



Secretary of State  
Business Programs Division

1500 11th Street  
P.O. Box 944230  
Sacramento, CA 94244-2300

Statement of Information  
(916) 657-5448

## Corporate Disclosure Statement General Information

**Due Date:** Every registered domestic and foreign publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year.

**Publicly Traded Corporation:** A publicly traded corporation is a California or foreign corporation, as defined in California Corporations Code section [162](#) or [171](#), respectively, that is an issuer as defined in Section 3 of the Securities Exchange Act of 1934, as amended (United States Code, title 15, section 78c), and has at least one class of securities listed or admitted for trading on a national securities exchange, on the OTC-Bulletin Board, or on the electronic service operated by Pink OTC Markets Inc.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code sections [1502.1](#) and [2117.1](#), unless otherwise indicated.

**Definitions:** The following definitions apply to the Corporate Disclosure Statement:

“Independent auditor” means an auditor that meets the requirements for auditor independence stated in the Code of Federal Regulations, title 17, section [210.2-01](#).

“Compensation” includes all plan and nonplan compensation awarded to, earned by, or paid to the person for all services rendered in all capacities to the corporation and to its subsidiaries, as the compensation is specified by Item 402 of Regulation S-K of the Securities and Exchange Commission (Code of Federal Regulations, title 17, section [229.402](#)).

“Executive officer” means the chief executive officer, president, any vice president in charge of a principal business unit, division, or function, any other officer of the corporation who performs a policymaking function, or any other person who performs similar policymaking functions for the corporation.

“Loan” excludes an advance for expenses, the corporation’s payment of life insurance premiums and an advance of litigation expenses as permitted according to the applicable laws of the state or place of incorporation. For California corporations, see California Corporations Code sections [315\(d\)](#), [315\(e\)](#) and [317](#), respectively.

**Fee:** There is no fee for filing the Corporate Disclosure Statement.

**Where to file:** For easier completion, the Corporate Disclosure Statement is available on the Secretary of State's website at [www.sos.ca.gov/business/be/statements.htm](http://www.sos.ca.gov/business/be/statements.htm) and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Statement of Information Unit, P.O. Box 944230, Sacramento, CA 94244-2300 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. If you are not completing the form online, please type or legibly print in black or blue ink.

**Additional Filing Requirements:** In addition to the Corporate Disclosure Statement, all publicly traded corporations also must file, during their applicable filing period, a [Statement of Information](#) as required by California Corporations Code section [1502](#) or [2117](#). For faster processing, the Statement of Information can be filed online at <https://businessfilings.sos.ca.gov>.

## Instructions for Completing Form SI-PT

Every domestic stock and foreign publicly traded corporation must file a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code sections 1502.1 and 2117.1, unless otherwise indicated.

**Fees:** There is no fee for filing the Corporate Disclosure Statement.

**Copies:** To get a copy of the filed statement, include a separate request and payment for copy fees when the statement is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

### **Complete Corporate Disclosure Statement (Form SI-PT) as follows:**

- Item 1.** Enter the name of the corporation **exactly** as it is of record with the California Secretary of State.
- Item 2.** Enter the name of the independent auditor that prepared the most recent auditor's report on the corporation's annual financial statements.
- Item 3.** Enter a description of other services, if any, performed for the corporation during its two most recent fiscal years and the period between the end of its most recent fiscal year and the date of the statement by the independent auditor named in Item 2, by its parent corporation, or by a subsidiary or corporate affiliate of the independent auditor or its parent corporation. If more space is needed, enter the additional information in Item D of the Attachment (Form SI-PTA).
- Item 4.** Enter the name of the independent auditor employed by the corporation on the date of this statement, if different from the individual named in Item 2.
- Item 5.** Enter the name of each director and the compensation (in U.S. dollars) paid to each director for the most recent fiscal year, including the number of any shares issued, options for shares granted, and similar equity-based compensation granted to each director.
- Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to each director.
- Check YES or NO to indicate whether or not each director has been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.
- If the corporation has additional directors, complete Item B of the Attachment (Form SI-PTA).
- Item 6a.** Enter the names of the five most highly compensated executive officers of the corporation, **excluding** any executive officer who is also a member of the board of directors. Enter the compensation (in U.S. dollars) paid to each executive officer for the most recent fiscal year, including the number of any shares issued, options for shares granted, and similar equity-based compensation granted to each executive officer.
- Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to each executive officer.
- Check YES or NO to indicate whether or not each executive officer has been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.
- Item 6b.** Complete Item 6b if the information regarding the chief executive officer is not included in Item 6a.
- Item 6c.** Enter the names and check any of the applicable boxes for additional executive officers who have had an order for relief entered in a bankruptcy case or who have been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.
- If more space is needed, enter the additional information in Item D of the Attachment (Form SI-PTA).
- Item 7.** Enter a description of each loan made to a director by the corporation during the corporation's two most recent fiscal years at an interest rate lower than the interest rate available from unaffiliated commercial lenders generally to a similarly situated borrower. Include the name of the director receiving the loan, the amount of the loan (in U.S. dollars) and the terms of the loan. If more space is needed for the description of the loan, enter the additional information in Item D of the Attachment (Form SI-PTA). If no such loans were made, the field should be left blank.
- If the corporation has made additional loans to directors, complete Item C of the Attachment (Form SI-PTA).
- Item 8.** Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to the corporation.
- Item 9.** Check YES or NO to indicate whether or not the corporation or any of its subsidiaries has been a party to, or any of their property has been subject to, any material pending legal proceeding, other than ordinary routine litigation incidental to the business, as specified by Item 103, Part 229 of Regulation S-K of the Securities Exchange Commission (17 C.F.R. Sec. 229.103). If yes, attach a description.
- Item 10.** Check YES or NO to indicate whether or not the corporation has been found, in any material legal proceeding, legally liable by entry of a final judgment or final order (that was not overturned on appeal) during the five years preceding the date of this statement. If yes, attach a description.
- Item 11.** Type or print the name and title of the person completing this form and enter the date this form was completed. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.



## Instructions For Completing Form SI-PTA

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. Completed forms along with the applicable fees can be mailed to Secretary of State, Statement of Information Unit, P.O. Box 944230, Sacramento, CA 94244-2300 or delivered in person to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code sections 1502.1 and 2117.1, unless otherwise indicated.

Use this form to add additional directors' names and information; additional loans made to directors; and any additional information that does not fit on the Corporate Disclosure Statement (Form SI-PT).

**Copies:** To get a copy of the filed statement, include a separate request and payment for copy fees when the statement is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

### **Complete Attachment to Corporate Disclosure Statement (Form SI-PTA) as follows:**

**Item A.** Enter the name of the corporation exactly as it is of record with the California Secretary of State.

**Item B.** If this attachment adds additional directors:

- Enter the name of each director and the compensation (in U.S. dollars) paid to each director for the most recent fiscal year, including the number of any shares issued, options for shares granted, and similar equity-based compensation granted to each director.
- Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to each director.
- Check YES or NO to indicate whether or not each director has been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.

Attach additional pages as needed.

**Item C.** Enter a description of each loan made to a director by the corporation during the corporation's two most recent fiscal years at an interest rate lower than the interest rate available from unaffiliated commercial lenders generally to a similarly situated borrower. Include the name of the director receiving the loan, the amount of the loan (in U.S. dollars) and the terms of the loan.

Attach additional pages as needed.

**Item D.** If extra space is needed to complete the information requested on the Corporate Disclosure Statement (Form SI-PT) or this Attachment to Corporate Disclosure Statement (Form SI-PTA), please enter the additional information in Item D. Please reference the item number from Form SI-PT or Form SI-PTA, as applicable, that corresponds with each item of additional information.



# State of California Secretary of State

## Attachment to Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

This Space For Filing Use Only

**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

### A. CORPORATE NAME

### B. Additional Directors (Continued from Item 5 on Form SI-PT)

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
5) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
6) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
7) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
8) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
9) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
10) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
11) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
12) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
13) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
14) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
15) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
16) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
17) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
18) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

### C. Additional Loans to Members of the Board of Directors (Continued from Item 7 on Form SI-PT)

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4) _____	_____
5) _____	_____
6) _____	_____
7) _____	_____
8) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

### D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

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