EDGAR® Form D XML Technical Specification

July 2017

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1 INTRODUCTION

1.1 Purpose

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

Submission Type	Description
D	Notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(a)(5) under the Act
D/A	Amendment of a previously filed Form D

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

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

1.2 Summary of Changes

On July 17, 2017, EDGAR Release 17.2 introduced the following changes:

- Per amendments to Rule 504 and the repeal of Rule 505, the following updates have been made:
  - Section 4.22 FederalExemptionExclusionsList:
    - Removed “Rule 505” (Value 05) from the list of valid values.
  - Section 6 Error Reporting:
    - Removed references to Rule 505 in the following Warning message:

      “You have selected Rule 505 and/or Rule 506(b) in Section 6, Federal Exemption(s) and Exclusion(s) Claimed. No more than 35 non-accredited investors are permitted in Rule 505 and Rule 506(b) offerings.”
    - Removed the following Warning message:

      “Only $5 million of securities is permitted to be offered within a 12-month period under Rule 505.”
    - The following Warning message was updated from:

      “Only $1 million of securities is permitted to be offered within a 12-month period under Rule 504.”

to

"Only $5 million of securities is permitted to be offered within a 12-month period under Rule 504."

2 EDGAR SCHEMA FILES

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

XML Schema File	Scope of File
formDSubmission.xsd.xml	Defines elements that are common to all Form D documents
formDStateCodes.xsd.xml	Defines the valid EDGAR State and Country codes specific to Form D
statesOfSolicitationCodes.xsd.xml	Defines the valid States of Solicitation for the Sales Compensation Item of Form D

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

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

EDGAR does perform several validation checks that are not related to the Schema files, so it is possible for a submission to meet all the Schema constraints and still be SUSPENDED. For instance, EDGAR verifies that each Primary Issuer Central Index Key (CIK) / CIK Confirmation Code (CCC) pair is valid.

2.1 Key Schema Indicators

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

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

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

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

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

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

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

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

3 XML SCHEMAS

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

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

3.1 Schema Table Column Definitions

The following defines the columns in the two Schema Summation tables provided in Section 3.4.

Column Name	Description
Level	Depth of element in the XML node hierarchy
Order	Order in which elements must appear
Data Type	See the Data Type Constraints table for a detailed description
Element Name	Name of the XML element. This is case-sensitive
Max Length	Maximum length for String fields. EDGAR database stores up to this number of characters
Choice List	This name refers to a list of valid values for this field. The Choice List Values section provides the valid lists
Max Occur	Maximum times a set of elements may be repeated
D	Indicates applicability of this field to this submission type
D/A	Indicates applicability of this field to this submission type

3.2 Data Type Constraints

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

Data Type	Constraints
Boolean	Indicate a "true" value with either a "1" or the word "true." Indicate a "false" value with either a "0" or the word "false." A Boolean element may not have a null or blank value. This is a Schema violation and will cause a SUSPENSE error.
Date	Must be of the format YYYY-MM-DD. A date element may not have a null or blank value. This is a Schema violation and will cause a SUSPENSE error. Do not include a date element at all if your goal is to not provide an optional date.
Decimal	Only valid characters are 0-9 and a period. Cannot contain commas, a minus sign, a dollar sign, or parentheses. EDGAR stores up to four decimal places. A decimal element may not have a null or blank value. This is a Schema violation and will cause a SUSPENSE error. Do not include a decimal element at all if your goal is to not provide an optional number. Minimum allowable value = 0 Maximum allowable value = 99999999999999
string	Should not be longer than the length shown in the tables in Section 3.4. EDGAR stores values in the <signatureName>, and <contactEmailAddress> elements exactly as provided. All other values are stored in the database as uppercase. You must use special escape sequences to represent these four characters: For the < character use the escape sequence "<" or "<". For the > character use the escape sequence ">" or ">". For the & character use the escape sequence "&" or "&". For the " character use the escape sequence """ or """.
NV	These fields cannot have a value. They only contain other XML elements; however, they do need to be present for proper validation.

3.3 Applicability of Schema Elements

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

Value	Description
m	Mandatory
m#	Conditional Mandatory. The element is mandatory if its parent element is included. The element cannot be included if its parent is not included. This basic rule applies to next four rows that detail additional "Conditional Mandatory" rules.
m#1	Conditional Mandatory. The element is mandatory if specific values are provided for other elements.
m#2	This element is required for correct processing of the submission type.
m#3	The <value> is mandatory if <withinFiveYears> under <yearOfInc> is true.
m#4	If <isPooledInvestmentFundType> under <typesOfSecuritiesOffered> is true, then <industryGroup.InvestmentFundInfo> becomes mandatory.
m#5	If <investmentFundType> is "Hedge Fund" or "Other Investment Fund", then <aggregateNetAssetValueRange> becomes mandatory else, <revenueRange> is mandatory.
m#6	This element is mandatory if the <entityType> element has a value of "Other".
m#7	The list of previous names must be provided or a value of "None" given. However, if a value of "None" is provided and at least one previous name on file in EDGAR is pulled from the database, the filer-supplied value of "None" will be removed.
m#8	The totalRemaining value must equal the totalOfferingAmount – the totalAmountSold.
m#9	One of the provided choices is mandatory.
m#10	One or more of the provided choices must be supplied.
m#11	The tag is mandatory but it may not have any value contained in it.
m#12	If this child element has data, then all of the children elements must have data.
o	Optional
o#1	Optional but if you choose the top most choice. One from below choice list is mandatory.

Value	Description
o#2	The tag is optional in the Schema, but it is mandatory for input processing. It is marked as optional so that the value can be removed from the version of the document that is disseminated. In this way, the disseminated document will still conform to this specification.
o#3	The tag is optional in the Schema and should not be included in the submission. The EDGAR system will replace any value provided with the value on file as the State of Incorporation for the entity. The resulting XML that is disseminated to the public will always have this tag and appropriate value.
o#4	No value should be provided. The value for the element will be pulled from data on file in the EDGAR database.
NA	Does not apply to submission type. EDGAR uses this field for server-side processing. Do not provide a value for this element.
Blank	Does not apply to submission type.

3.4 Mapping of Form D Submission Schemas to Submission Types

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
1	1	NV	edgarSubmission			1	m	m
2	1	string	schemaVersion	5		1	o	o
2	2	string	submissionType		SubTypeList	1	m	m
2	3	string	testOrLive		TestLiveList	1	o	o
2	4	Boolean	returnCopy		TrueFalseList	1	o	o
2	5	NV	contactData			1	o#2	o#2
3	1	string	contactName	30		1	o#2	o#2
3	2	string	contactPhoneNumber	20		1	o#2	o#2
3	3	string	contactEmailAddress	80		1	o#2	o#2
2	6	NV	notificationAddressList			1	o	o
3	1	string	notificationEmailAddress	80		3	o	o
2	7	NV	primaryIssuer			1	m	m
3	1	String	cik	10		1	m	m
3	2	String	ccc	8		1	o#2	o#2
3	3	String	entityName	150		1	o#4	o#4
3	4	String	issuerAddress			1	m	m
4	1	String	street1	40		1	m	m
4	2	String	street2	40		1	o	o
4	3	String	city	30		1	m	m
4	4	String	stateOrCountry		StateCodeList	1	m	m
4	5	String	stateOrCountryDescription	50		1	o#4	o#4
4	6	String	zipCode	10		1	m	m
3	5	String	issuerPhoneNumber	20		1	m	m
3	6	String	jurisdictionOfInc	50		1	o#3	o#3
3	7	NV	issuerPreviousNameList			1	m	m

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
4	1	String	value		“None”	1	m#7	m#7
4	2	String	previousName	150		3	m#7	m#7
3	8	NV	edgarPreviousNameList			1	o#4	o#4
4	1	String	value		“None”	1	o#4	o#4
4	2	String	previousName	150		3	o#4	o#4
3	9	String	entityType		EntityTypeList	1	m	m
3	10	String	entityTypeOtherDesc	255		1	m#6	m#6
3	11	NV	yearOfInc			1	m	m
4	1	Boolean	withinFiveYears		“True”	1	m#9	m#9
4	1	Boolean	yetToBeFormed		“True”	1	m#9	m#9
4	1	Boolean	overFiveYears		“True”	1	m#9	m#9
4	2	String	value	4		1	m#3	m#3
						1		
2	8	NV	issuerList			1	o	o
3	1	String	issuer			99	m	m
4	1	String	cik	10		1	m	m
4	2	String	ccc	8		1	o#2	o#2
4	3	String	entityName	150		1	o#4	o#4
4	4	String	issuerAddress			1	m	m
5	1	String	street1	40		1	m	m
5	2	String	street2	40		1	o	o
5	3	String	city	30		1	m	m
5	4	String	stateOrCountry		StateCodeList	1	m	m
5	5	String	stateOrCountryDescription	50		1	o#4	o#4
5	6	String	zipCode	10		1	m	m
4	5	String	issuerPhoneNumber	20		1	m	m
4	6	String	jurisdictionOfInc	50		1	o#3	o#3
4	7	NV	issuerPreviousNameList			1	m	m
5	1	String	value		“None”	1	m#7	m#7
5	2	String	previousName	150		6	m#7	m#7
4	8	NV	edgarPreviousNameList			1	o#4	o#4

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
5	1	String	value		“None”	1	o#4	o#4
5	2	String	previousName	150		3	o#4	o#4
4	9	String	entityType		EntityTypeList	1	m	m
4	10	String	entityTypeOtherDesc	255		1	m#6	m#6
4	11	date	yearOfInc			1	m	m
5	1	Boolean	withinFiveYears		“True”	1	m#9	m#9
5	1	Boolean	yetToBeFormed		“True”	1	m#9	m#9
5	1	Boolean	overFiveYears		“True”	1	m#9	m#9
5	2	String	value	4		1	m#3	m#3
3	2	Boolean	over100IssuerFlag		“True”	1	o	o
2	9	NV	relatedPersonsList			1	m	m
3	1	String	relatedPersonInfo			100	m	m
4	1	String	relatedPersonName			1	m	m
5	1	String	firstName	150		1	m	m
5	2	String	middleName	150		1	o	o
5	3	String	lastName	150		1	m	m
4	2	NV	relatedPersonAddress			1	m	m
5	1	String	street1	40		1	m	m
5	2	String	street2	40		1	o	o
5	3	String	city	30		1	m	m
5	4	String	stateOrCountry		StateCodeList	1	m	m
5	5	String	stateOrCountryDescription	50		1	o#4	o#4
5	6	String	zipCode	10		1	m	m
4	3	NV	relatedPersonRelationshipList			1	m	m
5	1	String	relationship		RelationshipTypeList	3	m#10	m#10
4	4	String	relationshipClarification	255		1	o	o
3	2	Boolean	over100PersonsFlag		“True”	1	o	o

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
2	10	String	offeringData			1	m	m
3	1	String	industryGroup			1	m	m
4	1	String	industryGroupType		IndustryGroupList	1	m#4	m#4
4	2	String	investmentFundInfo			1	o	o
5	1	String	investmentFundType		InvestmentFundList	1	m	m
5	2	Boolean	is40Act		TrueFalseList	1	m	m
3	2	String	issuerSize			1	m	m
4	1	String	revenueRange		RevenueRangeTypeList	1	m#5	m#5
4	1	String	aggregateNetAssetValueRange		AggregateNetAssetValueRangeTypeList	1	m#5	m#5
3	3	NV	federalExemptionsExclusions			1	m	m
4	1	String	item		FederalExemptionExclusionsList	21	m	m
3	4	NV	typeOfFiling			1	m	m
4	1	NV	newOrAmendment			1	m	m
5	1	Boolean	isAmendment		TrueFalseList	1	m	m
5	2	String	previousAccessionNumber	20		1	o	m
4	2	NV	dateOfFirstSale			1	m	m
5	1	Date	value			1	m#9	m#9
5	1	Boolean	yetToOccur		“True”	1	m#9	m#9
3	5	NV	durationOfOffering			1	m	m
4	1	Boolean	moreThanOneYear		TrueFalseList	1	m	m
3	6	NV	typesOfSecuritiesOffered			1	m	m
4	1	Boolean	isEquityType		“True”	1	m#10	m#10
4	2	Boolean	isDebtType		“True”	1	m#10	m#10

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
4	3	Boolean	isOptionToAcquireType		"True"	1	m#10	m#10
4	4	Boolean	isSecurityToBeAcquiredType		"True"	1	m#10	m#10
4	5	Boolean	isPooledInvestmentFundType		"True"	1	m#10	m#10
4	6	Boolean	isTenantInCommonType		"True"	1	m#10	m#10
4	7	Boolean	isMineralPropertyType		"True"	1	m#10	m#10
4	8	Boolean	isOtherType		"True"	1	m#10	m#10
4	9	String	descriptionOfOtherType	255		1	m#10	m#10
3	7	NV	businessCombinationTransaction			1	m	m
4	1	Boolean	isBusinessCombinationTransaction		TrueFalseList	1	m	m
4	2	String	clarificationOfResponse	255		1	o	o
3	8	String	minimumInvestmentAccepted	12		1	m	m
3	9	String	salesCompensationList			1	m#11	m#11
4	1	NV	recipient			100	o	o
5	1	String	recipientName	150		1	m#12	m#12
5	2	String	recipientCRDNumber	9		1	m#12	m#12
5	3	String	associatedBDName	150		1	m#12	m#12
5	4	String	associatedBDCRDNumber	9		1	m#12	m#12
5	5	String	recipientAddress			1	m#12	m#12
6	1	String	street1	40		1	m#12	m#12
6	2	String	street2	40		1	o	o
6	3	String	city	30		1	m#12	m#12
6	4	String	stateOrCountry		StateCodeList	1	m#12	m#12
6	5	String	stateOrCountryDescription	50		1	o#4	o#4
6	6	String	zipCode	10		1	m#12	m#12
5	6	NV	statesOfSolicitationList			1	m#12	m#12
6	1	String	value		"All States"	1	m#9	m#9
6	1	String	state		StateSolicitationList	1	m#9	m#9
6	2	String	description	50		1	o#4	o#4
5	7	Boolean	foreignSolicitation		TrueFalseList	1	o	o

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
4	2	String	over100RecipientFlag		"True"	1	o	o
3	10	NV	offeringSalesAmounts			1	m	m
4	1	String	totalOfferingAmount	12		1	m	m
4	2	String	totalAmountSold	12		1	m	m
4	3	String	totalRemaining	12		1	m#8	m#8
4	4	String	clarificationOfResponse	255		1	o	o
3	11	NV	investors			1	m	m
4	1	Boolean	hasNonAccreditedInvestors		TrueFalseList	1	m	m
4	2	String	numberNonAccreditedInvestors	12		1	o	o
4	3	String	totalNumberAlreadyInvested	12		1	m	m
3	12	NV	salesCommissionsFindersFees			1	m	m
4	1	NV	salesCommissions			1	m	m
5	1	decimal	dollarAmount	12		1	m	m
5	2	Boolean	isEstimate		"True"	1	o	o
4	2	NV	findersFees			1	m	m
5	1	decimal	dollarAmount	12		1	m	m
5	2	Boolean	isEstimate		"True"	1	o	o
4	3	String	clarificationOfRespose	255		1	o	o
3	13	NV	useOfProceeds			1	m	m
4	1	NV	grossProceedsUsed			1	m	m
5	1	decimal	dollarAmount	12		1	m	m
5	2	Boolean	isEstimate		"True"	1	o	o
4	2	String	clarificationOfRespose	255		1	o	o
3	14	NV	signatureBlock			1	m	m
4	1	NV	authorizedRepresentative		TrueFalseList	1	o	o
4	2	String	signature			101	m	m
5	1	String	issuerName	150		1	m	m
5	2	String	signatureName	30		1	m	m

Level	Order	Data Type	Element Name	Max Length	Choice List	Occur	Submission Type D	Submission Type D/A
5	3	String	nameOfSigner	150		1	m	m
5	4	date	signatureTitle	60		1	m	m
5	5	String	signatureDate			1	m	m

4 CHOICE LIST VALUES

4.1 EntityTypeList

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

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

4.2 RelationshipTypeList

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

Value
Executive Officer
Director
Promoter

4.3 AgricultureIndustryList

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

Value
Agriculture

4.4 StateCodeList

EDGAR recognizes 309 two-character designators for the <stateOrCountry> element in the primary document. These are provided in Appendix A. These codes are actually a combination of values for the 50 US states, the Canadian Provinces, and other countries and territories. It should be noted that this element is validated to ensure that it does not consist only of whitespace.

4.5 SubTypeList

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

Value
D
D/A

4.6 TestLiveList

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

Value
LIVE
TEST

4.7 BankingFinancialIndustryList

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

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

4.8 InvestmentFundList

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

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

4.9 BusinessServicesList

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

Value
Business Services

4.10 EnergyIndustryList

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

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

4.11 HealthCareIndustryList

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

Value
Biotechnology
Health Insurance
Hospitals & Physicians
Pharmaceuticals
Other Health Care

4.12 ManufacturingIndustryList

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

Value
Manufacturing

4.13 RealEstateIndustryList

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

Value
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

4.14 RetailingIndustryList

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

Value
Retailing

4.15 RestaurantsIndustryList

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

Value
Restaurants

4.16 TechnologyIndustryList

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

Value
Computers
Telecommunications
Other Technology

4.17 TravelIndustryList

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

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

4.18 OtherIndustryList

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

Value
Other

4.19 IndustryGroupList

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

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

4.20 RevenueRangeTypeList

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

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

4.21 AggregateNetAssetValueRangeTypeList

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

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

4.22 FederalExemptionExclusionsList

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

Name	Value
Rule 504(b)(1) (not (i), (ii) or (iii))	04
Rule 504(b)(1)(i)	04.1
Rule 504(b)(1)(ii)	04.2
Rule 504(b)(1)(iii)	04.3
Rule 506(b)	06b
Rule 506(c)	06c
Securities Act Section 4(a)(5)	4a5
Investment Company Act Section 3(c)	3C
Section 3(c)(1)	3C.1
Section 3(c)(2)	3C.2
Section 3(c)(4)	3C.4
Section 3(c)(5)	3C.5
Section 3(c)(6)	3C.6
Section 3(c)(7)	3C.7
Section 3(c)(9)	3C.9
Section 3(c)(10)	3C.10
Section 3(c)(11)	3C.11
Section 3(c)(12)	3C.12
Section 3(c)(13)	3C.13
Section 3(c)(14)	3C.14

4.23 TrueFalseList

Value
TRUE
FALSE

4.24 StateSolicitationList

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

5 BASIC SUBMISSION CONSTRUCTION

5.1 General Submission and Formatting of XML Files

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

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

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

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

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

7. The submission file must contain a single "primary" XML document.
8. The submission file must conform to the FormDSubmission.xsd.xml XML Schema file. Any violation of this Schema will result in the suspension of the filing.

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

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

5.2 XML Document Rules

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

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

5.3 Specifying Issuer

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

5.4 Specifying Signatures

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

6 ERROR REPORTING

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

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

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

Error Condition	Severity
You have selected Rule 506(b) in Section 6, Federal Exemption(s) and Exclusion(s) Claimed. No more than 35 non-accredited investors are permitted in Rule 506(b) offerings.	WARNING
You entered $ 0 for the offering amount	WARNING
The selection Investment Company Act Section 3(C) in Section 6 has been chosen. However, the Pooled Investment Fund Interests option in Section 9 has not been selected.	WARNING
Inclusion of both option “Rule 506(b)” and option “Rule 506(c)” is not permitted in a single submission.	SUSPENDED
The Jurisdiction of Incorporation (State of Incorporation) value on file in EDGAR cannot be NULL.	SUSPENDED
Not supplying a zip code where address fields are required.	SUSPENDED
Supplying “<recipient>” elements of the “<salesCompensationList>” element without supplying values for ALL of the children elements (except Street Address 2).	SUSPENDED
Incorrectly providing an accession number and amendment information for a Form D filing.	SUSPENDED
Not supplying an accession number and amendment information for a Form D/A filing.	SUSPENDED
Not supplying contact information for the submission.	SUSPENDED
Providing an “over 100 flag” without listing the required 100 values.	SUSPENDED
Providing an Issuer Name in the signature block that does not match the EDGAR database.	SUSPENDED
Providing only whitespace in any required field.	SUSPENDED
Providing a future date in the signature block.	SUSPENDED

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

7 EXAMPLE FORM D SUBMISSION FILES

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

Submission Type	Submission File
D	SampleFormD.xml
D/A	SampleFormDA.xml

APPENDICES

Appendix A. STATE AND COUNTRY CODES

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

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

Code	State or Country Name
OR	OREGON
PA	PENNSYLVANIA
RI	RHODE ISLAND
SC	SOUTH CAROLINA
SD	SOUTH DAKOTA
TN	TENNESSEE
TX	TEXAS
X1	UNITED STATES
UT	UTAH
VT	VERMONT
VA	VIRGINIA
WA	WASHINGTON
WV	WEST VIRGINIA
WI	WISCONSIN
WY	WYOMING
A0	ALBERTA, CANADA
A1	BRITISH COLUMBIA, CANADA
Z4	CANADA (FEDERAL LEVEL)
A2	MANITOBA, CANADA
A3	NEW BRUNSWICK, CANADA
A4	NEWFOUNDLAND, CANADA
A5	NOVA SCOTIA, CANADA
A6	ONTARIO, CANADA
A7	PRINCE EDWARD ISLAND, CANADA
A8	QUEBEC, CANADA
A9	SASKATCHEWAN, CANADA
B0	YUKON, CANADA
B2	AFGHANISTAN
Y6	ALAND ISLANDS
B3	ALBANIA
B4	ALGERIA
B5	AMERICAN SAMOA
B6	ANDORRA
B7	ANGOLA
1A	ANGUILLA
B8	ANTARCTICA
B9	ANTIGUA AND BARBUDA
C1	ARGENTINA
1B	ARMENIA
1C	ARUBA
C3	AUSTRALIA
C4	AUSTRIA

Code	State or Country Name
1D	AZERBAIJAN
C5	BAHAMAS
C6	BAHRAIN
C7	BANGLADESH
C8	BARBADOS
1F	BELARUS
C9	BELGIUM
D1	BELIZE
G6	BENIN
D0	BERMUDA
D2	BHUTAN
D3	BOLIVIA
1E	BOSNIA AND HERZEGOVINA
B1	BOTSWANA
D4	BOUVET ISLAND
D5	BRAZIL
D6	BRITISH INDIAN OCEAN TERRITORY
D9	BRUNEI DARUSSALAM
E0	BULGARIA
X2	BURKINA FASO
E2	BURUNDI
E3	CAMBODIA
E4	CAMEROON
E8	CAPE VERDE
E9	CAYMAN ISLANDS
F0	CENTRAL AFRICAN REPUBLIC
F2	CHAD
F3	CHILE
F4	CHINA
F6	CHRISTMAS ISLAND
F7	COCOS (KEELING) ISLANDS
F8	COLOMBIA
F9	COMOROS
G0	CONGO
Y3	CONGO, THE DEMOCRATIC REPUBLIC OF THE
G1	COOK ISLANDS
G2	COSTA RICA
L7	COTE D'IVOIRE
1M	CROATIA
G3	CUBA
G4	CYPRUS
2N	CZECH REPUBLIC

Code	State or Country Name
G7	DENMARK
1G	DJIBOUTI
G9	DOMINICA
G8	DOMINICAN REPUBLIC
H1	ECUADOR
H2	EGYPT
H3	EL SALVADOR
H4	EQUATORIAL GUINEA
1J	ERITREA
1H	ESTONIA
H5	ETHIOPIA
H7	FALKLAND ISLANDS (MALVINAS)
H6	FAROE ISLANDS
H8	FIJI
H9	FINLAND
I0	FRANCE
I3	FRENCH GUIANA
I4	FRENCH POLYNESIA
2C	FRENCH SOUTHERN TERRITORIES
I5	GABON
I6	GAMBIA
2Q	GEORGIA
2M	GERMANY
J0	GHANA
J1	GIBRALTAR
J3	GREECE
J4	GREENLAND
J5	GRENADA
J6	GUADELOUPE
GU	GUAM
J8	GUATEMALA
Y7	GUERNSEY
J9	GUINEA
S0	GUINEA-BISSAU
K0	GUYANA
K1	HAITI
K4	HEARD ISLAND AND MCDONALD ISLANDS
X4	HOLY SEE (VATICAN CITY STATE)
K2	HONDURAS
K3	HONG KONG
K5	HUNGARY
K6	ICELAND

Code	State or Country Name
K7	INDIA
K8	INDONESIA
K9	IRAN, ISLAMIC REPUBLIC OF
L0	IRAQ
L2	IRELAND
Y8	ISLE OF MAN
L3	ISRAEL
L6	ITALY
L8	JAMAICA
M0	JAPAN
Y9	JERSEY
M2	JORDAN
1P	KAZAKSTAN
M3	KENYA
J2	KIRIBATI
M4	KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF
M5	KOREA, REPUBLIC OF
M6	KUWAIT
1N	KYRGYZSTAN
M7	LAO PEOPLE'S DEMOCRATIC REPUBLIC
1R	LATVIA
M8	LEBANON
M9	LESOTHO
N0	LIBERIA
N1	LIBYAN ARAB JAMAHIRIYA
N2	LIECHTENSTEIN
1Q	LITHUANIA
N4	LUXEMBOURG
N5	MACAU
1U	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF
N6	MADAGASCAR
N7	MALAWI
N8	MALAYSIA
N9	MALDIVES
O0	MALI
O1	MALTA
1T	MARSHALL ISLANDS
O2	MARTINIQUE
O3	MAURITANIA
O4	MAURITIUS
2P	MAYOTTE
O5	MEXICO

Code	State or Country Name
1K	MICRONESIA, FEDERATED STATES OF
1S	MOLDOVA, REPUBLIC OF
O9	MONACO
P0	MONGOLIA
Z5	MONTENEGRO
P1	MONTSERRAT
P2	MOROCCO
P3	MOZAMBIQUE
E1	MYANMAR
T6	NAMIBIA
P5	NAURU
P6	NEPAL
P7	NETHERLANDS
P8	NETHERLANDS ANTILLES
1W	NEW CALEDONIA
Q2	NEW ZEALAND
Q3	NICARAGUA
Q4	NIGER
Q5	NIGERIA
Q6	NIUE
Q7	NORFOLK ISLAND
1V	NORTHERN MARIANA ISLANDS
Q8	NORWAY
P4	OMAN
R0	PAKISTAN
1Y	PALAU
1X	PALESTINIAN TERRITORY, OCCUPIED
R1	PANAMA
R2	PAPUA NEW GUINEA
R4	PARAGUAY
R5	PERU
R6	PHILIPPINES
R8	PITCAIRN
R9	POLAND
S1	PORTUGAL
PR	PUERTO RICO
S3	QATAR
S4	REUNION
S5	ROMANIA
1Z	RUSSIAN FEDERATION
S6	RWANDA
Z0	SAINT BARTHELEMY

Code	State or Country Name
U8	SAINT HELENA
U7	SAINT KITTS AND NEVIS
U9	SAINT LUCIA
Z1	SAINT MARTIN
V0	SAINT PIERRE AND MIQUELON
V1	SAINT VINCENT AND THE GRENADINES
Y0	SAMOA
S8	SAN MARINO
S9	SAO TOME AND PRINCIPE
T0	SAUDI ARABIA
T1	SENEGAL
Z2	SERBIA
T2	SEYCHELLES
T8	SIERRA LEONE
U0	SINGAPORE
2B	SLOVAKIA
2A	SLOVENIA
D7	SOLOMON ISLANDS
U1	SOMALIA
T3	SOUTH AFRICA
1L	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS
U3	SPAIN
F1	SRI LANKA
V2	SUDAN
V3	SURINAME
L9	SVALBARD AND JAN MAYEN
V6	SWAZILAND
V7	SWEDEN
V8	SWITZERLAND
V9	SYRIAN ARAB REPUBLIC
F5	TAIWAN, PROVINCE OF CHINA
2D	TAJIKISTAN
W0	TANZANIA, UNITED REPUBLIC OF
W1	THAILAND
Z3	TIMOR-LESTE
W2	TOGO
W3	TOKELAU
W4	TONGA
W5	TRINIDAD AND TOBAGO
W6	TUNISIA
W8	TURKEY
2E	TURKMENISTAN

Code	State or Country Name
W7	TURKS AND CAICOS ISLANDS
2G	TUVALU
W9	UGANDA
2H	UKRAINE
C0	UNITED ARAB EMIRATES
X0	UNITED KINGDOM
2J	UNITED STATES MINOR OUTLYING ISLANDS
X3	URUGUAY
2K	UZBEKISTAN
2L	VANUATU
X5	VENEZUELA
Q1	VIET NAM
D8	VIRGIN ISLANDS, BRITISH
VI	VIRGIN ISLANDS, U.S.
X8	WALLIS AND FUTUNA
U5	WESTERN SAHARA
T7	YEMEN
Y4	ZAMBIA
Y5	ZIMBABWE
XX	UNKNOWN

Appendix B. STATE OF SOLICITATION CODES

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

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

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

Appendix C. MAPPING OF FORM D XML ELEMENTS OF PRINTED FORM

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

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

XML Element Name	Printed Form D Field
overFiveYears	Over Five Years
issuerList	Issuer's Identity
issuer	N/A
cik	CIK (Filer ID Number)
ccc	N/A
entityName	Name of Issuer
issuerAddress	Principal Place of Business and Contact Information
street1	Street Address 1
street2	Street Address 2
city	City
stateOrCountry	State/Province/Country
stateOrCountryDescription	N/A
zipCode	Zip/Postal Code
issuerPhoneNumber	Phone No. of Issuer
jurisdictionOfInc	Jurisdiction of Incorporation/Organization
issuerPreviousNameList	Previous Name(s)
edgarPreviousNameList	None
value	None
previousName	Previous Name(s)
entityType	Entity Type
entityTypeOtherDesc	N/A
yearOfInc	Year of Incorporation/Organization
withinFiveYears	Within Last Five Years(Specify Year)
value	N/A
yetToBeFormed	Yet to be Formed
overFiveYears	Over Five Years
Over100IssuerFlag	Over 100 Issuers
relatedPersonsList	N/A
relatedPersonInfo	Related Persons
relatedPersonName	N/A
firstName	First Name
middleName	Middle Name
lastName	Last Name
relatedPersonAddress	N/A
street1	Street Address 1
street2	Street Address 2
city	City
stateOrCountry	State/Province/Country
stateOrCountryDescription	N/A
zipCode	Zip/Postal Code
relatedPersonRelationshipList	N/A

XML Element Name	Printed Form D Field
relationship	Relationship
relationshipClarification	Clarification of Response (if Necessary)
over100PersonsFlag	Over 100 Related Persons
offeringData	N/A
industryGroup	Industry Group
industryGroupType	N/A
investmentFundInfo	N/A
investmentFundType	N/A
is40Act	N/A
issuerSize	Issuer Size
revenueRange	Revenue Range
aggregateNetAssetValueRange	Aggregate Net Asset Value Range
federalExemptionsExclusions	Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)
item	N/A
typeOfFiling	Type of Filing
newOrAmendment	N/A
isAmendment	New Notice/Amendment
previousAccessionNumber	N/A
dateOfFirstSale	Date of First Sale
value	N/A
yetToOccur	First Sale Yet to Occur
durationOfOffering	Duration of Offering
moreThanOneYear	Does the issuer intend this offering to last more than one year?
typesOfSecuritiesOffered	Type(s) of Securities Offered (select all that apply)
isEquityType	Equity
isDebtType	Debt
isOptionToAcquireType	Option, Warrant or Other Right to Acquire Another Security
isSecurityToBeAcquiredType	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
isPooledInvestmentFundType	Pooled Investment Fund Interests
isTenantInCommonType	Tenant-in-Common Securities
isMineralPropertyType	Mineral Property Securities
isOtherType	Other (describe)
descriptionOfOtherType	N/A
businessCombinationTransaction	Business Combination Transaction

XML Element Name	Printed Form D Field
isBusinessCombinationTransaction	Is this offering being made in connection with a business combination transaction, such as a merger, acquisition, or exchange offer?
clarificationOfResponse	Clarification of Response (if Necessary)
minimumInvestmentAccepted	Minimum investment accepted from any outside investor
salesCompensationList	Sales Compensation
recipient	N/A
recipientName	Recipient
recipientCRDNumber	Recipient CRD Number
associatedBDName	(Associated) Broker or Dealer
associatedBDCRDNumber	(Associated) Broker or Dealer CRD Number
recipientAddress	N/A
street1	Street Address 1
street2	Street Address 2
city	City
stateOrCountry	State/Province/Country
stateOrCountryDescription	N/A
zipCode	Zip/Postal Code
statesOfSolicitationList	State(s) of Solicitation
value	All States
state	N/A
description	N/A
foreignSolicitation	Selected if the recipient has solicited sales in foreign countries.
over100RecipientFlag	Over 100 Recipients
offeringSalesAmounts	Offering and Sales Amounts
totalOfferingAmount	Total Offering Amount
totalAmountSold	Total Amount Sold
totalRemaining	Total Remaining to be Sold
clarificationOfResponse	Clarification of Response (if Necessary)
investors	Investors
hasNonAccreditedInvestors	Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
numberNonAccreditedInvestors	Number of such non-accredited investors who already have invested in the offering
totalNumberAlreadyInvested	Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
salesCommissionsFindersFees	Sales Commissions & Finders' Fee Expenses
salesCommissions	Sales Commissions
dollarAmount	USD
isEstimate	Estimate

XML Element Name	Printed Form D Field
findersFees	Finders' Fee
dollarAmount	USD
isEstimate	Estimate
clarificationOfRespose	Clarification of Response (if Necessary)
useOfProceeds	Use Of Proceeds
grossProceedsUsed	Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors, or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
dollarAmount	USD
isEstimate	Estimate
clarificationOfRespose	Clarification of Response (if Necessary)
signatureBlock	Signature and Submission
authorizedRepresentative	I also am a duly authorized representative of the other Issuer(s) in Item 1 above and authorized to sign on their behalf.
signature	N/A
issuerName	Issuer
signatureName	Signature
nameOfSigner	Name of Signer
signatureTitle	Title
signatureDate	Date

Appendix D. ACRONYMS

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

Appendix E. EDGAR FILER CONSTRUCTED XML SCHEMA & STYLE SHEET FILES

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