHG E\ WKH FRQVXPHU DQG ILQDQFHG IURP WKH SU
ILQDQFH WKH DQQXLW\ DQG

DQ\ OLPLWDWLRQ RQ WKH OLDELOLW\ RI WKH FRQVXPHU XQGHU
DQG HTXLW\ FRQVHUYDWLRQ DJUHHPHQWV

3XE / ±WLWOH , † 3XEV/DGG±HWLWOH , † E 6HSDUDW DPHQGH
3XE / ± WLWOH$, † -XO\ 6WDW

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² 6X•

, DSSOLFDWLRQV IRU SULYDWH HGXFDWLRQ ORDQV RU SULYDV
,, DSSOLFDWLRQV RU ORDQ YROXPH IRU DQ\ ORDQ PDGH LQV
(GXFDWLRQ $FW RI 8 6 & HW VHT RU
,,, WKH SXUFKDVH RI D SURGXFW R H KH +LJKHU

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H 3URKLELWLRQ RQ SUHSD\PHQW RU UHSD\PHQW IHHV RU SHQDOW\

,W VKDOO EH XQODZIXO IRU DQ\ SULYDWH HGXFDWLRQDO OHQGHU WI SUHSD\PHQW RI DQ\ SULYDWH HGXFDWLRQ ORDQ

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3XE / ± VWDWH 9, † E 0D\ 6WDW SURYLGHG WKDW 7KH DPHQGPHQWV PDGH E\ VXEVHFWLRQ D >DPHQGLQJ WKLV VHFWLRQ@ KDOORQ DSSO\ WR SURYLDWHGXFDWLRQ GRDQ DJUHHPHQWV HQWHUHG LQWR RQ RUDIWHUWKH GDWH WKDW GD\ DIWHU WKH GDWH RI HQDFWPHQW RI WKLV $FW@ D\ @

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$PHQGPHQWE\ 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDW VHHVHFWLRQ + RI 3XE / ± VHWRXWDVDQRWXQGHUVHFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQDQG(PSOR\HHV

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$PHQGPHQWE\ 3XE / ± HIIHFWLYH PRQWKV DIWU0D\ H[FHSWDVRWKHUZLVHSURYLGHG VHHVHFWLRQ RI 3XE / ± VHWRXWDVDQRWXQGHUVHFWLRQ RI WKLV WLWC

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6XEVHF F RI WKLV VHFWLRQ HIIHFWLYH RQ WKH HDUOLHUR WKH GDWRQ ZKLFK UHJXODWLRQV LVVXHG XQGHUVHFWLRQ RI 3XE / ± VHWRXWDV D5HJXODWLRQ QRWXQGHUVHFWLRQ RIEHWRR LHVIIMFWLYH WRUH PRQWKV DIWU$XJ VHHVHFWLRQ E RI 3XE / ± VHWRXWDVDQ(IIHFWLYH' DWRI $PHQGPHQWQRWXQGHUVHFWLRQ R6XEKULJXODWRQWZOHUHLVVXHGHIIHFWLYH6HSW ZLWKFRPSOLDQFHRSWRQDOXQWO) HE

– 6R LQ RULJLQDO 7KH ZRUG RI SUREDEO\ VKRXOG QRW DSSHDU

† 3URFHGXUHIRUWLP HO VHWWOHP HQWRI HVWDWHV RI GHFHGHQWREQJRUV

7KH %XUHDX LQ FRQVXOW-DWLQ RQHDZE KV WR WKHU%DXUHDXRIWKHU SUHVFULEH UHJXODWLRQV ZLWKRXW KHUHXLSHFWDQWR UDHG LFWURHGLW FDUG DFFR FUHGLW SODQ WR HVWDEOLVK SURFHGXUHV WR HQVXUH WKDW DQ\ DC WR VXFK DFFRXQW FDQ UHVROYH RXWVWDQGLQJ FUHGLW EDODQFHV L

3XE / ±WLWOH , † $3XEV/D±G GHWG WDG 9D 0D\ 6WDW DPHQG3XEE / ± WLWOH$, † -XO\ 6WDW

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² 3XE / ± † $ VXEVWLWXWH WKH%XUHDX IRU WKH)HGHUDO7UDGH&RPPLVVLRQ 3XE / ± † $ VXEVWLWXWH 7KH%XUHDX IRU 7KH%RDUG

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$PHQGPHQWE\ 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDW VHHVHFWLRQ + RI 3XE / ± VHWRXWDVDQRWXQGHUVHFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQDQG(PSOR\HHV

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6HFWLRQHIIHFWLYH PRQWKV DIWU0D\ H[FHSWDVRWKHUZLVHSURYLGHG VHHVHFWLRQ RI 3XE / ± VHWRXWDVDQ(IIHFWLYH' DWRI $PHQGPHQWQRWXQGHUVHFWLRQ RI WK

– 6R LQ RULJLQDO

3‰šœ &²&š•CE‘œ $CEž•šœ‘›‘–• ‰–CE /‘•‘œ› ——– &š•CE‘œ &‰šC

† &DWDORJV DQG PXOWLSOH SDJH DGYHUWLVHP HQWV

)RU WKH SXUSRVHV RI WKLV SDUW D FDWDORJ RU RWKHU PXOWLSOF

3XE / ±WLWOH 9 † E 0D\ 6WDWSURYLGHGWKDWFKDSWHUHWLWOH, ZKLFK HQDFWGVHFWLRQV WR LVHNHFWLWOHKXOD WLWOH

## † $GYHUWLVLQJRIGRZQSD\PHQWDQGLQVWDOOPHQW

1R DGYHUWLVHPHQW WR DLG SURPRWH RU DVVLVW GLUHFWO\ RU L( WKDW D VSHFLILF SHULRGLF FRQVXPHU FUHGLW DPRXQW RU LQV XVXDOO\ DQG FXVWRPDULO\ DUUDQJHV FUHGLW SD\PHQWV RU LQVWD WKDW D VSHFLILHG GRZQSD\PHQW LV UHTXLUHG LQ FRQQHFWLR( FUHGLWRU XVXDOO\ DQG FXVWRPDULO\ DUUDQJHV GRZQSD\PHQWV L(

3XE / ±WLWOH , † 0D\6WDW

## † $GYHUWLVLQJRIRSHQHQGFUHGLWSODQV

1R DGYHUWLVHPHQW WR DLG SURPRWH RU DVVLVW GLUHFWO\ RU L(

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7KH GRZQSD\PHQW LI DQ\
7KH WHUPV RI UHSD\PHQW

² 3XE / ±VXEVWDQWLDO SURYLVLRQV UHODWLQJ WR XVH RI DQQXDO SHUFHQWDJH UDWH LQ RUDO GLVFORVXUHV E\ FUHGLWRUV IRU SURYLVLRQV VHWWLQJ IRUWK UHTXLUHP HQWV IRU DGYHUWLVHP HQWV FRQFHUQLQJ FRQVXP HUFUHGLW UHSD\ DEOH LQ P RUH WKDQ IRXUL QVWDOP HQWV

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$P HQGP HQWE\ 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDWH VHH VHFWLRQ + RI 3XE / ± œe

F &HUWDLQ WHUPV SURKLELWHG

1R DGYHUWLVHPHQW GHVFULEHG LQ VXEVHFWLRQ D ZLWK UHVSHFW
IUHH PRQH\ RU XVH RWKHU WHUPV GHWHUPLQHG E\ WKH %XUHDX E\

G 'LVFRXQWHG LQLWLDO UDWH

,Q JHQHUDO

,I DQ\ DGYHUWLVHPHQW GHVFULEHG LQ VXEVHFWLRQ D LQFOXGHV
E\ WKH LQGH[ RU IRUPXOD XVHG WR PDNH ODWHU LQWHUHVW UDWH
SURPLQHQFH WKH FXUUHQW DQQXDO SHUFHQWDJH UDWH WKDW ZRXO
LQLWLDO UDWHIHKDDGGQRW EHHQ RI

4XRWHG UDWH PXVW EH UHDVRQDEO\ FXUUHQW

7KH DQQXDO SHUFHQWDJH UDWH UHTXLUHG WR EH GLVFORVHG XQG
UHDVRQDEOH WLPH JLYHQ WKH PHGLD LQYROYHG

3HULRG GXULQJ ZKLFK LQLWLDO UDWH LV LQ HIIHFW

$Q\ DGYHUWLVHPHQW WR ZKLFK SDUDJUDSK DSSOLHV VKDOO DO
SHUFHQWDJH UDWH UHIHUUHG WRIHLQWVXFK SDUDJUDSK ZLOO EH LQ H

H %DOORRQ SD\PHQW

,I DQ\ DGYHUWLVHPHQW GHVFULEHG LQ VXEVHFWLRQ D FRQWDLQV
XQGHU WKH SODQ WKH DGYHUWLVHPHQW VKDOO DOVR GLVFORVH LI

I %DOORRQ SD\PHQW GHILQHG

)RU SXUSRVHV RI WVKHLFWWLRQQ LQ D DQGGHKLWHWDEDOORRQ SD\PHQW P
RSHQ HQG FRQVXPHU FUHGLW SODQ XQGHU ZKLFK H[WHQVLRQV RI FUH
UHSD\PHQW RSWLRQ XQGHU ZKLFK²

WKH DFFRXQW KROGHU LV UHTXLUHG WR UHSD\ WKH HQWLUH DP
DW WKH HQG RI D VSHFLILHG SHULRG RI WLPH DV GHWHUPLQHG LQ
ZKLFK VXFK FUHGLW LV H[WHQGHG DQG

WKH DJJUHJDWH DPRXQW RI WKH PLQLPXP SHULRGLF SD\PHQWV
EDODQFH E\ VXFK GDWH RU DW WKH HQG RI VXFK SHULRG

3XE / ±WLWOH , † 3XEV /DGGHG F 1RY 6WDW DPHQGXHG /
WLWOH ;,,, † D $6WDW3XE / ± WLWOH$, † -XO\ 6WDW

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² 6XEVHFV D F 3XE / ± VXEVWDQWLG %XUHDX IRU %RDUG ZKHUHYHUSSHDULQJ
² 6XEVHF E 3XE / GHMJQDWHG H[LVWQJ SURYLVRQV DV SDU LQVHUWHG SDUKHDGLQJ DQG
DGGHG SDU

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDWH VHH VHFWLRQ + RI 3XE /
± VHWRXWDV DQRWKXQGHUVHFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQ DQG(PSOR\HHV

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$PHQGPHQWV 3XE / HIIHFWLYH GD\ DIWU$SU DQG QRWDSSOLFDEOH WR FDVHV FRPPHQFHG XQGHU7LWOH %DQNUXSW\ EHIRUH VXFK HIIHFWLYH GDW H[FHSWDV RWKHUZLVH SURYLGHG VHH VHFWLRQ RI3XE / VHWRXWDV DQRWKXQGHUVHFWLRQ LWDO 7

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)RUHIIHFWLYH GDWH RI VHFWLRQ VHH 5HJXODWLRQV (IIHFWLYH' DWH QRWH EHORZ

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)RUSURYLVRQV UHODWLQJ WR SURP XOJDWLRQ RI UHJXODWLRQV WR LP SOHP HQWDP HQGP HQW

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H 6DIH KDUERU UXOH DXWKRUL]HG

7KH %XUHDX LQ FRQVXOWDWLRQ ZLWK WKH %RDUG RI &RPPLVVLRQHUV RI &,QVXUDQFH &RUSRUDWLRQ ILPHK HR I'L7UKHUFLWWR U6XSHUYLV2LRQ DQG WKH 1DW\ %RDUG PD\ LVVXH UXOHV WR SURYLGH DQ DPRXQW IRU DQ\ SHQDOW\ SUHVXPHG WR EH UHDVRQDEOH DQG SURSRUWLRQDO WR WKH RPLVVLF

3XE / ±WLWOH , † 3XEV /D±G GHWLWOH , † E 0D6WDW DPHQGH
3XE / ± WLWOH$ † -XO\ 6WDW

## $•••–CE••–œ

² 6XEVHFV E WR H 3XE / ± † $ ZKLFK GLUHFWHG DP HQGP HQWR WKLV VHFWRQ E\ VXEVWLWXWLQJ %XUHDX IRU %RDUG ZKHUHYHUDSSHDULQJ ZDVH[HFXWHG E\ PDNLQJ WKH VXEVWLWXWLRQ IRU %RDUG WKHILUVWWP HDSSHDULQJ LQ VXEVHFV E DQG H DQG ZKHUHYHUDSSHDULQJ LQ VXEVHFV F DQG G WR UHIOHFWWKH SURPEDEOHLQWHQWRI &RQJUHVV

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$PHQGP HQWE\ 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHGDWH VHHVHFWLRQ + RI 3XE / ± VHWRXWDVDQRWXQGHUVHFWLRQ LWDO*RRYHUQP HQW2UJDQL]DWLRQDQG(PSOR\HHV

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6HFWLRQHIIHFWLYH PRQWKV DIWU0D\ H[FHSWDVRWKHUZLVHSURYLGHG VHHVHFWLRQ RI 3XE / ± VHWRXWDVQ(IIHFWLYH' DWH RI $PHQGP HQWQRWXQGHUVHFWLRQ RI WK

## † H &RQVLGHUDWLRQ RI DELOLW\ WR UHSD\

$ FDUG LVVXHU PD\ QRW RSHQ DQ\ FUHGLW FDUG DFFRXQW IRU DQ\ F LQFUHDVH DQ\ FUHGLW OLPLW DSSOLFDEOH WR VXFK DFFRXQW XQOH PDNH WKH UHTXLUHG SD\PHQWV XQGHU WKH WHUPV RI VXFK DFFRXQW

3XE / ±WLWOH , † 3XEV /D±G GHWLWOH , † D 0D\6WDW

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H[SODQDWLRQ RI DQ\ FKDQJH LQ WKH DPRXQW LQGLFDWHG E\ WKH PDGH DQG WKH REOLJRU VR UHTXHVWV FRSLHV RI GRFXPHQWDU\ H

LL VHQG D ZULWWHQ H[SODQDWLRQ WR WKH UHJLVWUDQW DQG WKH REOLJRU VWDWLQJ WKH

WR WKH H[WHQW DSSOLFDEOH WKH UHDVRQ ZK\ WKH FUHGLWRU EH

VWDWHPHQW DQG XSRQ UHTXHVW SURYLGH D FRS\ RI WKH REOLJRU

,Q WKH FDVH RI D ELOOLQJ HUURU ZKHUH WKH REOLJRU DOOHJHV W

GHOLYHUHG WR WKH REOLJRU RU KLV GHVLJQHH LQ DFFRUGDQFH Z

FUHGLWRU PD\ QRW FRQVWUXH VXFK DPRXQW WR EH FRUUHFWO\ VK

GHOLYHUHG PDLOHG RU RWKHUZLVH VHQW WR WKH REOLJRU DQG

$IWHU FRPSO\LQJ ZLWK WKH SURYLVLRQV RI WKLV VXEVHFWLRQ WKH

UHVSRQVLELOLW\ XQGHU WKLV VHFWLRQ LI WKH REOLJRU FRQWLQXHV

HUURU WK( W DU FWLVJ WKH FUHGLWRU VFK DPRXLQGV WH'2 F EOA?

E %LOOLQJ HUURU

)RU WKH SXUSRVH RI WKLV VHFWLRQ D ELOOLQJ HUURU FRQVLVWV

$ UHIOHFWLRQ RQ D VWDWHPHQW RI DQ H[WHQVLRQ RI FUHGLW

WKH DPRXQW UHIOHFWHG RQ VXFK VWDWHPHQW

$ UHIOHFWLRQ RQ D VWDWHPHQW RI DQ H[WHQVLRQ RI FUHGLW I

LQFOXGLQJ GRFXPHQWDU\ HYLGHQFH WKHUHRI

$ UHIOHFWLRQ RQ D VWDWHPHQW RI JRRGV RU VHUYLFHV QRW D

WKH REOLJRU RU KLV GHVLJQHH LQ DFFRUGDQFH ZLWK WKH DJUHHPH

7KH FUHGLWRU V IDLOXUH WR UHIOHFW SURSHUO\ RQ D VWDWHP

REOLJRU

$ FRPSXWDWLRQ HUURU RU VLPLODU HUURU RI DQ DFFRXQWLQJ

)DLOXUH WR WUDQVPLW WKH

ZKLFK KDV EHHQ GLVFORVHG WR WKH DFFUHGLWRUV ZDV IXUQLVKHG OH

WKH ELOOLQJ F\FOH IRU ZKLFK WKH VWDWHPHQW LV UHTXLUHG

$Q\ RWKHU HUURU GHVFULEHG LQ UHJXODWLRQV RI WKH %XUHDX

F $FWLRQ E\ FUHGLWRU WR FROOHFW DPRXQW RU DQ\ SDUW WKHUHR

)RU WKH SXUSRVHV RI WKLV VHFWLRQ DFWLRQ WR FROOHFW WKH D

SDUDJUDSK GRHV QRW LQFOXGH WKH VHQGLQJ RI VWDWHPHQWV R

LQ GLVSXWH WR WKH REOLJRU IROORZLQJ ZULWWHQ QRWLFH IURP WK

WKH REOLJRU V DFFRXQW LV QRW UHVWULFWHG RU FORVHG EHF

XQGHU SDUDJUDSK QRWLFH RI WKH

WKH FUHGLWRU LQGLFDWHV WKH SD\PHQW RI VXFK DPRXQW LV Q

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² 6XEVHFV E G 3XE / ± † $ VXEVWLWXWHG %XUHDX IRU %RDUG 6HH &RGLILFDWLRQ QRWH DERYH

² 6XEVHF D 3XE / ±† J VXEVWLWXWHG E IRU E DQG D IRU D 6XEVHF E 3XE / ±† D DGGHG SDU DQG UHGHVLJQDWHG IRUPHUSDU DV 6XEVHF F 3XE / ±† E LQVHUWHG SURYLVRQV UHVSHFWLQJ LLQDQFHFKDUJHV RQ DP RXQWV LQ GLVSXWH

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMLQDWHG WDQVHUGDW VHHVHFWLRQ + RI 3XE / ± VHWRXWDV DQRWXQGHUVHFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQDG(PSOR\HHV

## (ŽŽ•‹œéž•'%œe—Ž $•••–Œ•••–œe

$PHQGPHQWV 3XE / ±HIIHFWLYH RQ H[SLUDWLRQ RI WZR \HDUV DQG WKUHH PRQWKV DIWHU0 DU ZLWK DOOUHJXODWLRQV IRUPV DQG FOXVHV UHTXLUHG WR EH SUHVFULEHG WR EH SURP XOJDWHG DWWDFKHG WR HDU SURFUR VXFK HIIHFWLYH GDWH DQG DOO\ LQJ DQ\ FUHGLWRUV RI FRP SO ZLWK DQ\ PHQGPHQW LQ DFFRUGDQFH ZLWK WKH UHJXODWLRQV IRUP V DQG FOXVHV SUHVFULEHG E\ WKH %RDUG SURFUR VXFK HIIHFWLYH GDWH VHHVHFWLRQ RI 3XE / ±VHWRXWDV DQRWXQGHUVHFWLRQ RI WKLV WLWOH

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3XE / ±WLWOH ,,, † 2FW 6WDW SURYLGHG WKDW 7KLV WLWOH >HQDFWQJ WKLV VHFWLRQ DQG VHFWLRQV D WR DPHQGLQJ WKH EWLWOH DQG DQG HQDFWQJ SURYLVRQ VHWRXWDV DQRWXQGHUVHFWLRQ RQDNWKHLIFWXSRQWKH[SLUDWLRQ RI RQH\HDUDIWHUWKH GDWH RI LWV HQDFWQJ2FW @

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7LWOH ,,, RI 3XE / ±ZKLFK LV FDVLLHG SURFLSDOO WR WKLV SDUWLV NQRZQ DV WKH )DLU&UHGLW%LOOQJ $FW) RUFRP SOHWH FDVLLFDWLRQ RI 7LWOH ,,, WR WKH &RGH VHH 6KRUW7LWOH RI $PHQGPHQWV WR XQGHUV HFWLRQ RDQG7REEW LWOH

## † D 5HJXODWRQRI FUHGLWUHSRUWV

D 5HSRUWV E\ FUHGLWRU RQ REOLJRU V IDLOXUH WR SD\ DPRXQW UH

$IWHU UHFHLYLQJ D QRWLFH IURP PHFDQLRE QOLJRDU DDY PSUHRGYLWWRWGOHQ KLV GLUHFWO\ RU LQGLUHFWO\ WKUHDWHQ WR UHSRUW WR DQ\ SHUVRQ D RI WKH REOLJRU V IDLOXUH WR SD\ WKH DVPHFXQLWR QLQGLDWHGQEWKWKHV PD\ QRW EH UHSRUWHG DV GHOLQTXHQW WR DQ\ WKLUG SVDHUFWW\LRQ WLO WLWDQGH KDV DOORZHG WKH REOLJRU WKH VDPH QXPEHU RI GD\V QRW SURYLGHG XQGHU WKH FUHGLW DJUHHPHQW ZLWK WKH REOLJRU IRU W

E 5HSRUWV E\ FUHGLWRU RQ GHOLQTXHQW DPRXQWV LQ GLVSXWH Q GHOLQTXHQF\

,I D FUHGLWRU UHFHLYHV D IXUWKHU ZULWWHQ QRWLFH IURP DQ REO IRU SD\PHQW XQGHU VXEVHFWLRQ D RI WKLV VHFWLRQ D FUHGLWRU REOLJRU LV GHOLQTXHQW EHFDXVH WKH REOLJRU KDV IDLVDHHFGWWWRRQSD\ RI WKLVXQQWWHVH WKH FUHGLWRU DOVO UHSRUWV WKDW WKH DPRXQW L WKH QDPH DQG DGGUHVV RI HDFK SDUW\ WR ZKRP WKH FUHGLWRU LV

F 5HSRUWV E\ FUHGLWRU RI VXEVHTXHQW UHVROXWLRQ RI GHOLQTXI

$ FUHGLWRU VKDOO UHSRUW DQ\ VXEVHTXHQW UHVROXWLRQ RI DQ\ C SDUWLHV WR ZKRP VXFK GHOLQTXHQFLHV ZHUH LQLWLDOO\ UHSRUWHC

3XE / ±WLWOH , † DV DGGHGp À@ ðð À0P€Pp€p00€P`€@ € p0À`?dðÀH

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LQFOXGLQJ WKH LQIRUPHDWLRQ UHTXLUHG WR EH VHW GLUHFWLRQ HGHOLYHUHG WR W
GD\V EHIRUH WKH SD\PHQW GXH GDWH

E *UDFH SHULRG

,I DQ RSHQ HQG FRQVXPHU FUHGLW SODQ SURYLGHV D WLPH SHULRG
FUHGLW H[WHQGHG ZLWKRXW LQFXUULQJ DQ DGGLWLRQDO ILQDQFH FK
UHVSHFW WR VXFK SRUWLRQ RI WKH FUHGLW H[WHQGHG IRU WKH ELO
ZKLFK LQFOXGHV WKH DPRXQW XSRQ ZKLFK WKH ILQDQFH FKDUJH IRU
FRQVXPHU QRW ODWHU WKDQ GD\V EHIRUH WKH GDWH VSHFLILHG LQ
DYRLG LPSRVLWLRQ RI WKDW ILQDQFH FKDUJH

3XE / ±WLWOH , † 3XEOLF/DZ ±HGLWLOH ,,, † 2FWREHU DPHQGXHG /
± WLWOH , † E 0D6WDW 3XE / ± † 1RY 6WDW

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² 3XE / ± DPHQGHGVHFWLRQJHQHUDOO DGGLQJ SURYLVLRQV UHODWLQJ WR OWSD\PHQWV DQG
GHOLYHU RI SHUGLF VWDWHPHQW VXEVWDQWLQJ SURYLVLRQV UHTXLULQJ D GD\ VWDWHPHQWGHOLYHU SHUGIRU
SURYLVLRQV UHTXLULQJ D GD\ SHUGEHIRUHWKH LP SRVLWLRQ RI DGGLWLRQDOILQDQFH FKDUJHV DQG VWLNLQJ
SURYLVLRQV UHODWLQJ WR H[FXVDEOHFDXVH IRUFUHGLWRUV IDLOXUH WR P DNHWP HO P DLQJ RUGHOYHU RI SHUGLF
VWDWHPHQWV
6XEVHF D 3XE / ± LQVHUWHG DFFRUGDFFRXQWXQGHU DWWU SD\PHQWRQ

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3XE / ± WLWOH , † E 0D\ 6WDWSURYLGHVDWKDW1RWZLWKVWDQGLQJ1RWZLWKVWDQGLQJ?VHHWRQp 0
>VHH(IIHFWLYH'DWRI $PHQGPHQWVHWRXWKQGHUV HFWLRQ R@VHFWLRQV WRLWHD H
7UXWK/HQGLQJ$FW> 8 6 & @DWV DPHQGHGE\ WKLV VXEVHFWLRQ VKDOOEHFRPHHIIHFWLYH GD\V
DWWUWKHGDWHRI HQDFWPHQWRI WKLV$FW0D\ @

† F 3URP SWW

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² 6XEVHF D 3XE / ± † $ VXEVWLWXWHG %XUHDX IRU %RDUG 6HH &RQIHUHQFH RQ QRWH DERYH

² 3XE / ± † VXEVWLWXWHG 3URPSWDQGIDUFHGLQJ RI SD\PHQWV IRU 3URPSWFHGLQJ RI SD\PHQWV LQ VHFWRQ FDWHKQH GHMJQDWHG H[LVWQJ SURYLVRQV DV VXEVHF D DQG LQVHUWHG VXEVHF D KHDGLQJ

6XEVHF D 3XE / ± † LQVHUWHG E\ SP RQ WKH GDWH RQ ZKLFK VXFK SD\PHQWV GXH DIWU LQUHDGLQ LGHQWLFDEOH IRUP DQG VXEVWLWXWHG PDQDUDFWRQ IRU PDQDUDFWRQ DQG WP H

6XEVHFV E F 3XE / ± † DGGHG VXEVHFV E DQG F

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDW VHH VHFWRQ + RI 3XE / ± VHWRXWDV DQRWXQGHUVHFWLRQ LWDO*RRYHUQP HQW2UJDQL]DWRQ DQG (PSOR\HHV

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$PHQGPHQWV 3XE / ± HIIHFWLYH PRQWKV DIWU D\ H[FHSWDV RWKHUZLVH VSHFLILFDOO SURYLGHG VHH VHFWRQ RI 3XE / ± VHWRXWDV DQRWXQGHUVHFWLRQ RI WKLV WLWC

## † G 7UHDWP HQWRI FUHGLWEDODQFHV

:KHQHYHU D FUHGLW EDODQFH LQ H[FHVV RI LV FUHDWHG LQ FRQQ WUDQVPLWWDO RI IXQGV WR D FUHGLWRU LQ H[FHVV RI WKH WRWDO E FKDUJHV RU LQVXUDQFH SUHPLXPV RU DPRXQWV RWKHUZWKHH RZHHG VKDOO²

$ FUHGLW WKH DPRXQW RI WKH FUHGLW EDODQFH WR WKH FRQVXI

% UHIXQG DQ\ SDUW RI WKH DPRXQW RI WKH UHPDLQLQJ FUHGLW

& PDNH D JRRRGUMDLWWRK UHHIXQG WR WKH FRQVXPHU E\ FDVK FKHFN

WKH FUHGLW EDODQFH UHPDLQLQJ LQ WKH DFFRXQW IRU PRUH WKDQ FDVH LQ ZKLFK WKH FRQVXPHU V FXUUHQW ORFDWLQ LV QRW NQRZ FRQVXPHU V ODVW NQRZQ DGGUHVV RU WHOHSKRQH QXPEHU

3XE / ±WLWOH , † 3XEV /DG G±HWGLWOH ,,, † 2FWWDW DPHQGXHG / ± WLWOH 9, † D 0DUWDW

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² 3XE / ±VXEVWLWXWHG SURYLVRQV UHODWQJ WR GXWV RI FUHGLWRUZKHQHYHUD FUHGLWEDODQFH LQ H[FHVV RI LV FUHDWHG LQFRQQHFWRQ ZLWK DFRQVXP HUFUHGLWWDQVDFWRQ IRUSURYLVRQV UHODWQJ WR GXWV RI FUHGLWRUZKHQHYHUD RREQJRUWDQVP LWV IXQGV WR FUHGLWRULQ H[FHVV RI WKH WRWDOEDODQFH GXH RQ DQRSHQ HQG FRQVXP HUFUHGLWDFFRXQW

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$PHQGPHQWV 3XE / ±HIIHFWLYH RQ H[SLUDWRQ RI WZR HDUV DQG VL[ PRQWKV DIWU0 DU ZLWK DOLU XOWRQV IRUP V DQG FDXVHV UHTXLHG WR EH SUHVFUEHG WR EH SURP XOJDWG DWGHDWRQ\ HDU SURUWR VXFK HIIHFWLYH GDW DQG DOOZ LQJ DQ\ FUHGLWRUWR FRP SO ZLWK DQ\ P HQGP HQW LQ DFFRUGDQFH ZLWK WKH UHJXOWRQV IRUP V DQG FDXVHV SUHVFUEHG E\ WKH %RDUG SURUWR VXFK HIIHFWLYH GDW VHH VHFWRQ RI 3XE / ±VHWRXWDV DQRWXQGHUVHFWLRQ RI WKLV WLWOH

## † H 1RWLFDWRQ RI FUHGLWFDUG LVVXHUE\ VHOHFWRUI UHWXUQ RI JRRGV HW E\ REQJRU FUHGLWRUDFFRXQWRI REQJRU

:LWK UHVSHFW WR DQ\ VDOHV WUDQVDFWLRQ ZKHUH D FUHGLW FDUG RWKHU WKDQ WKDHQFDZKHUHVHVWHU VHOOHU DFFHSWV RU DOORZV D UHW VHUYLFHV ZKLFK ZHUH WKH VXEMHFW RI VXFK VDOH WKH VHOOHUHWGLKW VWDWHPHQW ZLWK UHVSHFW WKHUHWR DQG WKH FUHGLW FDUG LVVXH WUDQVDFWLRQ

3XE / ±WLWOH , † 3XEV /DG G±HWGLWOH ,,, † 2FWWDW

† ,QGXFHPHQWV WR FDUGKROGHUV E\ VHOOHUV RI FDVK GLVFRXQWV IRUSD\PHQWV E\ FDVK FKHFN RUVLPLODUP HDQV ILQDQFH FKDUJHV IRUVDOHV WDQVDFWLRQV LQYROYLQJ FDVK GLVFRXQWV

D &DVK GLVFRXQWV

:LWK UHVSHFW WR DQ\ VDOHV WUDQVDFWLRQ HQWHUHG LQWR RQ RU DIWHU WKH HIIHFWLYH GDWH D VHOOHU PD\ QRW E\ FRQWUDFW RU RWKHUZLVH UHTXLUH D GLVFRXQW WR D FDUGKROGHU WR LQGXFH WKH FDUGKROGHU WR FUHGLW FDUG

E )LQDQFH FKDUJH

:LWK UHVSHFW WR DQ\ VDOHV WUDQVDFWLRQ HQWHUHG LQWR RQ RU DIWHU WKH HIIHFWLYH GDWH D VHOOHU PD\ QRW LQGXFH SD\PHQW E\ FDVK FKHFN RU RWKHU PHDQV QRW LQYROYLQJ D ILQDQFH FKDUJH WKDW FRQVWLWXWH D ILQDQFH FKDUJH XQGHU WKH 7UXWK LQ /HQGLQJ $FW 7/$ RU LWV LPSOHPHQWLQJ 5HJXODWLRQ = 7KH SURVSHFWLYH EX\HUV DQG LWV DYDLODELOLW\ LV GLVFORVHG FOHDU

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² 6XEVHFV D E 3XE / ± † $ VXEVWLWXWHG %XUHDX IRU %RDUG ZKHUHYHU DSSHDULQJ 6HH &RGLILFDWLRQ RQRWH DERYH

² 6XEVHF F 3XE / ±DGGHG VXEVHF F

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDWH VHH VHFWLRQ + RI 3XE / ± VHH RXWDV DQRWKXQGHUV HFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQ DQG (PSOR\HHV

3‰šœ (²&——›•••š /•‰››

† ' HILQLWLRQV

)RU SXUSRVHV RI WKLV SDUW²

7KH WHUP FRQVXPHU OHDVH PHDQV D FRQWUDFW LQ WKH IRUP E\ D QDWXUDO SHUVRQ IRU D SHULRG RI WLPH H[FHHGLQJ IRXU PRQV

– SULPDULO\ IRU SHRUVRQDOGDWHKRPHOGSXUSRVHV ZKHWKHU RU QRW SXUFKDVH RU RWKHUZLVH EHFRPH WKH RZQHU RI WKH SURSHUW\ DW

QRW LQFOXGH DQ\ FUHGLW VDOH–DRVI GWKILLVQHWGLWLQHVHFXFKRQWHUP JRHV DJULFXOWXUDO EXVLQHVV RU FRPPHUFLDO SXUSRVHV RU WR DRUR DQ RUJDQL]DWLRQ

7KH WHUP OHVVHH PHDQV D QDWXHUDEGSHUVRQVZKRRUOHDEDVH RU

7KH WHUP OHVVRU PHDQV D SHUVRQ ZKRHLVLQHJXODUHDVHQJRDJH XQGHU D FRQVXPHU OHDVH

7KH WHUP SHUVRQDO SURSHUW\ PHDQV DQ\ SURSHUW\ ZKLFK L VLWXDWHG DIWUWHKGHRWLRWKHUZLVH PDGH DYDLODEOH IRU OHDVH

7KH WHUPV VHFXULW\ DQG VHFXULW\ LQWHUHVW PHDQ DQ\ LQ SHUIRUPDQFH RI DQ REOLJDWLRQ

3XE / ±WLWOH , † 3XEV /DGGHG 0DU 6WDW DPHQGHG / ± WLWOH ( D† -XO\ 6WDW

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6HFWLRQ J RUHHWUHG LWRLQVDUV OHZDVUHGHMJQDWHG VHFWLRQ K ERI 3XEKLV V ± WLWH ; † $ $ -XO 6WDW

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² 3DU 3XE / ± VXEVWLWXWHG IRU

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$PHQGPHQWV 3XE / ± HIIHFWLYH RQ WKH GHMJQDWHG WDQVHUGDWH VHH VHFWLRQ + RI 3XE / R± LQWHUHVWHGXWHQQRXQGHUV HFWLRQ LWDO*RRYHUQPHQW2UJDQL]DWLRQ DQG (PSOR\HHV

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3XE / ±† 0DU 6WDW SURYLGHGWKDW7KLV$FWHQDFWQJ WKLVVH@•