



Office of the City Clerk

City Hall
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Chicago, IL 60602
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Legislation Text

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OFFICE OF THE MAYOR

CITY OF CHICAGO

LORI E. LIGHTFOOT MAYOR

January 18, 2023

TO THE HONORABLE, THE CITY COUNCIL OF THE CITY
OF CHICAGO

Ladies and Gentlemen:

At the request of the Commissioner of Housing, I transmit herewith an ordinance authorizing the issuance of financial assistance for the 43rd and Green Phase II development.

Your favorable consideration of this ordinance will be appreciated.

Very truly yours,

ORDINANCE

WHEREAS, the City of Chicago (the "City"), a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois, has heretofore found and does hereby find that there exists within the City a serious shortage of decent, safe and sanitary rental housing available to persons of low and moderate income; and

WHEREAS, the City has determined that the continuance of a shortage of affordable rental housing is harmful to the health, prosperity, economic stability and general welfare of the City; and

WHEREAS, the City has certain funds available from a variety of funding sources ("Multi-Family Program Funds") to make loans and grants for the development of multi-family residential housing to increase the number of families served with decent, safe, sanitary and affordable housing and to expand the long-term supply of affordable housing, and such Multi-Family Program Funds are administered by the City's

Department of Housing ("DOH"); and

WHEREAS, DOH has preliminarily reviewed and approved the making of one or more loans in an amount not to exceed \$6,500,000 (the "Loan"), to be funded from Multi-Family Program Funds pursuant to the terms and conditions set forth in Exhibit A attached hereto and made a part hereof, for costs of the Project (as hereinafter defined); and

WHEREAS, the Loan is to be made to the 43rd and Prairie Phase II LP, a Delaware limited partnership (the "Borrower"), whose sole general partner is 43rd and Prairie Phase II LLC, an Illinois limited liability company (the "General Partner"), the manager and sole member of which is 43 Green JV LLC, an Illinois limited liability company (the "Manager"), the members of which are (i) P3 Markets 43 Green LLC, an Illinois limited liability company ("P3 Markets") and (ii) Habitat 43 Green LLC, an Illinois limited liability company ("Habitat 43-G"), the manager of which is Habitat Acquisitions Company LLC, an Illinois limited liability company ("Acquisitions"), the manager and sole member of which is the Habitat Company, LLC, an Illinois limited liability company ("HABITAT"); and

WHEREAS, the members of Habitat 43-G will be Generations Housing Initiatives, an Illinois not-for-profit corporation ("GHI"), and Acquisitions; and

WHEREAS, upon the selection of other parties to be the limited partners of the Borrower upon the closing of the Loan, pursuant to the terms of the Borrower's partnership agreement, said limited partners may have the right to replace the General Partner as the sole general partner of the Borrower pursuant to certain defaults or other events as may be approved by the City; and

WHEREAS, the City has established the Community Development Commission ("CDC") to, among other things, designate redevelopment areas, approve redevelopment plans, recommend the sale of parcels located in redevelopment areas, and designate the developers of certain redevelopment projects, all subject to the approval of the City Council of the City (the "City Council"); and

WHEREAS, under ordinances adopted on May 29, 2002, and published in the Journal of the Proceedings of the City Council (the "Journal") for such date at pages 85676 to 85904 (as

1

amended by ordinances adopted on: (A) November 13, 2013 and published on pages 63293 to 63297 of the Journal for such date and (B) May 28, 2014 and published on pages 80952 to 80956 of the Journal for such date) and under provisions of the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4.1 et. seq. (as amended, the "Act"), the City Council (i) approved a certain redevelopment plan and project (the "Redevelopment Plan") for a portion of the City known as the "47th and King Drive Redevelopment Project Area" (the "Redevelopment Area"); (ii) designated the Redevelopment Area as a "redevelopment project area" within the requirements of the Act; and (iii) adopted tax increment financing for the Redevelopment Area (collectively, the "Adoption Ordinance"), and

WHEREAS, the City is the owner of two vacant parcels of land (collectively, the "Property"), located at or near the southeast corner of 43rd Street and Prairie Avenue, in Chicago, Illinois 60653, as legally described on Exhibit B attached hereto, which includes the common addresses of 4309-11 South Prairie Avenue; and

WHEREAS, the Property is located within the Redevelopment Area; and

WHEREAS, the initial appraised value of the Property, as cited in the CDC Resolution (as defined below), was \$162,000, based upon an opinion of value stated in an appraisal dated June 25, 2021; and

WHEREAS, the Borrower has submitted a proposal to DOH to acquire the Property for \$1 per parcel in order to construct the Project; and

WHEREAS, the Borrower intends to redevelop the Property by constructing a building that will contain eighty (80) residential units that will include studio units, one-bedroom units and two- bedroom units and associated amenities such as on-site laundry, fitness center and outdoor terraces, along with approximately 3,700 square feet of ground floor commercial space (as more particularly described in Exhibit A hereto, the "Project"); and

WHEREAS, the Project is consistent with the purposes and objectives of the Redevelopment Plan; and

WHEREAS, a joint venture between P3 Markets and HABITAT and its affiliated entities including the Borrower and the Manager in association with GHI (collectively the "Developer") have agreed to undertake the Project and redevelop the Property in accordance with the Redevelopment Plan and pursuant to the terms and conditions of a redevelopment agreement in substantially the form attached hereto as Exhibit C (the "Redevelopment Agreement"); and

WHEREAS, the redevelopment of the Property, including but not limited to the construction of the Project's facilities, will be financed in part by incremental taxes deposited in the 47th/King Drive Redevelopment Project Area Special Tax Allocation Fund (as defined in the Adoption Ordinance) pursuant to Section 5/11-74.4-8(b) of the Act; and

WHEREAS, the Borrower and the Manager are each affiliates of HABITAT and of P3 Markets; and

WHEREAS, pursuant to Resolution 22-CDC-51 adopted on September 13, 2022 (the "CDC Resolution"), the CDC authorized DOH to advertise the City's intent to negotiate the sale and redevelopment of the Property with HABITAT, together with its affiliates, and P3 Markets

2

together with its affiliates (collectively, the "Resolution Entity") and to request alternative proposals, and recommended the sale of the Property to the Resolution Entity and the designation of the Resolution Entity as the developer of the Property if no responsive alternative proposals were received at the conclusion of the advertising period, or, if alternative proposals were received, if DOH determined in its sole discretion that the Resolution Entity's project was the best proposal; and

WHEREAS, public notices advertising DOH's intent to enter into a negotiated sale of the Property with the Developer and requesting alternative proposals appeared in the Chicago Tribune on September 16, 2022, September 23, 2022, September 30, 2022, and October 7, 2022; and

WHEREAS, upon completion of a final appraisal dated July 7, 2022, the Property was determined to have an appraised value of approximately \$523,347; and

WHEREAS, no other responsive proposals were received by the deadline set forth in the aforesaid notices; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO AS FOLLOWS:

SECTION 1. The above recitals are expressly incorporated in and made a part of this ordinance as though fully set forth herein.

SECTION 2. Upon the approval and availability of the Additional Financing as shown in Exhibit A hereto, the Commissioner of Housing (the "DOH Commissioner") and a designee of the DOH Commissioner; collectively with the DOH Commissioner, the "DOH Authorized Officer") are each hereby authorized, subject to approval by the Corporation Counsel, to enter into and execute such agreements and instruments, and perform any and all acts as shall be necessary or advisable in connection with the implementation of the Loan. The DOH Authorized Officer is hereby authorized, subject to the approval of the Corporation Counsel, to negotiate any and all terms and provisions in connection with the Loan which do not substantially modify the terms described in Exhibit A hereto. Upon the execution and receipt of proper documentation, the DOH Authorized Officer is hereby authorized to disburse the proceeds of the Loan to the Borrower.

SECTION 3. The Developer is hereby designated as the developer for the Project under Section 5/11-74.4-4 of the Act.

SECTION 4. The sale of the Property to GHI or to a land trust of which GHI is the sole beneficiary, or to an entity of which the GHI is the sole owner and the controlling party, or to an entity with the same controlling parties as GHI, for \$1.00 per parcel, and for immediate reconveyance to the Borrower, is hereby approved. This approval is expressly conditioned upon the City entering into the Redevelopment Agreement with the Developer. The Commissioner of Planning and Development (the "DPD Commissioner") and a designee of the DPD Commissioner; collectively with the DPD Commissioner, the "DPD Authorized Officer") are each hereby authorized, with the approval of the Corporation Counsel as to form and legality, to negotiate, execute and deliver the Redevelopment Agreement, and such other supporting documents as may be necessary or appropriate to carry out and comply with the provisions of the Redevelopment Agreement, with such changes, deletions and insertions as shall be approved by the DPD Authorized Officer. '

3

SECTION 5. The Mayor or her proxy is authorized to execute, and the City Clerk or the Deputy City Clerk is authorized to attest, one or more quitclaim deeds conveying the Property to GHI or to a land trust of which GHI is the sole beneficiary, or to an entity of which the GHI is the sole owner and the controlling party, or to an entity with the same controlling parties as GHI, subject to those covenants, conditions and restrictions set forth in the Redevelopment Agreement.

SECTION 6. To the extent that any ordinance, resolution, rule, order or provision of the Municipal Code of Chicago, or part thereof, is in conflict with the provisions of this ordinance, the provisions of this ordinance shall control. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance. Sections 2-44-085 through 2-44-105 of the Municipal Code of Chicago shall not apply to the Project or the Property.

SECTION 7. This ordinance shall be effective as of the date of its passage and approval.

EXHIBIT A

BORROWER: 43rd and Prairie Phase II Limited Partnership, a Delaware limited partnership (the "Borrower"), whose sole general partner is 43rd and Prairie Phase II LLC, an Illinois limited liability company (the "General Partner"), whose manager and sole member is 43 Green JV LLC, an Illinois limited liability company, the members of which will be (i) Habitat 43 Green LLC, an Illinois limited liability company (the "Habitat 43-G") and (ii) P3 Markets 43 Green LLC, an Illinois limited liability company, and with others to be hereafter selected as the limited partners of the Borrower. The members of Habitat 43-G will be Habitat Acquisitions Company LLC, an Illinois limited liability company and Generations Housing Initiatives, an Illinois not-for-profit corporation.

PROJECT: Construction of a building at the southwest corner of 43rd Street and Prairie Avenue, Chicago IL 60653 with an aggregate of approximately 80 residential dwelling units containing studio, one- and two- bedroom units, approximately 44 of which are reserved for low- and moderate-income persons, together with certain common space, offices, and parking.

Source:
Amount:

Term:

Interest:

Security:

Multi-Family Program Funds. Not to exceed \$6,500,000

Not to exceed 42 years or another term acceptable
to the DOH Authorized Officer

Zero percent per annum, or another interest rate
acceptable to the DOH Authorized Officer

One or more non-recourse loans; one or more
second or other junior mortgages on the Property
(the "City Mortgage")

**ADDITIONAL
FINANCING:**

1. **Amount:** Not to exceed \$6,200,000 (the "Permanent Loan")
Term: Not to exceed 30 months initially and 40 years after
conversion to permanent loan, or another term acceptable to the DOH
Authorized Officer **Source:** Bellwether Enterprise, or another entity
acceptable
to the DOH Authorized Officer **Interest:** A fixed rate of interest with a
maximum interest rate not to exceed 8% or the maximum which may be paid
under Illinois state law or another rate or rates acceptable to the DOH
Authorized Officer. **Security:** A mortgage on the Property senior to the lien of
the City Mortgage, a pledge of capital contributions and general partner
interests, and a pledge of the Developer interests in the Redevelopment
Agreement, or such other security as may be acceptable to the DOH Authorized
Officer.

5

2. **Amount** Up to approximately \$22,000,000
Source: Fifth Third Bank or another institution acceptable to the Authorized Officer which
will provide a loan of construction funds (the "Construction Loan") or a bridge
loan of the equity derived from the syndication of Low-Income Housing Tax Credit
(defined below) ("LIHTC Equity Bridge Loan").
Security: A senior mortgage on the Property during the period of construction to be repaid with
equity.
3. **Amount** Approximately \$20,922,908
Source: Equity to be derived from the syndication of an
annual Low-Income Housing Tax Credit ("LIHTC") allocation of approximately
\$2,250,000 by the City. All or a portion of these funds may be (i) paid in on a delayed
basis and (ii) used to retire a portion of the Construction Loan or the LIHTC Equity
Bridge Loan
4. **Amount:** Not to exceed \$10,000,000
Source: Proceeds from a grant of Tax Increment Financing.

5. Amount: Approximately \$584,594 Source: Deferred Developer Fee

Amount: Source:
\$100
General Partner

6

EXHIBIT B

LEGAL DESCRIPTION OF PROPERTY (SUBJECT TO FINAL TITLE AND
SURVEY)

LEGAL DESCRIPTION BELOW PROVIDED BY DEVELOPER TO BE CONFIRMED BY SURVEY

LOT 1 (EXCEPT FOR THE EAST 32 FEET) IN THE SUBDIVISION OF LOT 3 TO 6 IN BLOCK 1 IN PIKE'S
SUBDIVISION OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 3,
TOWNSHIP 38 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

AND:

LOT 2 (EXCEPT FOR THE EAST 32 FEET) IN THE SUBDIVISION OF LOT 3 TO 6 IN BLOCK 1 IN PIKE'S
SUBDIVISION OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 3,
TOWNSHIP 38 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

PINS: 20-03-304-003-0000 20-03-304-004-0000

Addresses: 4309 South Prairie Avenue 4311 South Prairie Avenue
Chicago, Illinois 60653

7

EXHIBIT C
REDEVELOPMENT AGREEMENT (see attached)

8

[leave blank 3" x 5" space for recorder's office]

This agreement was prepared by and
after recording return to:
Randall Johnson, Esq.
Senior Assistant Corporation Counsel
City of Chicago Department of Law
121 North LaSalle Street, Room 600
Chicago, IL 60602

43 GREEN-PHASE II REDEVELOPMENT AGREEMENT

This 43 Green-Phase II Redevelopment Agreement (this "Agreement") is made as of this day of , 202 , by and between the City of Chicago, an Illinois municipal corporation (the "City"), through its Department of Planning and Development ("DPD"), 43rd and Prairie Phase II LP, a Delaware Limited Partnership (the "Developer"), 43 Green JV, LLC, an Illinois limited liability company ("Manager of GP") and Generations Housing Initiatives, an Illinois not-for-profit ("Generations" or the "Habitat NFP"). The Developer, Manager of GP and Generations may collectively be referred to hereinafter as the "Developer Parties".

RECITALS

A. Constitutional Authority: As a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois (the "State"), the City has the power to regulate for the protection of the public health, safety, morals and welfare of its inhabitants, and pursuant thereto, has the power to encourage private development in order to enhance the local tax base, create employment opportunities and to enter into contractual agreements with private parties in order to achieve these goals.

B. Statutory Authority: The City is authorized under the provisions of the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4-1 et seq., as amended from time to time (the "Act"), to finance projects that eradicate blighted conditions and conservation area factors through the use of tax increment allocation financing for redevelopment projects.

1

C. City Council Authority: To induce redevelopment pursuant to the Act, the City Council of the City (the "City Council") adopted the following ordinances on March 27, 2002: (1) "An Ordinance of the City of Chicago, Illinois Approving a Redevelopment Plan for the 47th and King Drive Redevelopment Project Area" (the "Plan Adoption Ordinance"); (2) "An Ordinance of the City of Chicago, Illinois Designating the 47th and King Drive Redevelopment Project Area Redevelopment Project Area as a Redevelopment Project Area Pursuant to the Tax Increment Allocation Redevelopment Act"; and (3) "An Ordinance of the City of Chicago, Illinois Adopting Tax Increment Allocation Financing for the "47th and King Drive Redevelopment Project Area Redevelopment Project Area" (the "TIF Adoption Ordinance") (items(1)-(3) collectively referred to herein as the "TIF Ordinances"). The redevelopment project area referred to above (the "Redevelopment Area") is legally described in Exhibit A hereto.

D. The Project: All real property to be used for the Project (as defined below) is located on or near the intersection of 43rd Street and South Prairie Avenue and consists of several parcels: 311 East LLC, an affiliate of the Developer owns certain property located within the Redevelopment Area with the common address of 301-313 E. 43rd Street and 4313 S. Prairie Avenue, Chicago, Illinois and legally described on Exhibit B hereto (the "Developer Affiliated Parcels"). The Developer also intends to purchase (the "Acquisition") certain property located within the Redevelopment Area with the following common addresses: 4309 South Prairie Avenue and 4311 South Prairie Avenue, Chicago, Illinois 60653. The parcels at 4309 and 4311 South Prairie are currently owned by the City (the 4309 and 4311 Prairie parcels are referred to as the "City Parcels"). The Developer Affiliated Parcels and the City Parcels are all legally described on Exhibit B hereto (the "Property"). On the Closing Date, the City shall convey the City Parcels to Generations, and Generations shall convey the City Parcels to Developer as a capital contribution. Also on the Closing Date, either (i) Generations shall acquire the Developer Affiliated Parcels and Generations shall convey the Developer Affiliated Parcels to the Developer or (ii) the Developer shall acquire the Developer Affiliated

Parcels directly. Developer, within the time frames set forth in Section 3.01 hereof, shall commence and complete construction of an approximately ten (10) story precast concrete building that will contain a total of approximately 80,719 square feet and include (i) approximately eighty (80) studio, one, and two bedroom residential apartment dwellings for market rate residents and those earning up to sixty percent (60%) of area median income (AMI); (ii) approximately three-thousand seven hundred (3,700) square feet of ground floor retail space and (iii) related residential amenities such as (a.) fitness center, (b.) rooftop terraces, (c.) residential lobby, (d.) outdoor terrace, (e.) outdoor green space, (f.) 14 surface parking spaces & 40 bicycle spaces, (g.) bike and tenant storage, (h.) laundry, and (i) a resident community multi-purpose room located on the seventh (7th) floor with access to a roof deck and garden (the "Facility") thereon. The Facility and related improvements (including but not limited to those TIF-Funded Improvements as defined below and set forth on Exhibit C) are collectively referred to herein as the "Project." The completion of the Project would not reasonably be anticipated without the financing contemplated in this Agreement.

E. Redevelopment Plan: The Project will be carried out in accordance with this Agreement and the City of Chicago 47th/King Drive Redevelopment Project Area Tax Increment Finance Program Redevelopment Plan and Project" (the "Redevelopment Plan") included in the Plan Adoption Ordinance and published with the Plan Adoption Ordinance at pages 81231-81457 of the Journal of the Proceedings of the City Council.

2

F. City Financing: The City agrees to use, in the amounts set forth in Section 4.03 hereof, Incremental Taxes (as defined below), to pay for or reimburse Developer for the costs of TIF-Funded Improvements pursuant to the terms and conditions of this Agreement.

Now, therefore, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. RECITALS, HEADINGS AND EXHIBITS

The foregoing recitals are hereby incorporated into this Agreement by reference. The paragraph and section headings contained in this Agreement, including without limitation those set forth in the following table of contents, are for convenience only and are not intended to limit, vary, define or expand the content thereof. Developer agrees to comply with the requirements set forth in the following exhibits which are attached to and made a part of this Agreement. All provisions listed in the Exhibits have the same force and effect as if they had been listed in the body of this Agreement.

Table of Contents

List of Exhibits

1. Recitals, Headings and A *Redevelopment Area B *Property C *TIF-Funded Improvement:
3. The Project 4. Financially [intentionally omitted] E Construction Contract F Escrow Agreement G *Per
Precedent 6. Agreement "Project Budget H-2 *MBE/WBE Budget I Approved Prior Expendit
Completion of Construct Developer's Counsel K *Preliminary TIF Projection - Real Estate Tax
Covenants/Representative Form [use if no escrow] M "[intentionally omitted] N Form of Subor
Developer 9. Form of Payment Bond P Investor Letter (An asterisk (*) indicates wh
Covenants/Representative recorded.)
City 10. Developer's Em
11. Environmental Matte
Indemnification 14. Main
Inspect 15. Defaults and
Mortgaging of the Project
Miscellaneous

SECTION 2. DEFINITIONS

For purposes of this Agreement, in addition to the terms defined in the foregoing recitals, the following terms shall have the meanings set forth below:

3

"Act" shall have the meaning set forth in the Recitals hereof.

"Acquisition" shall have the meaning set forth in the Recitals hereof.

"Affiliate" shall mean any person or entity directly or indirectly controlling, controlled by or under common control with Developer.

"AIS" shall have the meaning set forth in Section 3.13 hereof.

"Annual Compliance Report" shall mean a signed report from Developer to the City (a) itemizing each of Developer's obligations under this Agreement during the preceding calendar year, (b) certifying Developer's compliance or noncompliance with such obligations, (c) attaching evidence (whether or not previously submitted to the City) of such compliance or noncompliance and (d) certifying that Developer is not in default with respect to any provision of the RDA, the agreements evidencing the Lender Financing, if any, or any related agreements; provided, that the obligations to be covered by the Annual Compliance Report shall include the following: (1) compliance with the Operating Covenant (Section 8.06); (2) compliance with the Jobs Covenant (Section 8.06); (3) delivery of Financial Statements and unaudited financial statements (Section 8.13); (4) delivery of updated insurance certificates, if applicable (Section 8.14); (5) delivery of evidence of payment of Non-Governmental Charges, if applicable (Section 8.15); and (6) compliance with all other executory provisions of this Agreement. [NOTE: may add to this list any post-Certificate obligations unique to this RDA]

"Available Project Funds" shall have the meaning set forth for such term in Section 4.07 hereof.

"Bond(s)" shall have the meaning set forth for such term in Section 8.05 hereof.

"Certificate" shall mean the Certificate of Completion of Construction described in Section 7.01 hereof.

"Change Order" shall mean any amendment or modification to the Scope Drawings, Plans and Specifications or the Project Budget as described in Section 3.03, Section 3.04 and Section 3.05, respectively.

"City Contract" shall have the meaning set forth in Section 8.01(1) hereof.

"City Council" shall have the meaning set forth in the Recitals hereof.

"City Funds" shall mean the funds described in Section 4.03(b) hereof.

"Closing Date" shall mean the date of execution and delivery of this Agreement by all parties hereto, which shall be deemed to be the date appearing in the first paragraph of this Agreement.

"Consultant's Report" shall have the meaning set forth in Section 8.27(a) hereof. "Contract" shall have the meaning set forth in Section 10.03 hereof.

4

"Contractor" shall have the meaning set forth in Section 10.03 hereof.

"Construction Contract" shall mean that certain contract, substantially in the form attached hereto as Exhibit E, to be entered into between Developer and the General Contractor providing for construction of the Project.

"Corporation Counsel" shall mean the City's Department of Law.

"Deed" shall have the meaning set forth in Section 3.13(a) hereof.

"Developer Parties" shall mean the Developer, its Affiliates, and the respective officers, directors, trustees, employees, agents, successors and assigns of the Developer and its Affiliates.

"Disbursement Agreement" shall mean that certain agreement, if required by the United States Department of Housing and Urban Development ("HUD") as part of the financing provided by funders other than the City, entered into by various funders and HUD in addition to, or in place of, the Escrow Agreement, if applicable and agreed to by the City.

"DOH" shall mean the City Department of Housing.

"EDS" shall mean the City's Economic Disclosure Statement and Affidavit, on the City's then-current form, whether submitted in paper or via the City's online submission process.

"Employer(s)" shall have the meaning set forth in Section 10 hereof.

"Employment Plan" shall have the meaning set forth in Section 5.12 hereof.

"EMMA" shall have the meaning set forth in Section 8.27(c) hereof.

"Environmental Documents" shall mean all reports, surveys, field data, correspondence and analytical results prepared by or for the Foundation (or otherwise obtained by the Foundation) regarding the condition of the Property or any portion thereof, including, without limitation, the SRP Documents.

"Environmental Laws" shall mean any and all federal, state or local statutes, laws, regulations, ordinances, codes, rules, orders, licenses, judgments, decrees or requirements relating to public health and safety and the environment now or hereafter in force, as amended and hereafter amended, including but not limited to (i) the Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. Section 9601 et seq.); (ii) any so-called "Superfund" or "Superlien" law; (iii) the Hazardous Materials Transportation Act (49 U.S.C. Section 1802 et seq.); (iv) the Resource Conservation and Recovery Act (42 U.S.C. Section 6902 et seq.); (v) the Clean Air Act (42 U.S.C. Section 7401 et seq.); (vi) the Clean Water Act (33 U.S.C. Section 1251 et seq.); (vii) the Toxic Substances Control Act (15 U.S.C. Section 2601 et seq.); (viii) the Federal Insecticide, Fungicide and Rodenticide Act (7 U.S.C. Section 136 et seq.); (ix) the Illinois Environmental Protection Act (415 ILCS 5/1 et seq.); and (x) the Municipal Code.

"Equity" shall mean funds of Developer (other than funds derived from Lender Financing) irrevocably available for the Project, in the amount set forth in Section 4.01 hereof, which amount may be increased pursuant to Section 4.06 (Cost Overruns) or Section 4.03(b).]

5

"Escrow" shall mean the construction escrow established pursuant to the Escrow Agreement.

"Escrow Agreement" shall mean either (i) the Disbursement Agreement or such other agreed upon document by HUD, the City and the lenders, establishing a construction escrow or disbursement account to be entered into as of the date hereof or Closing Date and/or (ii) the Escrow Agreement establishing a construction escrow or other account, to be entered into as of the date hereof by [the City,] the Title Company (or an affiliate of the Title Company), Developer and Developer's lender(s), substantially in the form of Exhibit F attached hereto.

"Event of Default" shall have the meaning set forth in Section 15 hereof.

"Facility" shall have the meaning set forth in the Recitals hereof.

"Financial Interest" shall have the meaning set forth for such term in Section 2-156-010 of the Municipal Code.

"Financial Statements" shall mean complete audited financial statements of Developer prepared by a certified public accountant in accordance with generally accepted accounting principles and practices consistently applied throughout the appropriate periods.

"Final NFR Letter" shall mean a final comprehensive (if applicable) "No Further Remediation" letter issued by the IEPA approving the use of the Property for the construction, development and operation of the Project in accordance with a site plan approved by the City and the terms and conditions of the SRP Documents, as amended or supplemented from time to time. The Final NFR Letter shall state that the Property meets TACO Tier 1 remediation objectives (residential or commercial as applicable), and the construction worker exposure route as set forth in 35 Ill. Adm. Code Part 742, but may be reasonably conditioned upon use and maintenance of engineered barriers and other institutional or engineering controls acceptable to the IEPA.

"General Contractor" shall mean the general contractor(s) hired by Developer pursuant to Section 6.01.

"Hazardous Materials" shall mean any toxic substance, hazardous substance, hazardous material, hazardous chemical or hazardous, toxic or dangerous waste defined or qualifying as such in (or for the purposes of) any Environmental Law, or any pollutant or contaminant, and shall include, but not be limited to, petroleum (including crude oil), any radioactive material or byproduct material, polychlorinated biphenyls and asbestos in any form or condition.

"Human Rights Ordinance" shall have the meaning set forth in Section 10 hereof.

"In Balance" shall have the meaning set forth in Section 4.07 hereof.

"Incremental Taxes" shall mean such ad valorem taxes which, pursuant to the TIF Adoption Ordinance and Section 5/11-74.4-8(b) of the Act, are allocated to and when collected are paid to the Treasurer of the City of Chicago for deposit by the Treasurer into the TIF Fund established to pay Redevelopment Project Costs and obligations incurred in the payment thereof.

6

"IEPA" shall mean the Illinois Environmental Protection Agency.

"Indemnatee" and "Indemnitees" shall have the meanings set forth in Section 13.01
hereof.

"Laws" shall mean all applicable federal, state, local or other laws (including common law), statutes, codes, ordinances, rules, regulations or other requirements, now or hereafter in effect, as amended or supplemented from time to time, and any applicable judicial or administrative interpretation thereof, including any applicable judicial or administrative orders, consent decrees or judgments, including, without limitation, Sections 7-28 and 11-4 of the Municipal Code relating to waste disposal.

"Lender Financing" shall mean funds borrowed by Developer from lenders and irrevocably available to pay for Costs of the Project, in the amount set forth in Section 4.01 hereof.

"LIHTC Equity" means approximately \$20,922,908 to be derived from the syndication of approximately \$2,250,000 in Low Income Housing Tax Credits.

"Limited Partner" means Stratford 43 Green II Investors Limited Partnership, a Massachusetts Limited partnership, or such other entity to be named which is satisfactory to the City acting through either DPD or DOH.

"Losses," as used in Section 3.13 hereof, shall mean any and all debts, liens, claims, causes of action, demands, complaints, legal or administrative proceedings, losses, damages, obligations, liabilities, judgments, amounts paid in settlement, arbitration or mediation awards, interest, fines, penalties, costs and expenses (including, without limitation, reasonable attorney's fees and expenses, consultants' fees and expenses and court costs).

"MBE(s)" shall mean a business identified in the Directory of Certified Minority Business Enterprises published by the City's Department of Procurement Services, or otherwise certified by the City's Department of Procurement Services as a minority-owned business enterprise, related to the Procurement Program or the

Construction Program, as applicable.

"MBE/WBE Budget" shall mean the budget attached hereto as Exhibit H-2, as described in Section 10.03.

"MBEA/VBE Program" shall have the meaning set forth in Section 10.03 hereof.

"MSRB" shall have the meaning set forth in Section 8.27(c) hereof

"Municipal Code" shall mean the Municipal Code of the City of Chicago, as amended from time to time.

"New Mortgage" shall have the meaning set forth in Article 16 hereof.

"Non-Governmental Charges" shall mean all non-governmental charges, liens, claims, or encumbrances relating to Developer, the Property or the Project.

7

"OBM" shall have the meaning set forth in Section 8.27(c) hereof

"Phase I ESA" shall have the meaning set forth in Section 3.13(e) hereof.

"Phase II ESA" shall have the meaning set forth in Section 3.13(e).

"Permitted Liens" shall mean those liens and encumbrances against the Property and/or the Project set forth on Exhibit G hereto.

"Permitted Mortgage" shall have the meaning set forth in Article 16 hereof.

"Permitted Transfer" shall mean (i) removal of the general partner of the Owner by the Limited Partner, in accordance with the Owner's partnership agreement (the "Partnership Agreement"), provided the substitute general partner is acceptable to City in its sole discretion and the City provides its written consent (except no consent of the City shall be required under this Agreement if the substitute general partner is an affiliate of the Limited Partner and replacing the general partner of the Owner is for cause pursuant to the terms of the Partnership Agreement on an interim basis pending City approval of any new permanent Owner to be in place for a period of one (1) year or more); (ii) any pledge by the General Partner of the Owner to a Lender that is providing Lender Financing all of the General Partner's rights, title and interest in and to the Owner and under the Partnership Agreement as collateral for the Owner obligations under the loans made or to be made by the Lender to Owner; (iii) a transfer by the Limited Partner of its limited partner interest after the Closing Date to an unaffiliated entity with the prior written consent of the City; provided, however, that the prior written consent of DOH shall not be required for a transfer by the Limited Partner of its partnership interest after the Closing Date to an affiliated entity or an affiliate of Limited Partner, but thirty (30) days prior written notice to DOH is required; and (iv) a transfer pursuant to a foreclosure, deed in lieu of foreclosure or similar action, of the senior mortgage.

"Plans and Specifications" shall mean final construction documents containing a site plan and working drawings and specifications for the Project, as submitted to the City as the basis for obtaining building permits for the Project.

"Prior Expenditure(s)" shall have the meaning set forth in Section 4.05(a) hereof.

"Project" shall have the meaning set forth in the Recitals hereof.

"Project Budget" shall mean the budget attached hereto as Exhibit H-1, showing the total cost of the Project by line item, furnished by Developer to DPD, in accordance with Section 3.03 hereof.

"Property" shall have the meaning set forth in the Recitals hereof. "Purchase Price" shall have the meaning set forth in Section 3.13(a) hereof. "RAP Approval Letter" shall have the meaning set forth in Section 3.13(e). "REC(s)" shall have the meaning set forth in Section 3.13(e).

8

"Redevelopment Area" shall have the meaning set forth in the Recitals hereof.

"Redevelopment Plan" shall have the meaning set forth in the Recitals hereof.

"Redevelopment Project Costs" shall mean redevelopment project costs as defined in Section 5/11-74.4-3(q) of the Act that are included in the budget set forth in the Redevelopment Plan or otherwise referenced in the Redevelopment Plan.

"Released Claims" shall have the meaning set forth in Section 3.13(g).

"Remediation Work" shall mean all investigation, sampling, monitoring, testing, removal, response, disposal, storage, remediation, treatment and other activities necessary to obtain a Final NFR Letter for the Property in accordance with the terms and conditions of the SRP Documents, all requirements of the IEPA and all applicable Laws, including, without limitation, all applicable Environmental Laws.

"Requisition Form" shall mean the document, in the form attached hereto as Exhibit L, to be delivered by Developer to DPD pursuant to Section 4.04 of this Agreement.

"Scope Drawings" shall mean preliminary construction documents containing a site plan and preliminary drawings and specifications for the Project.

"SRP" shall mean the IEPA's Site Remediation Program as set forth in Title XVII of the Illinois Environmental Protection Act, 415 ILCS 5/58 et seq.. and the regulations promulgated thereunder.

"SRP Documents" shall mean all documents submitted to the IEPA under the SRP program, as amended or supplemented from time to time, including, without limitation, the Comprehensive Site Investigation and Remediation Objectives Report, the Remedial Action Plan, and the Remedial Action Completion Report.

"Survey" shall mean a plat of survey in the most recently revised form of ALTA/ACSM land title survey of the Property, meeting the 2011 Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys, effective February 23, 2011, dated within 75 days prior to the Closing Date, acceptable in form and content to the City and the Title Company, prepared by a surveyor registered in the State of Illinois, certified to the City

and the Title Company, and indicating whether the Property is in a flood hazard area as identified by the United States Federal Emergency Management Agency (and updates thereof to reflect improvements to the Property in connection with the construction of the Facility and related improvements as required by the City or lender(s) providing Lender Financing).

"TACO" shall mean the Tiered Approach to Corrective Action Objectives codified at 35 Ill. Adm. Code Part 742 et seq.

"Term of the Agreement" shall mean the period of time commencing on the Closing Date and ending on the later of: (a) any date to which DPD and Developer have agreed] or (b) the date on which the Redevelopment Area is no longer in effect through and including December 31, 2026.

9

"TIF Adoption Ordinance" shall have the meaning set forth in the Recitals hereof.

"TIF Bonds" shall have the meaning set forth in the Recitals hereof, if any.

"TIF Bond Ordinance" shall have the meaning set forth in the Recitals hereof.

"TIF Fund" shall mean the special tax allocation fund created by the City in connection with the Redevelopment Area into which the Incremental Taxes will be deposited.

"TIF-Funded Improvements" shall mean those improvements of the Project which (i) qualify as Redevelopment Project Costs, (ii) are eligible costs under the Redevelopment Plan and (iii) the City has agreed to pay for out of the City Funds, subject to the terms of this Agreement. Exhibit C lists the TIF-Funded Improvements for the Project.

"TIF Ordinances" shall have the meaning set forth in the Recitals hereof.

"Title Commitment" shall have the meaning set forth in Section 3.13(b) hereof.

"Title Company" shall mean Chicago Title Insurance Company.

"Title Policy" shall mean a title insurance policy in the most recently revised ALTA or equivalent form, showing Developer as the insured, noting the recording of this Agreement as an encumbrance against the Property, and a subordination agreement in favor of the City with respect to previously recorded liens against the Property related to Lender Financing, if any, issued by the Title Company.

"USTs" shall have the meaning set forth in Section 3.13(f).

"WARN Act" shall mean the Worker Adjustment and Retraining Notification Act (29 U.S.C. Section 2101 et seq.).

"WBE(s)" shall mean a business identified in the Directory of Certified Women Business Enterprises published by the City's Department of Procurement Services, or otherwise certified by the City's Department of Procurement Services as a women-owned business enterprise, related to the Procurement Program or the Construction Program, as applicable.

SECTION 3. THE PROJECT

1 The Project. With respect to the Facility, Developer shall, pursuant to the Plans and Specifications and subject to the provisions of Section 18.17 hereof: (i) commence construction no later than December 31, 2023; (ii) receive a partial Certificate of Occupancy no later than sixteen (16) months from the date construction commences; and (iii) complete construction and conduct business operations therein no later than six (6) months after receiving the partial Certificate of Occupancy.

2 Scope Drawings and Plans and Specifications. Developer has delivered the Scope Drawings and Plans and Specifications to DPD and DPD has approved same. After such initial approval, subsequent proposed changes to the Scope Drawings or Plans and Specifications shall be submitted to DPD as a Change Order pursuant to Section 3.04 hereof. The Scope Drawings

10

and Plans and Specifications shall at all times conform to the Redevelopment Plan and all applicable federal, state and local laws, ordinances and regulations. Developer shall submit all necessary documents to the City's Building Department, Department of Transportation and such other City departments or governmental authorities as may be necessary to acquire building permits and other required approvals for the Project.

3 Project Budget. Developer has furnished to DPD, and DPD has approved, a Project Budget showing total costs for the Project in an amount not less than Forty-Four Million and No/100 Dollars (\$44,000,000). Developer hereby certifies to the City that (a) the City Funds, together with Lender Financing and Equity described in Section 4.02 hereof, shall be sufficient to complete the Project. Developer hereby certifies to the City that (a) it has Lender Financing and Equity in an amount sufficient to pay for all Project costs; and (b) the Project Budget is true, correct and complete in all material respects. Developer shall promptly deliver to DPD certified copies of any Change Orders with respect to the Project Budget for approval pursuant to Section 3.04 hereof.

4 Change Orders. Except as provided below in this Section 3.04. all Change Orders (and documentation substantiating the need and identifying the source of funding therefor) relating to changes to the construction of the Project must be submitted by Developer to DPD concurrently with the progress reports described in Section 3.07 hereof; provided, that any Change Order relating to any of the following must be submitted by Developer to DPD for DPD's prior written approval: (a) a reduction in the gross or net square footage of the Project or Facility by five percent (5%) or more (either individually or cumulatively); (b) a change in the use of the Project or Facility to a use other than as described in Recital D to this Agreement; (c) a delay in the completion of the construction of the Project by six (6) months or more; or (d) Change Orders resulting in an aggregate increase to the Project Budget for the Project of ten percent (10%) or more. Developer shall not authorize or permit the performance of any work relating to any Change Order or the furnishing of materials in connection therewith prior to the receipt by Developer of DPD's written approval (to the extent said City prior approval is required pursuant to the terms of this Agreement). The Construction Contract, and each contract between the General Contractor and any subcontractor, shall contain a provision to this effect. An approved Change Order shall not be deemed to imply any obligation on the part of the City to increase the amount of City Funds which the City has pledged pursuant to this Agreement or provide any other additional assistance to Developer. Notwithstanding anything to the contrary in this Section 3.04. Change Orders other than those set forth above do not require DPD's prior written approval as set forth in this Section 3.04, but DPD shall be notified in writing of all such Change Orders within 10 business days after the execution of such Change Order and Developer, in connection with such notice, shall identify to DPD the source of funding therefor.

5 DPD Approval. Any approval granted by DPD of the Scope Drawings, Plans and Specifications

and the Change Orders is for the purposes of this Agreement only and does not affect or constitute any approval required by any other City department or pursuant to any City ordinance, code, regulation or any other governmental approval, nor does any approval by DPD pursuant to this Agreement constitute approval of the quality, structural soundness or safety of the Property or the Project.

6 Other Approvals. Any DPD approval under this Agreement shall have no effect upon, nor shall it operate as a waiver of, Developer's obligations to comply with the provisions of Section 5.03 (Other Governmental Approvals) hereof. Developer shall not commence

11

construction of the Project until Developer has obtained all necessary permits and approvals (including but not limited to DPD's approval of the Scope Drawings and Plans and Specifications) and proof of the General Contractor's and each subcontractor's bonding as required hereunder.

3.07 Progress Reports and Survey Updates. Developer shall provide DPD with written monthly progress reports detailing the status of the Project, including a revised completion date, if necessary (with any change in completion date being considered a Change Order, requiring DPD's written approval pursuant to Section 3.04). Developer shall provide three (3) copies of an updated Survey to DPD upon the request of DPD or any lender providing Lender Financing, reflecting improvements made to the Property.

3.08 Inspecting Agent or Architect. An independent agent or architect (other than Developer's architect) approved by DPD shall be selected to act as the inspecting agent or architect, at Developer's expense, for the Project. The inspecting agent or architect shall perform periodic inspections with respect to the Project, providing certifications with respect thereto to DPD, prior to requests for disbursement for costs related to the Project hereunder and/or pursuant to the Escrow Agreement. DPD may, in its sole discretion, use the inspecting architect employed by any lender as the inspecting agent or architect.

9 Barricades. Prior to commencing any construction requiring barricades, Developer shall install a construction barricade of a type and appearance satisfactory to the City and constructed in compliance with all applicable federal, state or City laws, ordinances and regulations. DPD retains the right to approve the maintenance, appearance, color scheme, painting, nature, type, content and design of all barricades.

10 Signs and Public Relations. Developer shall erect a sign of size and style approved by the City in a conspicuous location on the Property during the Project, indicating that financing has been provided by the City. The City reserves the right to include the name, photograph, artistic rendering of the Project and other pertinent information regarding Developer, the Property and the Project in the City's promotional literature and communications.

11 Utility Connections. Developer may connect all on-site water, sanitary, storm and sewer lines constructed on the Property to City utility lines existing on or near the perimeter of the Property, provided Developer first complies with all City requirements governing such connections, including the payment of customary fees and costs related thereto.

12 Permit Fees. In connection with the Project, Developer shall be obligated to pay only those building, permit, engineering, tap on and inspection fees that are assessed on a uniform basis throughout the City of Chicago and are of general applicability to other property within the City of Chicago.

13 Conveyance of Property. The following provisions shall govern the City's conveyance of the Property to Generations:

(a) Form of Deed. The City shall convey the City Parcels to Generations by quitclaim deed (the "Deed") for the sum of Two Dollars (or One Dollar per parcel) ("Purchase Price"), subject to the terms of this Agreement and, without limiting the quitclaim nature of the deed, the following:

12

- i) the Redevelopment Plan;
- ii) the standard exceptions in an ALTA title insurance policy;
- iii) all general real estate taxes and any special assessments or other taxes;
- iv) all easements, encroachments, covenants and restrictions of record and not shown of record;
- v) such other title defects as may exist; and
- vi) any and all exceptions caused by the acts of Developer or its agents.

Generations shall immediately reconvey the Property to Developer. Any reference to "Developer" in this Section 3.13 shall be deemed to include Generations, as the initial grantee of the Property, as applicable. Developer and the City acknowledge and agree that the fair market value of the Property, which equals _____ Dollars (\$ _____), exceeds the Purchase Price and that the City has only agreed to convey the Property to Generations (for immediate reconveyance to Developer) for the Purchase Price because Generations and Developer have agreed to execute this Agreement and comply with its terms and conditions.

(b) Title and Survey. Developer shall, no later than thirty (30) days prior to the Closing Date, obtain at its expense and deliver to the City a Survey of each of the City Parcels, the Developer Affiliated Parcels and the Property and a commitment for an owner's policy of title insurance issued by the Title Company (the "Title Commitment") in an amount not less than the fair market value of the Property. Developer shall be solely responsible for and shall pay all costs associated with updating the Title Commitment (including all search, continuation and later-date fees), and obtaining the Title Policy and any endorsements. The City shall have no obligation to cure title defects; provided, however, if there are exceptions for general real estate taxes due or unpaid prior to the Closing Date with respect to the City Parcels or liens for such unpaid property taxes, the City shall, as applicable, request that the County void the unpaid taxes as provided in Section 21-100 of the Property Tax Code, 35 ILCS 200/21-100, or file an application for a Certificate of Error with the Cook County Assessor, or file a tax injunction suit or petition to vacate a tax sale in the Circuit Court of Cook County. If, after taking the foregoing actions and diligently pursuing same, the City Parcels remain subject to any tax liens, or if the City Parcels are encumbered with any other exceptions that would adversely affect the use and insurability of the City Parcels for the development of the Project, Generations and Developer shall, as their sole remedy, have the option to either (i) proceed with the purchase subject to all defects and exceptions, or (ii) terminate this Agreement, whereupon this Agreement shall be null and void and,

except as otherwise specifically provided, neither the City, Generations, nor Developer shall have any further right, duty or obligation hereunder with respect to the Property. If Developer elects not to terminate this Agreement, Developer and Generations agree to accept title subject to all exceptions.

13

c) Closing. The conveyance of the Property shall take place on the Closing Date at the downtown offices of the Title Company or such other place as the parties may mutually agree upon in writing; provided, however, in no event shall the closing of the Property conveyance occur unless Developer has satisfied all conditions precedent set forth in this Agreement, unless DOH, in its sole discretion, waives such conditions. On or before the Closing Date, the City shall deliver to the Title Company the Deed, all necessary state, county and municipal real estate transfer tax declarations, and an ALTA statement. The City will not provide a gap undertaking. Developer shall pay to record the Deed and any other documents incident to the conveyance of the City Parcels and the Developer Affiliated Parcels to Generations. In the event Developer requires conveyance through an escrow, Developer shall pay all escrow fees.

d) "AS IS" SALE. THE DEVELOPER PARTIES ACKNOWLEDGE THAT THEY HAVE HAD OR WILL HAVE ADEQUATE OPPORTUNITY TO INSPECT AND EVALUATE THE STRUCTURAL, PHYSICAL AND ENVIRONMENTAL CONDITION AND RISKS OF THE CITY PARCELS AND ACCEPT THE RISK THAT ANY INSPECTION MAY NOT DISCLOSE ALL MATERIAL MATTERS AFFECTING THE CITY PARCELS. THE DEVELOPER PARTIES AGREE TO ACCEPT THE CITY PARCELS IN ITS "AS IS," "WHERE IS" AND "WITH ALL FAULTS" CONDITION AT CLOSING WITHOUT ANY COVENANT, REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, OF ANY KIND, AS TO THE STRUCTURAL, PHYSICAL OR ENVIRONMENTAL CONDITION OF THE CITY PARCELS OR THE SUITABILITY OF THE CITY PARCELS FOR ANY PURPOSE WHATSOEVER. THE DEVELOPER PARTIES ACKNOWLEDGE THAT THEY ARE RELYING SOLELY UPON THEIR OWN INSPECTION AND OTHER DUE DILIGENCE ACTIVITIES AND NOT UPON ANY INFORMATION (INCLUDING, WITHOUT LIMITATION, ENVIRONMENTAL STUDIES OR REPORTS OF ANY KIND) PROVIDED BY OR ON BEHALF OF THE CITY OR ITS AGENTS OR EMPLOYEES WITH RESPECT THERETO. THE DEVELOPER PARTIES AGREE THAT IT IS THEIR SOLE RESPONSIBILITY AND OBLIGATION TO PERFORM ANY REMEDIATION WORK AND TAKE SUCH OTHER ACTION AS IS NECESSARY TO PUT THE CITY PARCELS IN A CONDITION WHICH IS SUITABLE FOR ITS INTENDED USE.

e) Environmental Due Diligence. The Developer shall comply with the following environmental requirements, as such requirements may be amended by the Commissioner of the Department of Assets, Information and Services:

(i) Prior to the Closing Date, Developer shall perform a Phase I environmental site assessment of the Property in accordance with the requirements of the ASTM E 1527-13 standard ("Phase I ESA"). The City's Department of Assets, Information and Services ("AIS") shall have the right to review and approve the sufficiency of the Phase I ESA for the purpose of determining whether any environmental or health risks would be associated with the development of the Project. Upon AIS's request, Developer shall perform additional studies and tests, including, without limitation, updating or expanding the Phase I ESA. **If the Phase I ESA identifies any Recognized Environmental Condition(s) ("REC(s)"), Developer shall perform a Phase II Environmental Site Assessment ("Phase II ESA").** If the Phase II ESA discloses the presence of contaminants exceeding applicable

remediation objectives, Developer shall enroll the Property in the IEPA's SRP and thereafter take all necessary and proper steps to obtain written approval from the IEPA of a Remedial Action Plan ("RAP Approval Letter"). Developer acknowledges and agrees that the Closing will not occur, and it may not commence construction, until the IEPA issues, and AIS approves, the RAP Approval Letter for the Property. In the event the

14

remediation is not completed prior to the Closing, the Deed shall include a covenant obligating the grantee to remediate the Property in accordance with the terms of this Section 3.13(e). The City shall have the right to review in advance and approve all documents submitted to the IEPA under the SRP, as amended or supplemented from time to time, including, without limitation, the SRP Documents and any changes thereto, and Developer's estimate of the cost to perform the Remediation Work.

(ii) The City shall grant Developer the right, at its sole cost and expense, to enter the Property to perform the Phase I ESA and any other surveys, environmental assessments, soil tests and other due diligence it deems necessary or desirable to satisfy itself as to the condition of the Property. The obligation of Generations to purchase the Property is conditioned upon the Developer Parties being satisfied with the condition of the Property. If the Developer Parties determine that they are not satisfied, in their sole and absolute discretion, with the condition of the Property, Developer may terminate this Agreement by written notice to the City any time prior to the Closing Date, whereupon this Agreement shall be null and void and, except as otherwise specifically provided, neither the City nor the Developer Parties shall have any further right, duty or obligation hereunder with respect to the Property. If the Developer Parties elect not to terminate this Agreement pursuant to this Section 3.13(e) (ii), they shall be deemed satisfied with the condition of the Property.

f) Environmental Remediation. Upon receipt of the RAP Approval Letter for the Property, Developer covenants and agrees to complete all Remediation Work necessary to obtain a Final NFR Letter using all reasonable means. Developer shall cooperate and consult with the City at all relevant times (and in all cases upon the City's request) with respect to environmental matters. Developer shall bear sole responsibility for all aspects of the Remediation Work including, but not limited to, the removal of pre-existing building foundations, soil exceeding residential (or commercial, as applicable) remediation objectives as determined by 35 III. Adm. Code Part 742, demolition debris, and the removal or treatment of Hazardous Materials. In addition, Developer shall remove and close any identified underground storage tanks ("USTs ") in accordance with applicable regulations, including 41 III. Adm. Code Part 175, and shall properly address any identified leaking USTs in accordance with 35 III. Adm. Code Part 734. Developer shall promptly transmit to the City copies of all Environmental Documents prepared or received with respect to the Remediation Work, including, without limitation, any written communications delivered to or received from the IEPA or other regulatory agencies. Developer acknowledges and agrees that the City will not issue a Certificate of Occupancy for the Property until the IEPA has issued, the City has approved, and Developer has recorded with the Office of the Recorder of Deeds of Cook County, a Final NFR Letter for the Property, which approval shall not be unreasonably withheld. Developer must abide by the terms and conditions of the Final NFR letter.

g) Release and Indemnification. Developer, on behalf of itself and the Developer Parties, shall be deemed to release, relinquish and forever discharge the City, its officers, agents and employees, from and against any and all Losses which Developer or any of the Developer Parties ever had, now have, or hereafter may have, whether grounded in tort or contract or otherwise, in any and all courts or other forums, of whatever kind or nature, whether known or unknown, foreseen or unforeseen, now existing or occurring after the Closing Date, based upon, arising out of or in any way connected with, directly or indirectly (i) any environmental contamination, pollution or hazards associated with the Property or any improvements, facilities or operations located or formerly located thereon, including, without limitation, any release,

emission, discharge, generation, transportation, treatment, storage or disposal of Hazardous Materials, or threatened release, emission or discharge of Hazardous Materials; (ii) the structural, physical or environmental condition of the Property, including, without limitation, the presence or suspected presence of Hazardous Materials in, on, under or about the Property or the migration of Hazardous Materials from or to the Property; (iii) any violation of, compliance with, enforcement of or liability under any Environmental Laws, including, without limitation, any governmental or regulatory body response costs, natural resource damages or Losses arising under CERCLA; and (iv) any investigation, cleanup, monitoring, remedial, removal or restoration work required by any federal, state or local governmental agency or political subdivision or other third party in connection or associated with the Property or any improvements, facilities or operations located or formerly located thereon (collectively, "Released Claims"). Furthermore, upon the Closing, Developer shall indemnify, defend (through an attorney reasonably acceptable to the City) and hold the City and its officers, agents and employees harmless from and against any and all Losses which may be made or asserted by any third parties (including, without limitation, any of the Developer Parties) arising out of or in any way connected with, directly or indirectly, any of the Released Claims.

(h) Release Runs with the Land. The covenant of release in Section 3.13(g) above shall run with the Property, and shall be binding upon all successors and assigns of Developer with respect to the Property, including, without limitation, each and every person, firm, corporation, limited liability company, trust or other entity owning, leasing, occupying, using or possessing any portion of the Property under or through Generations or Developer following the date of the Deed.

The Developer Parties acknowledge and agree that the foregoing covenant of release constitutes a material inducement to the City to enter into this Agreement, and that, but for such release, the City would not have agreed to convey the Property to Generations (for immediate reconveyance to Developer). It is expressly agreed and understood by and between Developer and the City that, should any future obligation of Developer or any of the Developer Parties arise or be alleged to arise in connection with any environmental, soil or other condition of the Property, neither Developer nor any of the Developer Parties will assert that those obligations must be satisfied in whole or in part by the City because Section 3.13(g) contains a full, complete and final release

of

all such claims.

(i) Notification to the Cook County Assessor of Change in Use and Ownership. Prior to the Closing Date, Developer shall complete a letter of notification, in accordance with 35 ILCS 200/15-20, notifying the Cook County Assessor that there has been a change in use and ownership of the Property. On the Closing Date, Developer shall pay to the Title Company the cost of sending the notification to the Cook County Assessor via certified mail, return receipt requested. After delivery of the notification, Developer shall forward a copy of the return receipt

to DOH, with a copy to the City's Corporation Counsel's office.

(g) Survival. This Section 3.13 shall survive the Closing Date or any termination of this Agreement (regardless of the reason for such termination).

SECTION 4. FINANCING

4.01 Total Project Cost and Sources of Funds. The cost of the Project is estimated to be \$44,105,902, to be applied in the manner set forth in the Project Budget. Such costs shall be funded from the following sources:

16

Equity (subject to Sections f4.03(b)1 and 4.06)	\$[21,507,602] (includes deferred developer fee)]
\$20,922,908	LIHTC Equity
\$ 100	GP Equity
\$ 584,594	Deferred Developer Fee
Lender Financing-Loans other than City Loan	\$6,098,300
Lender Financing-City Loan	\$6,500,000 (various Multi-Family Funds)
Estimated City Funds (subject to Section 4.03)	\$10,000,000 (TIF Grant)

ESTIMATED TOTAL

\$44,105,902

2 Developer Funds. Equity and/or Lender Financing may be used to pay any Project cost, including but not limited to Redevelopment Project Costs. Equity and/or Lender Financing shall be used to pay all Project costs, including but not limited to Redevelopment Project costs and costs of TIF-Funded Improvements.

3 City Funds.

a) Uses of City Funds. City Funds may only be used to pay directly or reimburse Developer Parties

for costs of TIF-Funded Improvements that (i) are incurred by the Developer Party to be reimbursed and (ii) constitute Redevelopment Project Costs. Exhibit C sets forth, by line item, the TIF-Funded Improvements for the Project, and the maximum amount of costs that may be paid by or reimbursed from City Funds for each line item therein (subject to Sections 4.03(b) and 4.05(d)), contingent upon receipt by the City of documentation satisfactory in form and substance to DPD evidencing such cost and its eligibility as a Redevelopment Project Cost.

b) Sources of City Funds. Subject to the terms and conditions of this Agreement, including but not limited to this Section 4.03 and Section 5 hereof, the City hereby agrees to provide City funds from the sources and in the amounts described directly below (the "City Funds") to pay for or reimburse Developer for the costs of the TIF-Funded Improvements:

Source of City Funds

Maximum Amount

Incremental Taxes \$10,000,000

provided, however, that the total amount of City Funds expended for TIF-Funded Improvements shall be an amount not to exceed the lesser of Ten Million and No/100 Dollars (\$10,000,000) or Twenty-Two and 6727/10000 percent (22.6727%) of the actual total Project costs; and provided further, that the \$10,000,000 to be derived from Incremental Taxes shall be available to pay costs related to TIF-Funded Improvements and allocated by the City for that purpose only so long as:

(i) The amount of the Incremental Taxes deposited into the TIF Fund shall be sufficient to pay for such costs; and

(ii) The City has been reimbursed from Incremental Taxes for the amount previously disbursed by the City for TIF-Funded Improvements.

17

Developer acknowledges and agrees that the City's obligation to pay for TIF-Funded Improvements up to a maximum of \$10,000,000 is contingent upon the fulfillment of the conditions set forth in Section 4.03(a) and Section 4.03(b). In the event that such conditions are not fulfilled, the amount of Equity to be contributed by Developer pursuant to Section 4.01 hereof shall increase proportionately.

c) **INTENTIONALLY OMITTED**

d) Retainage. The last disbursement of City Funds shall only be released upon completion of construction and issuance of the Certificate pursuant to Section 7.01 herein.

4 Construction Escrow; Requisition Form. (a) The City and Developer hereby agree to enter into the Disbursement Agreement and/or the Escrow Agreement. All disbursements of Project funds (except for the Prior Expenditures, if any, and acquisition costs disbursed through a deed and money escrow at the closing) shall be made through either (i) the disbursement of City Funds by the City pursuant to a Requisition Form submitted by Developer or (ii) the funding of draw requests with respect thereto pursuant to the Disbursement Agreement, Escrow Agreement and this Agreement. In case of any conflict between the terms of this Agreement and the Disbursement Agreement or Escrow Agreement, the terms of this Agreement shall control. The City must receive copies of, and retains the right to approve, any draw requests and related documents submitted to the Title Company for disbursements under the Escrow Agreement and the Disbursement

Agreement.

(b) Along with the relevant draw request, upon completion of each of one-quarter, one-half, three-quarters of construction and final completion and issuance of the Certificate as provided in Section 7.01 herein, Developer shall also provide DPD with a Requisition Form, along with the documentation described therein. As set forth above, requisition for reimbursement of TIF-Funded Improvements shall be made not more than four times during construction of the Project and after at least each of (i) one-quarter of construction completion, (ii) one-half of construction completion (iii) three-quarters of construction completion and (iv) upon final completion. Developer shall meet with DPD at the request of DPD to discuss the Requisition Form(s) previously delivered.

5 Treatment of Prior Expenditures and Subsequent Disbursements.

a) Prior Expenditures. Only those expenditures made by Developer with respect to the Project prior to the Closing Date, evidenced by documentation satisfactory to DPD and approved by DPD as satisfying costs covered in the Project Budget, shall be considered previously contributed Equity or Lender Financing hereunder (the "Prior Expenditures"). DPD shall have the right, in its sole discretion, to disallow any such expenditure as a Prior Expenditure. Exhibit D hereto sets forth the prior expenditures approved by DPD as of the date hereof as Prior Expenditures. Prior Expenditures made for items other than TIF-Funded Improvements shall not be reimbursed to Developer, but shall reduce the amount of Equity and/or Lender Financing required to be contributed by Developer pursuant to Section 4.01 hereof.

b) INTENTIONALLY OMITTED.

c) INTENTIONALLY OMITTED..

18

d) Allocation Among Line Items. Disbursements for expenditures related to TIF-Funded Improvements may be allocated to and charged against the appropriate line only, with transfers of costs and expenses from one line item to another, without the prior written consent of DPD, being prohibited; provided, however, that such transfers among line items, in an amount not to exceed \$25,000 or \$100,000 in the aggregate, may be made without the prior written consent of DPD.

e) Allocation of Costs With Respect To Sources of Funds.

i) Disbursement of Equity. Each amount paid pursuant to this Agreement, whether for TIF-Funded Improvements or otherwise, shall be charged first to Equity.

ii) Disbursement of Lender Financing. After there is no Equity remaining, each amount paid pursuant to this Agreement, whether for TIF-Funded Improvements or otherwise, shall be charged to Lender Financing.

iii) Disbursement of City Funds. After there is no Equity or Lender Financing remaining, each amount paid pursuant to this Agreement shall be charged to City Funds, to be used to directly pay for, or reimburse Developer for its previous payment for (out of Equity or Lender Financing) TIF-Funded Improvements; [provided that costs of TIF-Funded Improvements that are to be paid from City Funds derived from (1) [Available] [Incremental Taxes on deposit from time to time in the TIF Fund, and/or (2) proceeds of TIF Bonds, if any, shall be payable by the City only to the extent that such funds are available.

6 Cost Overruns. If the aggregate cost of the TIF-Funded Improvements exceeds City Funds available pursuant to Section 4.03 hereof, or if the cost of completing the Project exceeds the Project Budget, Developer shall be solely responsible for such excess cost, and shall hold the City harmless from any and all costs and expenses of completing the TIF-Funded Improvements in excess of City Funds and of completing the Project.

7 Preconditions of Disbursement . Prior to each disbursement of City Funds hereunder, Developer shall submit documentation regarding the applicable expenditures to DPD, which shall be satisfactory to DPD in its sole discretion. Delivery by Developer to DPD of any request for disbursement of City Funds hereunder shall, in addition to the items therein expressly set forth, constitute a certification to the City, as of the date of such request for disbursement, that:

a) the total amount of the disbursement request shown on the Requisition Form or other disbursement request acceptable to the City, as applicable, represents the actual amount payable to (or paid to) the General Contractor and/or subcontractors who have performed work on the Project, and/or their payees;

b) all amounts shown as previous payments on the current disbursement request or Requisition Form, as applicable, have been paid to the parties entitled to such payment;

(c) Developer has approved all work and materials for the current disbursement request or Requisition Form, as applicable, and such work and materials conform to the Plans and Specifications;

19

d) the representations and warranties contained in this Redevelopment Agreement are true and correct and Developer is in compliance with all covenants contained herein;

e) Developer has received no notice and has no knowledge of any liens or claim of lien either filed or threatened against the Property except for the Permitted Liens or any liens that Developer bonds over and Title Company insures over.

f) no Event of Default or condition or event which, with the giving of notice or passage of time or both, would constitute an Event of Default exists or has occurred; and

(g) the Project is In Balance. The Project shall be deemed to be in balance ("In Balance") only if the total of the available Project funds equals or exceeds the aggregate of the amount necessary to pay all unpaid Project costs incurred or to be incurred in the completion of the Project. "Available Project Funds" as used herein shall mean: (i) the undisbursed City Funds; (ii) the undisbursed Lender Financing, if any; (iii) the undisbursed Equity and (iv) any other amounts deposited by Developer pursuant to this Agreement. Developer hereby agrees that, if the Project is not In Balance, Developer shall, within 10 days after a written request by the City, deposit with the escrow agent or will make available (in a manner acceptable to the City), cash in an amount that will place the Project In Balance, which deposit shall first be exhausted before any further disbursement of the City Funds shall be made.

The City shall have the right, in its discretion, to require Developer to submit further documentation as the City may require in order to verify that the matters certified to above are true and correct, and any

[disbursement] [execution of a Certificate of Expenditure] by the City shall be subject to the City's review and approval of such documentation and its satisfaction that such certifications are true and correct; provided, however, that nothing in this sentence shall be deemed to prevent the City from relying on such certifications by Developer. In addition, Developer shall have satisfied all other preconditions of [disbursement of City Funds for each disbursement] [execution of a Certificate of Expenditure], including but not limited to requirements set forth in the Bond Ordinance, if any, TIF Bond Ordinance, if any, the Bonds, if any, the TIF Bonds, if any, the TIF Ordinances, this Agreement and/or the Escrow Agreement.

8 Conditional Grant. The City Funds being provided hereunder are being granted on a conditional basis, subject to the Developer's compliance with the provisions of this Agreement. The City Funds are subject to being reimbursed as set forth herein.

9 INTENTIONALLY OMITTED.

SECTION 5. CONDITIONS PRECEDENT

The following conditions have been complied with to the City's satisfaction on or prior to the Closing Date:

5.01 Project Budget. Developer has submitted to DPD, and DPD has approved, a Project Budget in accordance with the provisions of Section 3.03 hereof.

20

2 Scope Drawings and Plans and Specifications. Developer has submitted to DPD, and DPD has approved, the Scope Drawings and Plans and Specifications accordance with the provisions of Section 3.02 hereof.

3 Other Governmental Approvals. Developer has secured all other necessary approvals and permits required by any state, federal, or local statute, ordinance or regulation and has submitted evidence thereof to DPD.

4 Financing. Developer has furnished proof reasonably acceptable to the City that Developer has Equity and Lender Financing in the amounts set forth in Section 4.01 hereof to complete the Project and satisfy its obligations under this Agreement. If a portion of such funds consists of Lender Financing, Developer has furnished proof as of the Closing Date that the proceeds thereof are available to be drawn upon by Developer as needed and are sufficient (along with other sources set forth in [Section 4.01]) to complete the Project. Developer acknowledges that the City will be a party to any construction escrow agreement entered into by Developer regarding the Lender Financing. Any liens against the Property in existence at the Closing Date have been subordinated to certain encumbrances of the City set forth herein pursuant to a Subordination Agreement, in a form acceptable to the City, executed on or prior to the Closing Date, which is to be recorded, at the expense of Developer, with the Office of the Recorder of Deeds of Cook County.

5 Acquisition and Title. On the Closing Date, Developer has furnished the City with a copy of the Title Policy for the Property, certified by the Title Company, showing Developer as the named insured. The Title Policy is dated as of the Closing Date and contains only those title exceptions listed as Permitted Liens on Exhibit G hereto and evidences the recording of this Agreement pursuant to the provisions of Section 8.18 hereof. The Title Policy also contains such endorsements as shall be required by Corporation Counsel,

including but not limited to an owner's comprehensive endorsement and satisfactory endorsements regarding zoning (e.g. 3.1 with parking), contiguity, location, access and survey. Developer has provided to DPD, on or prior to the Closing Date, documentation related to the purchase of the Property and certified copies of all easements and encumbrances of record with respect to the Property not addressed, to DPD's satisfaction, by the Title Policy and any endorsements thereto.

6 Evidence of Clean Title. Developer, at its own expense, has provided the City with searches as indicated in the chart below under Developer's name (and the following trade names of Developer: 43 Green JV LLC, a Delaware limited liability company; 43rd and Prairie Phase II LLC, an Illinois limited liability company; Generations Housing Initiatives, an Illinois not-for-profit corporation; Habitat 43 Green LLC, an Illinois limited liability company; Habitat Acquisitions Company LLC, an Illinois limited liability company; and The Habitat Company LLC, an Illinois limited liability company) showing no liens against Developer, the Property or any fixtures now or hereafter affixed thereto, except for the Permitted Liens:

Jurisdiction	Searches
Secretary of State	UCC, Federal tax
Cook County Recorder	UCC, Fixtures, Federal tax, State tax, Memoranda of judgments
U.S. District Court	Pending suits and judgments
Clerk of Circuit Court, Cook County	Pending suits and judgments

21

5.07 Surveys. Developer has furnished the City with three (3) copies of the Survey.

8 Insurance. Developer, at its own expense, has insured the Property in accordance with Section 12 hereof, and has delivered certificates required pursuant to Section 12 hereof evidencing the required coverages to DPD.

9 Opinion of Developer's Counsel. On the Closing Date, Developer has furnished the City with an opinion of counsel, substantially in the form attached hereto as Exhibit J, with such changes as required by or acceptable to Corporation Counsel. If Developer has engaged special counsel in connection with the Project, and such special counsel is unwilling or unable to give some of the opinions set forth in Exhibit J hereto, such opinions were obtained by Developer from its general corporate counsel.

10 Evidence of Prior Expenditures. Developer has provided evidence satisfactory to DPD in its sole discretion of the Prior Expenditures in accordance with the provisions of Section 4.05(a) hereof.

11 Financial Statements. Developer has provided Financial Statements to DPD for its most recent fiscal year, and audited or unaudited interim financial statements.

12 Documentation; Employment Plan. The Developer has provided documentation to DPD, satisfactory in form and substance to DPD, with respect to current employment matters in connection with the construction or rehabilitation work on the Project, including the reports described in Section 8.07. At least thirty (30) days prior to the Closing Date, the Developer has met with either (a) the Workforce Solutions division of DPD or (b) the manager of Project from DOH to review employment opportunities with the Developer during construction and after construction work on the Project is completed. On or before the Closing Date, Developer has provided to DPD or DOH, the Employment Plan for the Project (the "Employment Plan") which has been approved. The Employment Plan includes, without limitation, the Developer's estimates of future job openings, titles, position descriptions, qualifications, recruiting, training,

placement and such other information as DPD has requested relating to the Project. It is currently anticipated that one hundred thirty-five (135) construction related jobs will be created during the construction period and approximately twenty-five (25) permanent jobs will be created related to property management and in the commercial space that is part of the Project.

13 Environmental. Developer has provided DPD with copies of that certain phase I environmental audit completed with respect to the Property and any phase II environmental audit with respect to the Property required by the City. Developer has provided the City with a letter from the environmental engineer(s) who completed such audit(s), authorizing the City to rely on such audits.

14 Corporate Documents; Economic Disclosure Statement. Developer has provided a copy of its Certificate of Existence containing the original certification of the Secretary of State of its state of formation; certificates of good standing from the Secretary of State of its state of organization and all other states in which Developer is qualified to do business; a secretary's certificate in such form and substance as the Corporation Counsel may require; limited partnership agreement; and such other corporate documentation as the City has requested.

22

Parties acknowledge that this Section may be revised to refer to other appropriate organizational documents.

Developer has provided to the City an EDS, dated as of the Closing Date, which is incorporated by reference, and Developer further will provide any other affidavits or certifications as may be required by federal, state or local law in the award of public contracts, all of which affidavits or certifications are incorporated by reference. Notwithstanding acceptance by the City of the EDS, failure of the EDS to include all information required under the Municipal Code renders this Agreement voidable at the option of the City. Developer and any other parties required by this Section 5.14 to complete an EDS must promptly update their EDS(s) on file with the City whenever any information or response provided in the EDS(s) is no longer complete and accurate, including changes in ownership and changes in disclosures and information pertaining to ineligibility to do business with the City under Chapter 1-23 of the Municipal Code, as such is required under Sec. 2-154-020, and failure to promptly provide the updated EDS(s) to the City will constitute an event of default under this Agreement.

5.15 Litigation. Developer has provided to Corporation Counsel and DPD, a description of all pending or threatened litigation or administrative proceedings involving Developer, specifying, in each case, the amount of each claim, an estimate of probable liability, the amount of any reserves taken in connection therewith and whether (and to what extent) such potential liability is covered by insurance.

SECTION 6. AGREEMENTS WITH CONTRACTORS

6.01 Bid Requirement for General Contractor and Subcontractors, (a) Except as set forth in Section 6.01 (b) below, prior to entering into an agreement with a General Contractor or any subcontractor for construction of the Project, Developer shall solicit, or shall cause the General Contractor to solicit, bids from qualified contractors eligible to do business with, [and having an office located in,] the City of Chicago, and shall submit all bids received to DPD for its inspection and written approval, (i) For the TIF-Funded Improvements, Developer shall select the General Contractor (or shall cause the General Contractor to select the subcontractor) submitting the lowest responsible bid who can complete the Project in a timely manner. If Developer selects a General Contractor (or the General Contractor selects any subcontractor) submitting other than the lowest responsible bid for the TIF-Funded Improvements, the difference between the lowest

responsible bid and the bid selected may not be paid out of City Funds, (ii) For Project work other than the TIF-Funded Improvements, if Developer selects a General Contractor (or the General Contractor selects any subcontractor) who has not submitted the lowest responsible bid, the difference between the lowest responsible bid and the higher bid selected shall be subtracted from the actual total Project costs for purposes of the calculation of the amount of City Funds to be contributed to the Project pursuant to Section 4.03(b) hereof [If your transaction doesn't use the percentage formula for calculation of the amount of City Funds, delete (ii).] Developer shall submit copies of the Construction Contract to DPD in accordance with Section 6.02 below. Photocopies of all subcontracts entered or to be entered into in connection with the TIF-Funded Improvements shall be provided to DPD within five (5) business days of the execution thereof. Developer shall ensure that the General Contractor shall not (and shall cause the General Contractor to ensure that the subcontractors shall not) begin work on the Project until the Plans and Specifications have been approved by DPD and all requisite permits have been obtained.

23

(b) If, prior to entering into an agreement with a General Contractor for construction of the Project, Developer does not solicit bids pursuant to Section 6.01(a) hereof, then the fee of the General Contractor proposed to be paid out of City Funds shall not exceed 10% of the total amount of the Construction Contract. Except as explicitly stated in this paragraph, all other provisions of Section 6.01(a) shall apply, including but not limited to the requirement that the General Contractor shall solicit competitive bids from all subcontractors. Developer and City may agree on additional provisions.

2 Construction Contract. Prior to the execution thereof, Developer shall deliver to DPD a copy of the proposed Construction Contract with the General Contractor selected to handle the Project in accordance with Section 6.01 above, for DPD's prior written approval, which shall be granted or denied within ten (10) business days after delivery thereof. Within ten (10) business days after execution of such contract by Developer, the General Contractor and any other parties thereto, Developer shall deliver to DPD and Corporation Counsel a certified copy of such contract together with any modifications, amendments or supplements thereto.

3 Performance and Payment Bonds. Prior to commencement of construction of any portion of the Project, Developer shall require that the General Contractor be bonded for its performance and payment by sureties having an AA rating or better using either a bond in the form attached as Exhibit O hereto or American Institute of Architect's Form No. A311 or its equivalent. Prior to the commencement of any portion of the Project which includes work on the public way, Developer shall require that the General Contractor be bonded for its payment by sureties having an AA rating or better using a bond in the form attached as Exhibit Q hereto. The City shall be named as obligee or co-obligee on any such bonds.

4 Employment Opportunity. Developer shall contractually obligate and cause the General Contractor and each subcontractor to agree to the provisions of Section 10 hereof.

5 Other Provisions. In addition to the requirements of this Section 6, the Construction Contract and each contract with any subcontractor shall contain provisions required pursuant to Section 3.04 (Change Orders), Section 8.09 (Prevailing Wage), Section 10.01(e) (Employment Opportunity), Section 10.02 (City Resident Employment Requirement) Section 10.03 (MBE/WBE Requirements, as applicable), Section 12 (Insurance) and Section 14.01 (Books and Records) hereof. Photocopies of all contracts or subcontracts entered or to be entered into in connection with the TIF-Funded Improvements shall be provided to DPD within five (5) business days of the execution thereof.

SECTION 7. COMPLETION OF CONSTRUCTION OR REHABILITATION

7.01 Certificate of Completion of Construction or Rehabilitation. Upon completion of the construction of the Project in accordance with the terms of this Agreement [and after the final disbursement from the Escrow], and upon Developer's written request, DPD shall issue to Developer a Certificate in recordable form certifying that Developer has fulfilled its obligation to complete the Project in accordance with the terms of this Agreement. DPD shall respond to Developer's written request for a Certificate within forty-five (45) days by issuing either a Certificate or a written statement detailing the ways in which the Project does not conform to this Agreement or has not been satisfactorily completed, and the measures which must be taken by Developer in order to obtain the Certificate. Developer may resubmit a written request for a Certificate upon completion of such measures.

24

2 Effect of Issuance of Certificate: Continuing Obligations. The Certificate relates only to the construction of the Project, and upon its issuance, the City will certify that the terms of the Agreement specifically related to Developer's obligation to complete such activities have been satisfied. After the issuance of a Certificate, however, all executory terms and conditions of this Agreement and all representations and covenants contained herein will continue to remain in full force and effect throughout the Term of the Agreement as to the parties described in the following paragraph, and the issuance of the Certificate shall not be construed as a waiver by the City of any of its rights and remedies pursuant to such executory terms.

Those covenants specifically described at Sections 8.02, 8.06, 8.19 and 8.24 as covenants that run with the land are the only covenants in this Agreement intended to be binding upon any transferee of the Property (including an assignee as described in the following sentence) throughout the Term of the Agreement notwithstanding the issuance of a Certificate; provided, that upon the issuance of a Certificate, the covenants set forth in Section 8.02 shall be deemed to have been fulfilled. The other executory terms of this Agreement that remain after the issuance of a Certificate shall be binding only upon Developer or a permitted assignee of Developer who, pursuant to Section 18.151 of this Agreement, has contracted to take an assignment of Developer's rights under this Agreement and assume Developer's liabilities hereunder.

3 Failure to Complete. If Developer fails to complete the Project in accordance with the terms of this Agreement, then the City has, but shall not be limited to, any of the following rights and remedies:

a) the right to terminate this Agreement and cease all disbursement of City Funds not yet disbursed pursuant hereto;

b) the right (but not the obligation) to complete those TIF-Funded Improvements that are public improvements and to pay for the costs of TIF-Funded Improvements (including interest costs) out of City Funds or other City monies. In the event that the aggregate cost of completing the TIF-Funded Improvements exceeds the amount of City Funds available pursuant to Section 4.01, Developer shall reimburse the City for all reasonable costs and expenses incurred by the City in completing such TIF-Funded Improvements in excess of the available City Funds; and

c) the right to seek reimbursement of the City Funds from Developer.

4 Notice of Expiration of Term of Agreement. Upon the expiration of the Term of the Agreement, DPD shall provide Developer, at Developer's written request, with a written notice in recordable form stating that the Term of the Agreement has expired.

SECTION 8. COVENANTS/REPRESENTATIONS/WARRANTIES OF DEVELOPER.

8.01 General. Developer, Manager of GP and Generations each individually and collectively represent, warrant and covenant, as of the date of this Agreement and as of the date of each disbursement of City Funds hereunder, that:

(a) (i) Developer is a Delaware limited partnership duly organized, validly existing, qualified to do business in its state of incorporation/organization and in Illinois, and licensed to do business in any other state where, due to the nature of its activities or properties, such qualification or

25

license is required, (ii) Manager of GP is an Illinois limited liability company duly organized, validly existing, qualified to do business in its state of incorporation/organization and in Illinois, and licensed to do business in any other state where, due to the nature of its activities or properties, such qualification or license is required, and (iii) Generations is an Illinois not-for-profit corporation duly organized, validly existing, qualified to do business in Illinois, and licensed to do business in any other state where, due to the nature of its activities or properties, such qualification or license is required ;

b) Developer, Manager of GP and Generations each has the right, power and authority to enter into, execute, deliver and perform this Agreement;

c) the execution, delivery and performance by each of Developer, Manager of GP and Generations of this Agreement has been duly authorized by all necessary partnership, company and corporate, as applicable, action, and does not and will not violate its [Articles of Incorporation/Articles of Organization] or [by-laws/partnership agreement/operating agreement] as amended and supplemented, any applicable provision of law, or constitute a breach of, default under or require any consent under any agreement, instrument or document to which Developer is now a party or by which Developer is now or may become bound;

d) unless otherwise permitted or not prohibited pursuant to or under the terms of this Agreement, Developer shall acquire and shall maintain good, indefeasible and merchantable fee simple title to the Property (and all improvements thereon) free and clear of all liens (except for the Permitted Liens, Lender Financing as disclosed in the Project Budget and non-governmental charges that Developer is contesting in good faith pursuant to Section 8.15 hereof)

e) Developer is now and for the Term of the Agreement shall remain solvent and able to pay its debts as they mature;

f) there are no actions or proceedings by or before any court, governmental commission, board, bureau or any other administrative agency pending, threatened or affecting Developer which would impair its ability to perform under this Agreement;

g) Developer has and shall maintain all government permits, certificates and consents (including, without limitation, appropriate environmental approvals) necessary to conduct its business and to construct, complete and operate the Project;

h) Developer is not in default with respect to any indenture, loan agreement, mortgage, deed, note or any other agreement or instrument related to the borrowing of money to which Developer is a party or by which Developer is bound;

(i) the Financial Statements are, and when hereafter required to be submitted will be, complete, correct in all material respects and accurately present the assets, liabilities, results of

operations and financial condition of Developer, and there has been no material adverse change in the assets, liabilities, results of operations or financial condition of Developer since the date of Developer's most recent Financial Statements;

(j) prior to the issuance of a Certificate, Developer shall not do any of the following without the prior written consent of DPD: (1) be a party to any merger, liquidation or consolidation; (2) sell, transfer, convey, lease or otherwise dispose of all or substantially all of its assets or any

26

portion of the Property (including but not limited to any fixtures or equipment now or hereafter attached thereto) except in the ordinary course of business; (3) enter into any transaction outside the ordinary course of Developer's business; (4) assume, guarantee, endorse, or otherwise become liable in connection with the obligations of any other person or entity (except as specifically allowed pursuant to the terms of this Agreement); or (5) enter into any transaction that would cause a material and detrimental change to Developer's financial condition;

(k) Developer has not incurred, and, prior to the issuance of a Certificate, shall not, without the prior written consent of the Commissioner of DPD, allow the existence of any liens against the Property (or improvements thereon) other than the Permitted Liens; or incur any indebtedness, secured or to be secured by the Property (or improvements thereon) or any fixtures now or hereafter attached thereto, except Lender Financing disclosed in the Project Budget;

(l) has not made or caused to be made, directly or indirectly, any payment, gratuity or offer of employment in connection with the Agreement or any contract paid from the City treasury or pursuant to City ordinance, for services to any City agency ("City Contract") as an inducement for the City to enter into the Agreement or any City Contract with Developer in violation of Chapter 2-156-120 of the Municipal Code; and

(m) neither Developer nor any affiliate of Developer is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury, the Bureau of Industry and Security of the U.S. Department of Commerce or their successors, or on any other list of persons or entities with which the City may not do business under any applicable law, rule, regulation, order or judgment: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List. For purposes of this subparagraph (m) only, the term "affiliate," when used to indicate a relationship with a specified person or entity, means a person or entity that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with such specified person or entity, and a person or entity shall be deemed to be controlled by another person or entity, if controlled in any manner whatsoever that results in control in fact by that other person or entity (or that other person or entity and any persons or entities with whom that other person or entity is acting jointly or in concert), whether directly or indirectly and whether through share ownership, a trust, a contract or otherwise.

(n) Developer understands that (i) the City Funds are limited obligations of the City, payable solely from moneys on deposit in the TIF Fund; (ii) the City Funds do not constitute indebtedness of the City within the meaning of any constitutional or statutory provision or limitation; (iii) Developer will have no right to compel the exercise of any taxing power of the City for payment of the City Funds; and (iv) the City Funds do not and will not represent or constitute a general obligation or a pledge of the faith and credit of the City, the State of Illinois or any political subdivision thereof;

(o) Developer has sufficient knowledge and experience in financial and business matters, including municipal projects and revenues of the kind represented by the City Funds, and has been supplied with access to information to be able to evaluate the risks associated with the receipt of City Funds;

(p) Developer understands that there is no assurance as to the amount or timing of receipt of City Funds, and that the amounts of City Funds actually received by such party may be substantially less than the maximum amounts set forth in Section 4.03(b);

(q) Developer understands it may not sell, assign, pledge or otherwise transfer its interest in this Agreement or City Funds in whole or in part except in accordance with the terms of Section 18.21 of this Agreement, and, to the fullest extent permitted by law, agrees to indemnify the City for any losses, claims, damages or expenses relating to or based upon any sale, assignment, pledge or transfer of City Funds in violation of this Agreement; and

(r) Developer acknowledges that with respect to City Funds, the City has no obligation to provide any continuing disclosure to the Electronic Municipal Market Access System maintained by the Municipal Securities Rulemaking Board, to any holder of a note relating to City Funds or any other person under Rule 15c2-12 of the Commission promulgated under the Securities Exchange Act of 1934 or otherwise, and shall have no liability with respect thereto.

2 Covenant to Redevelop. Upon DPD's approval of the Project Budget, the Scope Drawings and Plans and Specifications as provided in Sections 3.02 and 3.03 hereof, and Developer's receipt of all required building permits and governmental approvals, Developer shall redevelop the Property in accordance with this Agreement and all Exhibits attached hereto, the TIF Ordinances, [the Bond Ordinance, the TIF Bond Ordinance], the Scope Drawings, Plans and Specifications, Project Budget and all amendments thereto, and all federal, state and local laws, ordinances, rules, regulations, executive orders and codes applicable to the Project, the Property and/or Developer. The covenants set forth in this Section shall run with the land and be binding upon any transferee, but shall be deemed satisfied upon issuance by the City of a Certificate with respect thereto.

3 Redevelopment Plan. Developer represents that the Project is and shall be in compliance with all of the terms of the Redevelopment Plan, which is hereby incorporated by reference into this Agreement.

4 Use of City Funds. City Funds disbursed to Developer shall be used by Developer solely to pay for (or to reimburse Developer for its payment for) the TIF-Funded Improvements as provided in this Agreement.

5 Other Bonds. Developer shall, at the request of the City, agree to any reasonable amendments to this Agreement that are necessary or desirable in order for the City to issue (in its sole discretion) any bonds in connection with the Redevelopment Area, the proceeds of which may be used to reimburse the City for expenditures made in connection with, or provide a source of funds for the payment for, the TIF-Funded Improvements (the "Bonds"); provided, however, that any such amendments shall not have a material adverse effect on Developer or the Project. Developer shall, at Developer's expense, cooperate and provide reasonable assistance in connection with the marketing of any such Bonds, including but not limited to providing written descriptions of the Project, making representations, providing information regarding its financial condition and assisting the City in preparing an offering statement with respect thereto.

6 Job Creation and Retention; Covenant to Remain in the City. Approximately one hundred thirty-five (135) full-time equivalent, construction related jobs will be created by Developer during the construction

period; and approximately twenty-five additional full-time

28

and/or part-time equivalent, permanent jobs related to management of the Facility and/or jobs at the commercial space that is part of the Facility shall be created by Developer within one (1) year of completion of the Project. The full-time equivalent, permanent jobs shall be retained by Developer through the Term of the Agreement.

The covenants set forth in this Section shall run with the land and be binding upon any transferee.

7. Employment Opportunity ; Progress Reports. Developer covenants and agrees to abide by, and contractually obligate and use reasonable efforts to cause the General Contractor and each subcontractor to abide by the terms set forth in Section 10 hereof. Developer shall deliver to the City written progress reports detailing compliance with the requirements of Sections 8.09, 10.02 and 10.03 of this Agreement. Such reports shall be delivered to the City when the Project is one-thirds, two-thirds and 100% completed (based on the amount of expenditures incurred in relation to the Project Budget). If any such reports indicate a shortfall in compliance, Developer shall also deliver a plan to DPD which shall outline, to DPD's satisfaction, the manner in which Developer shall correct any shortfall.

8. Employment Profile. Developer shall submit, and contractually obligate and cause the General Contractor or any subcontractor to submit, to DPD, from time to time, statements of its employment profile upon DPD's request.

9. Prevailing Wage. Developer covenants and agrees to pay, and to contractually obligate and cause the General Contractor and each subcontractor to pay, the prevailing wage rate as ascertained by the federal government pursuant to the Davis-Bacon Act, to all their respective employees working on constructing the Project or otherwise completing the TIF-Funded Improvements. All such contracts shall list the specified rates to be paid to all laborers, workers and mechanics for each craft or type of worker or mechanic employed pursuant to such contract. If federal prevailing wage rates are revised, the revised rates shall apply to all such contracts. Upon the City's request, Developer shall provide the City with copies of all such contracts entered into by Developer or the General Contractor to evidence compliance with this Section 8.09.

10. Arms-Length Transactions. Unless DPD has given its prior written consent with respect thereto, no Affiliate of Developer may receive any portion of City Funds, directly or indirectly, in payment for work done, services provided or materials supplied in connection with any TIF-Funded Improvement. Developer shall provide information with respect to any entity to receive City Funds directly or indirectly (whether through payment to the Affiliate by Developer and reimbursement to Developer for such costs using City Funds, or otherwise), upon DPD's request, prior to any such disbursement.

11. Conflict of Interest. Pursuant to Section 5/11-74.4-4(n) of the Act, Developer represents, warrants and covenants that, to the best of its knowledge, no member, official, or employee of the City, or of any commission or committee exercising authority over the Project, the Redevelopment Area or the Redevelopment Plan, or any consultant hired by the City or Developer with respect thereto, owns or controls, has owned or controlled or will own or control any interest, and no such person shall represent any person, as agent or otherwise, who owns or controls, has owned or controlled, or will own or control any interest, direct or indirect, in Developer's business, the Property or any other property in the Redevelopment Area.

29

12. Disclosure of Interest. Developer's counsel has no direct or indirect financial ownership interest in Developer, the Property or any other aspect of the Project.

13. Financial Statements. Developer shall obtain and provide to DPD Financial Statements for Developer's fiscal year ended 2020 and each year thereafter for the Term of the Agreement. In addition, Developer shall submit unaudited financial statements as soon as reasonably practical following the close of each fiscal year and for such other periods as DPD may request.

8.14. Insurance. Developer, at its own expense, shall comply with all provisions of Section 12 hereof.

15 Non-Governmental Charges, (a) Payment of Non-Governmental Charges. Except for the Permitted Liens, Developer agrees to pay or cause to be paid when due any Non-Governmental Charge assessed or imposed upon the Project, the Property or any fixtures that are or may become attached thereto, which creates, may create, or appears to create a lien upon all or any portion of the Property or Project; provided however, that if such Non-Governmental Charge may be paid in installments, Developer may pay the same together with any accrued interest thereon in installments as they become due and before any fine, penalty, interest, or cost may be added thereto for nonpayment. Developer shall furnish to DPD, within thirty (30) days of DPD's request, official receipts from the appropriate entity, or other proof satisfactory to DPD, evidencing payment of the Non-Governmental Charge in question.

(b) Right to Contest. Developer has the right, before any delinquency occurs:

i) to contest or object in good faith to the amount or validity of any Non-Governmental Charge by appropriate legal proceedings properly and diligently instituted and prosecuted, in such manner as shall stay the collection of the contested Non-Governmental Charge, prevent the imposition of a lien or remove such lien, or prevent the sale or forfeiture of the Property (so long as no such contest or objection shall be deemed or construed to relieve, modify or extend Developer's covenants to pay any such Non-Governmental Charge at the time and in the manner provided in this Section 8.15); or

ii) at DPD's sole option, to furnish a good and sufficient bond or other security satisfactory to DPD in such form and amounts as DPD shall require, or a good and sufficient undertaking as may be required or permitted by law to accomplish a stay of any such sale or forfeiture of the Property or any portion thereof or any fixtures that are or may be attached thereto, during the pendency of such contest, adequate to pay fully any such contested Non-Governmental Charge and all interest and penalties upon the adverse determination of such contest.

16 Developer's Liabilities. Developer shall not enter into any transaction that would materially and adversely affect its ability to perform its obligations hereunder or to repay any material liabilities or perform any material obligations of Developer to any other person or entity. Developer shall immediately notify DPD of any and all events or actions which may materially affect Developer's ability to carry on its business operations or perform its obligations under this Agreement or any other documents and agreements.

17 Compliance with Laws. To the best of Developer's knowledge, after diligent inquiry, the Property and the Project are and shall be in compliance with all applicable federal, state and local laws,

statutes, ordinances, rules, regulations, executive orders and codes pertaining to or affecting the Project and the Property. Upon the City's request, Developer shall provide evidence satisfactory to the City of such compliance.

18 Recording and Filing. Developer shall cause this Agreement, certain exhibits (as specified by Corporation Counsel), all amendments and supplements hereto to be recorded and filed against the Property on the date hereof in the conveyance and real property records of the county in which the Project is located. Either this Agreement shall be recorded prior to any mortgage made in connection with Lender Financing or, if this Agreement is not recorded first, a subordination agreement will have to be prepared, executed and recorded. Developer shall pay all fees and charges incurred in connection with any such recording. Upon recording, Developer shall immediately transmit to the City an executed original of this Agreement showing the date and recording number of record.

8.19 Real Estate Provisions,

(a) Governmental Charges.

i) Payment of Governmental Charges. Developer agrees to pay or cause to be paid when due all Governmental Charges (as defined below) which are assessed or imposed upon Developer, the Property or the Project, or become due and payable, and which create, may create, [or appear to create a lien upon Developer or all or any portion of the Property or the Project. "Governmental Charge" shall mean all federal, State, county, the City, or other governmental (or any instrumentality, division, agency, body, or department thereof) taxes, levies, assessments, charges, liens, claims or encumbrances (except for those assessed by foreign nations, states other than the State of Illinois, counties of the State other than Cook County, and municipalities other than the City) relating to Developer, the Property or the Project including but not limited to real estate taxes.

ii) Right to Contest. Developer has the right before any delinquency occurs to contest or object in good faith to the amount or validity of any Governmental Charge by appropriate legal proceedings properly and diligently instituted and prosecuted in such manner as shall stay the collection of the contested Governmental Charge and prevent the imposition of a lien or the sale or forfeiture of the Property. Developer's right to challenge real estate taxes applicable to the Property is limited as provided for in Section 8.19(c) below; provided, that such real estate taxes must be paid in full when due and may be disputed only after such payment is made. No such contest or objection shall be deemed or construed in any way as relieving, modifying or extending Developer's covenants to pay any such Governmental Charge at the time and in the manner provided in this Agreement unless Developer has given prior written notice to DPD of Developer's intent to contest or object to a Governmental Charge and, unless, at DPD's sole option,

(i) Developer shall demonstrate to DPD's satisfaction that legal proceedings instituted by Developer contesting or objecting to a Governmental Charge shall conclusively operate to prevent or remove a lien against, or the sale or forfeiture of, all or

any part of the Property to satisfy such Governmental Charge prior to final determination of such proceedings; and/or

(ii) Developer shall furnish a good and sufficient bond or other security satisfactory to DPD in such form and amounts as DPD shall require, or a good and sufficient undertaking as may be required or permitted by law to accomplish a stay of any such sale or forfeiture of the Property during the pendency of such contest, adequate to pay fully any such contested Governmental Charge and all interest and penalties upon the adverse determination of such contest.

(b) Developer's Failure To Pay Or Discharge Lien. If Developer fails to pay any Governmental Charge or to obtain discharge of the same, Developer shall advise DPD thereof in writing, at which time DPD may, but shall not be obligated to, and without waiving or releasing any obligation or liability of Developer under this Agreement, in DPD's sole discretion, make such payment, or any part thereof, or obtain such discharge and take any other action with respect thereto which DPD deems advisable. All sums so paid by DPD, if any, and any expenses, if any, including reasonable attorneys' fees, court costs, expenses and other charges relating thereto, shall be promptly disbursed to DPD by Developer. Notwithstanding anything contained herein to the contrary, this paragraph shall not be construed to obligate the City to pay any such Governmental Charge. Additionally, if Developer fails to pay any Governmental Charge, the City, in its sole discretion, may require Developer to submit to the City audited Financial Statements at Developer's own expense.

(c) Real Estate Taxes. Except as otherwise approved in writing by the City in connection with (i) an application for a Class 9 tax classification incentive (the "Class 9 Incentive") applied for by Developer as such Class 9 incentive has been established by the Cook County Property Tax Incentive Assessment Classification Ordinance (the "Classification Ordinance") applied for by Developer pursuant to the Classification Ordinance; (ii) obtaining any reduction in assessed value available for the Property under 35 ILCS 200/15-178, and required to be provided by the City or Cook County pursuant to the statute or as approved by the City (if applicable pursuant to the statute and available) or (iii) obtaining any exemption for which DOH has provided its written consent, Developer shall conduct itself with respect to the Property pursuant to the restrictions set forth below.

(i) INTENTIONALLY LEFT BLANK

(ii) Real Estate Tax Exemption. With respect to the Property or the Project, neither Developer nor any agent, representative, lessee, tenant, assignee, transferee or successor in interest to Developer shall, during the Term of this Agreement, seek, or authorize any exemption (as such term is used and defined in the Illinois Constitution, Article IX, Section 6 (1970)) for any year that the Redevelopment Plan is in effect.

(iii) No Reduction in Real Estate Taxes. Neither Developer nor any agent, representative, lessee, tenant, assignee, transferee or successor in interest to Developer shall, during the Term of this Agreement, directly or indirectly, initiate, seek or apply for proceedings in order to lower the assessed value of all or any portion of the Property or the Project for the applicable year.

iv) No Objections. Neither Developer nor any agent, representative, lessee, tenant, assignee,

transferee or successor in interest to Developer, shall object to or in any way seek to interfere with, on procedural or any other grounds, the filing of any Underassessment Complaint or subsequent proceedings related thereto with the Cook County Assessor or with the Cook County Board of Appeals, by either the City or any taxpayer. The term "Underassessment Complaint" as used in this Agreement shall mean any complaint seeking to increase the assessed value of the Property up to (but not above) the Minimum Assessed Value as shown in Exhibit K.

v) Covenants Running with the Land. The parties agree that the restrictions contained in this Section 8.19(c) are covenants running with the land and this Agreement shall be recorded by Developer as a memorandum thereof, at Developer's expense, with the Cook County Recorder of Deeds on the Closing Date. These restrictions shall be binding upon Developer and its agents, representatives, lessees, successors, assigns and transferees from and after the date hereof, provided however, that the covenants shall be released when the Redevelopment Area is no longer in effect. Developer agrees that any sale, lease, conveyance, or transfer of title to all or any portion of the Property or Redevelopment Area from and after the date hereof shall be made explicitly subject to such covenants and restrictions. Notwithstanding anything contained in this Section 8.19(c) to the contrary, the City, in its sole discretion and by its sole action, without the joinder or concurrence of Developer, its successors or assigns, may waive and terminate Developer's covenants and agreements set forth in this Section 8.19(c).

(d) Notification to the Cook County Assessor of Change in Use and Ownership. Prior to the Closing Date, Developer shall complete a letter of notification, in accordance with 35 ILCS 200/15-²⁰, notifying the Cook County Assessor that there has been a change in use and ownership of the Property. On the Closing Date, Developer shall pay to the Title Company the cost of sending the notification to the Cook County Assessor via certified mail, return receipt requested. After delivery of the notification, Developer shall forward a copy of the return receipt to DPD, with a copy to the City's Corporation Counsel's office. In any event, the letter of notification shall be delivered to the Cook County Assessor no later than the next business day after the Closing pursuant to this Agreement.

20. Annual Report(s). Beginning with the issuance of the Certificate and continuing throughout the Term of the Agreement, Developer shall submit to DPD the Annual Compliance Report within 30 days after the end of the calendar year to which the Annual Compliance Report relates.

21. Inspector General. It is the duty of Developer and the duty of any bidder, proposer, contractor, subcontractor, and every applicant for certification of eligibility for a City contract or program, and all of Developer's officers, directors, agents, partners, and employees and any such bidder, proposer, contractor, subcontractor or such applicant: (a) to cooperate with the Inspector General in any investigation or hearing undertaken pursuant to Chapter 2-56 of the Municipal Code and (b) to cooperate with the Legislative Inspector General in any investigation undertaken pursuant to Chapter 2-55 of the Municipal Code. Developer represents that it understands and will abide by all provisions of Chapters 2-56 and 2-55 of the Municipal Code and that it will inform subcontractors of this provision and require their compliance.

8.22 INTENTIONALLY OMITTED

8.23. FOIA and Local Records Act Compliance.

a) FOIA. The Developer acknowledges that the City is subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et. seq., as amended ("FOIA"). The FOIA requires the City to produce records (very broadly defined in FOIA) in response to a FOIA request in a very short period of time, unless the records

requested are exempt under the FOIA. If the Developer receives a request from the City to produce records within the scope of FOIA, then the Developer covenants to comply with such request within 48 hours of the date of such request. Failure by the Developer to timely comply with such request shall be an Event of Default.

b) Exempt Information. Documents that the Developer submits to the City under Section 8.21, (Annual Compliance Report) or otherwise during the Term of the Agreement that contain trade secrets and commercial or financial information may be exempt if disclosure would result in competitive harm. However, for documents submitted by the Developer to be treated as a trade secret or information that would cause competitive harm, FOIA requires that Developer mark any such documents as "proprietary, privileged or confidential." If the Developer marks a document as "proprietary, privileged and confidential", then DPD will evaluate whether such document may be withheld under the FOIA. DPD, in its discretion, will determine whether a document will be exempted from disclosure, and that determination is subject to review by the Illinois Attorney General's Office and/or the courts.

c) Local Records Act. The Developer acknowledges that the City is subject to the Local Records Act, 50 ILCS 205/1 et. seq, as amended (the "Local Records Act"). The Local Records Act provides that public records may only be disposed of as provided in the Local Records Act. If requested by the City, the Developer covenants to use its best efforts consistently: applied to assist the City in its compliance with the Local Records Act

8.24 Affordable Housing Covenant. Developer agrees and covenants to the City that, prior to any foreclosure of the Property by a lender providing Lender Financing, the provisions of that certain Regulatory Agreement executed by Developer and DPD as of the date hereof shall govern the terms of Developer's obligation to provide affordable housing. Following foreclosure, if any, and from the date of such foreclosure through the Term of the Agreement, the following provisions shall govern the terms of the obligation to provide affordable housing under this Agreement:

a) The Facility shall be operated and maintained solely as residential rental housing for Low Income Families (as defined below) which Facility includes commercial space as set forth in the recitals herein;

b) Except for residential units for market rate tenants as agreed upon by the City in the final construction approval, all of the units in the Facility shall be available for occupancy to and be occupied solely by families qualifying as Low Income Families (as defined below) upon initial occupancy; and

c) All of the units in the Facility for Low Income Families has monthly rents not in excess of thirty percent (30%) of the maximum allowable income for a Low Income Family (with the applicable Family size for such units determined in accordance with the rules specified in Section 42(g)(2) of the Internal Revenue Code of 1986, as amended); provided, however, that for any unit

34

occupied by a Family (as defined below) that no longer qualifies as a Low Income Family due to an increase in such Family's income since the date of its initial occupancy of such unit, the maximum monthly rent for such unit shall not exceed thirty percent (30%) of such Family's monthly income.

d) As used in this Section 8.25, the following terms has the following meanings:

i) . "Family" shall mean one or more individuals, whether or not related by blood or marriage;
and

ii) . "Low Income Families" shall mean Families whose annual income does not exceed sixty (60%) of the Chicago-area median income, adjusted for Family size, as such annual income and Chicago-area median income are determined from time to time by the United States Department of Housing and Urban Development, and thereafter such income limits shall apply to this definition.

e) The covenants set forth in this Section 8.25 shall run with the land and be binding upon any transferee.

f) The City and Developer may enter into a separate agreement to implement the provisions of this Section 8.24.

8.25 INTENTIONALLY LEFT BLANK.

8.26. INTENTIONALLY LEFT BLANK.

8.27 INTENTIONALLY LEFT BLANK.

8.28. Survival of Covenants. All warranties, representations, covenants and agreements of Developer contained in this Section 8 and elsewhere in this Agreement shall be true, accurate and complete at the time of Developer's execution of this Agreement, and shall survive the execution, delivery and acceptance hereof by the parties hereto and (except as provided in Section 7 hereof upon the issuance of a Certificate) shall be in effect throughout the Term of the Agreement.

SECTION 9. COVENANTS/REPRESENTATIONS/WARRANTIES OF CITY

1. General Covenants. The City represents that it has the authority as a home rule unit of local government to execute and deliver this Agreement and to perform its obligations hereunder.

2. Survival of Covenants. All warranties, representations, and covenants of the City contained in this Section 9 or elsewhere in this Agreement shall be true, accurate, and complete at the time of the City's execution of this Agreement, and shall survive the execution, delivery and acceptance hereof by the parties hereto and be in effect throughout the Term of the Agreement.

SECTION 10. DEVELOPER'S EMPLOYMENT OBLIGATIONS

10.01. Employment Opportunity. Developer, on behalf of itself and its successors and assigns, hereby agrees, and shall contractually obligate its or their various contractors, subcontractors or any Affiliate of Developer operating on the Property (collectively, with Developer, the "Employers" and individually an A Employer") to agree, that for the Term of this Agreement with respect to Developer and during the period of any other party's provision of services in connection with the construction of the Project or occupation of the Property:

(a) No Employer shall discriminate against any employee or applicant for employment based upon race, religion, color, sex, national origin or ancestry, age, handicap or disability,

sexual orientation, military discharge status, marital status, parental status or source of income as defined in the City of Chicago Human Rights Ordinance, Chapter 2-160, Section 2-160-010 et seq.. Municipal Code, except as otherwise provided by said ordinance and as amended from time to time (the "Human Rights Ordinance"). Each Employer shall take affirmative action to ensure that applicants are hired and employed without discrimination based upon race, religion, color, sex, national origin or ancestry, age, handicap or disability, sexual orientation, military discharge status, marital status, parental status or source of income and are treated in a non-discriminatory manner with regard to all job-related matters, including without limitation: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Each Employer agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the City setting forth the provisions of this nondiscrimination clause. In addition, the Employers, in all solicitations or advertisements for employees, shall state that all qualified applicants shall receive consideration for employment without discrimination based upon race, religion, color, sex, national origin or ancestry, age, handicap or disability, sexual orientation, military discharge status, marital status, parental status or source of income.

b) To the greatest extent feasible, each Employer is required to present opportunities for training and employment of low- and moderate-income residents of the City and preferably of the Redevelopment Area; and to provide that contracts for work in connection with the construction of the Project be awarded to business concerns that are located in, or owned in substantial part by persons residing in, the City and preferably in the Redevelopment Area.

c) Each Employer shall comply with all federal, state and local equal employment and affirmative action statutes, rules and regulations, including but not limited to the City's Human Rights Ordinance and the Illinois Human Rights Act, 775 ILCS 5/1-101 et seq. (1993), and any subsequent amendments and regulations promulgated thereto.

d) Each Employer, in order to demonstrate compliance with the terms of this Section, shall cooperate with and promptly and accurately respond to inquiries by the City, which has the responsibility to observe and report compliance with equal employment opportunity regulations of federal, state and municipal agencies.

e) Each Employer shall include the foregoing provisions of subparagraphs (a) through (d) in every contract entered into in connection with the Project, and shall require inclusion of these provisions in every subcontract entered into by any subcontractors, and every agreement with any Affiliate operating on the Property, so that each such provision shall be binding upon each contractor, subcontractor or Affiliate, as the case may be.

36

(f) Failure to comply with the employment obligations described in this Section 10.01 shall be a basis for the City to pursue remedies under the provisions of Section 15.02 hereof.

10.02 City Resident Construction Worker Employment Requirement. Developer agrees for itself and its successors and assigns, and shall contractually obligate its General Contractor and shall cause the General Contractor to contractually obligate its subcontractors, as applicable, to agree, that during the construction of the Project they shall comply with the minimum percentage of total worker hours performed by actual residents of the City as specified in Section 2-92-330 of the Municipal Code (at least 50 percent of the total worker hours worked by persons on the site of the Project shall be performed by actual residents of the City); provided, however, that in addition to complying with this percentage, Developer, its General Contractor

and each subcontractor shall be required to make good faith efforts to utilize qualified residents of the City in both unskilled and skilled labor positions.

Developer may request a reduction or waiver of this minimum percentage level of Chicagoans as provided for in Section 2-92-330 of the Municipal Code in accordance with standards and procedures developed by the Chief Procurement Officer of the City.

"Actual residents of the City" shall mean persons domiciled within the City. The domicile is an individual's one and only true, fixed and permanent home and principal establishment.

Developer, the General Contractor and each subcontractor shall provide for the maintenance of adequate employee residency records to show that actual Chicago residents are employed on the Project. Each Employer shall maintain copies of personal documents supportive of every Chicago employee's actual record of residence.

Weekly certified payroll reports (U.S. Department of Labor Form WH-347 or equivalent) shall be submitted to the Commissioner of DPD in triplicate, which shall identify clearly the actual residence of every employee on each submitted certified payroll. The first time that an employee's name appears on a payroll, the date that the Employer hired the employee should be written in after the employee's name.

Developer, the General Contractor and each subcontractor shall provide full access to their employment records to the Chief Procurement Officer, the Commissioner of DPD, the Superintendent of the Chicago Police Department, the Inspector General or any duly authorized representative of any of them. Developer, the General Contractor and each subcontractor shall maintain all relevant personnel data and records for a period of at least three (3) years after final acceptance of the work constituting the Project.

At the direction of DPD, affidavits and other supporting documentation will be required of Developer, the General Contractor and each subcontractor to verify or clarify an employee's actual address when doubt or lack of clarity has arisen.

Good faith efforts on the part of Developer, the General Contractor and each subcontractor to provide utilization of actual Chicago residents (but not sufficient for the granting of a waiver request as provided for in the standards and procedures developed by the Chief Procurement Officer) shall not suffice to replace the actual, verified achievement of the requirements of this Section concerning the worker hours performed by actual Chicago residents.

When work at the Project is completed, in the event that the City has determined that Developer has failed to ensure the fulfillment of the requirement of this Section concerning the worker hours performed by actual Chicago residents or failed to report in the manner as indicated above, the City will thereby be damaged in the failure to provide the benefit of demonstrable employment to Chicagoans to the degree stipulated in this Section. Therefore, in such a case of non-compliance, it is agreed that 1/20 of 1 percent (0.0005) of the aggregate hard construction costs set forth in the Project budget (the product of .0005 x such aggregate hard construction costs) (as the same shall be evidenced by approved contract value for the actual contracts) shall be surrendered by Developer to the City in payment for each percentage of shortfall toward the stipulated residency requirement. Failure to report the residency of employees entirely and correctly shall result in the surrender of the entire liquidated damages as if no Chicago residents were employed in either of the categories. The willful falsification of statements and the certification of payroll data may subject Developer, the General Contractor and/or the subcontractors to prosecution. Any retainage to cover contract performance that may become due to Developer pursuant to Section 2-92-250 of the Municipal Code may be

withheld by the City pending the Chief Procurement Officer's determination as to whether Developer must surrender damages as provided in this paragraph.

Nothing herein provided shall be construed to be a limitation upon the Notice of Requirements for Affirmative Action to Ensure Equal Employment Opportunity, Executive Order 11246 " and Standard Federal Equal Employment Opportunity, Executive Order 11246," or other affirmative action required for equal opportunity under the provisions of this Agreement or related documents.

Developer shall cause or require the provisions of this Section 10.02 to be included in all construction contracts and subcontracts related to the Project.

10.03. MBE/WBE Commitment. Developer agrees for itself and its successors and assigns, and, if necessary to meet the requirements set forth herein, shall contractually obligate the General Contractor to agree that during the Project:

a) Consistent with the findings which support, as applicable, (i) the Minority-Owned and Women-Owned Business Enterprise Procurement Program, Section 2-92-420 et seq., Municipal Code (the "Procurement Program"), and (ii) the Minority- and Women-Owned Business Enterprise Construction Program, Section 2-92-650 et seq., Municipal Code (the "Construction Program," and collectively with the Procurement Program, the "MBE/WBE Program"), and in reliance upon the provisions of the MBE/WBE Program to the extent contained in, [and as qualified by, the provisions of this Section 10.03, during the course of the Project, at least the following percentages of the MBEA/WBE Budget (as set forth in Exhibit H-2 hereto) shall be expended for contract participation by MBEs and by WBEs:

- 1) At least 26 percent by MBEs.
- 2) At least six percent by WBEs.

b) For purposes of this Section 10.03 only, Developer (and any party to whom a contract is let by Developer in connection with the Project) shall be deemed a "contractor" and this Agreement (and any contract let by Developer in connection with the Project) shall be deemed a

38

Acontract" or a Aconstruction contract" as such terms are defined in Sections 2-92-420 and 2-92-670, Municipal Code, as applicable.

(c) Consistent with Sections 2-92-440 and 2-92-720, Municipal Code, Developer's MBE/WBE commitment may be achieved in part by Developer's status as an MBE or WBE (but only to the extent of any actual work performed on the Project by Developer) or by a joint venture with one or more MBEs or WBEs (but only to the extent of the lesser of (i) the MBE or WBE participation in such joint venture or (ii) the amount of any actual work performed on the Project by the MBE or WBE), by Developer utilizing a MBE or a WBE as the General Contractor (but only to the extent of any actual work performed on the Project by the General Contractor), by

subcontracting or causing the General Contractor to subcontract a portion of the Project to one or more MBEs or WBEs, or by the purchase of materials or services used in the Project from one or more MBEs or WBEs, or by any combination of the foregoing. Those entities which constitute both a MBE and a WBE shall not be credited more than once with regard to Developer's MBE/WBE commitment as described in this Section 10.03. In accordance with Section 2-92-730, Municipal Code, Developer shall not substitute any MBE or WBE General Contractor or subcontractor without the prior written approval of DPD.

d) Developer shall deliver quarterly reports to the City's monitoring staff during the Project describing its efforts to achieve compliance with this MBE/WBE commitment. Such reports shall include, inter alia, the name and business address of each MBE and WBE solicited by Developer or the General Contractor to work on the Project, and the responses received from such solicitation, the name and business address of each MBE or WBE actually involved in the Project, a description of the work performed or products or services supplied, the date and amount of such work, product or service, and such other information as may assist the City's monitoring staff in determining Developer's compliance with this MBE/WBE commitment. Developer shall maintain records of all relevant data with respect to the utilization of MBEs and WBEs in connection with the Project for at least five years after completion of the Project, and the City's monitoring staff shall have access to all such records maintained by Developer, on five Business Days' notice, to allow the City to review Developer's compliance with its commitment to MBE/WBE participation and the status of any MBE or WBE performing any portion of the Project.

e) Upon the disqualification of any MBE or WBE General Contractor or subcontractor, if such status was misrepresented by the disqualified party, Developer shall be obligated to discharge or cause to be discharged the disqualified General Contractor or subcontractor, and, if possible, identify and engage a qualified MBE or WBE as a replacement. For purposes of this subsection (e), the disqualification procedures are further described in Sections 2-92-540 and 2-92-730, Municipal Code, as applicable.

f) Any reduction or waiver of Developer's MBEAA/BE commitment as described in this Section 10.03 shall be undertaken in accordance with Sections 2-92-450 and 2-92-730, Municipal Code, as applicable.

g) Prior to the commencement of the Project, Developer shall be required to meet with the City's monitoring staff with regard to Developer's compliance with its obligations under this Section 10.03. The General Contractor and all major subcontractors shall be required to attend this pre-construction meeting. During said meeting, Developer shall demonstrate to the City's monitoring staff its plan to achieve its obligations under this Section 10.03, the sufficiency of which shall be approved by the City's monitoring staff. During the Project, Developer shall submit the

documentation required by this Section 10.03 to the City's monitoring staff, including the following: (i) subcontractor's activity report; (ii) contractor's certification concerning labor standards and prevailing wage requirements; (iii) contractor letter of understanding; (iv) monthly utilization report; (v) authorization for payroll agent; (vi) certified payroll; (vii) evidence that MBEAA/BE contractor associations have been informed of the Project via written notice and hearings; and (viii) evidence of compliance with job creation/job retention

requirements. Failure to submit such documentation on a timely basis, or a determination by the City's monitoring staff, upon analysis of the documentation, that Developer is not complying with its obligations under this Section 10.03, shall, upon the delivery of written notice to Developer, be deemed an Event of Default. Upon the occurrence of any such Event of Default, in addition to any other remedies provided in this Agreement, the City may: (1) issue a written demand to Developer to halt the Project, (2) withhold any further payment of any City Funds to Developer or the General Contractor, or (3) seek any other remedies against Developer available at law or in equity.

SECTION 11. ENVIRONMENTAL MATTERS

1 Environmental Site Assessment. Developer represents and warrants to the City that Developer has obtained a Phase I environmental site assessment of the Property in accordance with the requirements of the ASTM E1527-13 standard, and has furnished a copy of the Phase I report to AIS. If the Phase I report identifies any recognized environmental conditions ("RECs"), Developer shall perform a Phase II environmental site assessment of the Property for the purpose of determining whether any environmental or health risks would be associated with the development of the Project. If the Phase II report discloses the presence of contaminants exceeding TACO Tier I residential remediation objectives on or under the Property, Developer shall enroll the Property in the IEPA's SRP Program and take all necessary steps to obtain a letter from the IEPA approving a Remedial Action Plan ("RAP Approval Letter"). Unless AIS determines, in its sole discretion, that it is not necessary to enroll the Property in the SRP, Developer acknowledges and agrees that it may not commence construction on the Property, and the City will not make any payments to Developer of City Funds, until the IEPA issues and AIS approves the RAP Approval Letter.

2 Environmental Remediation. If the Property does not meet TACO Tier I residential remediation objectives as determined pursuant to Section 11.01 above and, following their review of the Phase II, the City provides the first installment of the City Funds and Developer maintains its intent to undertake the Project, the Developer shall complete all Environmental Remediation Work necessary to obtain a Final NFR Letter, including, without limitation, preparing and submitting a Remedial Action Completion Report to the IEPA. The Developer shall continuously and diligently pursue the Final NFR Letter using all reasonable means. The Developer acknowledges and agrees that the City will not issue a Certificate until the IEPA has issued, and DOE has approved, a Final NFR Letter for the Property, unless DOE has previously determined that it was not necessary to enroll the Property in the SRP. The City shall have the right to approve any changes or modifications to the Remediation Objectives Report, Remedial Action Plan, Remedial Action Completion Report or other documents submitted to the IEPA in connection with the Draft NFR Letter or Final NFR Letter, which approval shall not be unreasonably withheld. The Developer shall bear sole responsibility for completing all aspects of the Environmental Remediation Work and any other investigative and cleanup costs associated with the Property and any improvements, facilities or operations located or formerly located thereon, including, without limitation, the removal and disposal of all Hazardous Substances, debris and other materials excavated during the performance of the Environmental Remediation Work or

40

construction of the Project. The Developer shall promptly transmit to the City copies of any written communications received from the IEPA or other regulatory agencies with respect to the Environmental Remediation Work.

3 AS IS SALE. THE DEVELOPER ACKNOWLEDGES THAT IT HAS HAD ADEQUATE OPPORTUNITY TO INSPECT AND EVALUATE THE STRUCTURAL, PHYSICAL AND ENVIRONMENTAL CONDITION AND RISKS OF THE PROPERTY AND ACCEPTS THE RISK THAT ANY INSPECTION MAY NOT DISCLOSE ALL MATERIAL MATTERS AFFECTING THE PROPERTY. THE DEVELOPER AGREES TO ACCEPT THE PROPERTY IN ITS AAS IS,@ aWHERE IS@ AND AWITH ALL FAULTSO CONDITION AT

CLOSING WITHOUT ANY COVENANT, REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, OF ANY KIND, AS TO THE STRUCTURAL, PHYSICAL OR ENVIRONMENTAL CONDITION OF THE PROPERTY OR THE SUITABILITY OF THE PROPERTY FOR ANY PURPOSE WHATSOEVER. THE DEVELOPER ACKNOWLEDGES THAT IT IS RELYING SOLELY UPON ITS OWN INSPECTION AND OTHER DUE DILIGENCE ACTIVITIES AND NOT UPON ANY INFORMATION (INCLUDING, WITHOUT LIMITATION, ENVIRONMENTAL STUDIES OR REPORTS OF ANY KIND) PROVIDED BY OR ON BEHALF OF THE CITY OR ITS AGENTS OR EMPLOYEES WITH RESPECT THERETO. THE DEVELOPER AGREES THAT IT IS THE DEVELOPER'S SOLE RESPONSIBILITY AND OBLIGATION TO PERFORM ANY ENVIRONMENTAL REMEDIATION WORK AND TAKE SUCH OTHER ACTION AS IS NECESSARY TO PUT THE PROPERTY IN A CONDITION WHICH IS SUITABLE FOR ITS INTENDED USE.

4 Release and Indemnification. Without limiting any other provisions hereof, the Developer, for itself and its successors and assigns, hereby completely and forever waives, releases and discharges the Indemnitees from and against any and all Losses, whether direct or indirect, known or unknown, foreseen or unforeseen, now existing or occurring after the Closing Date, and regardless of whether caused by or within the control of the Developer, based upon, arising out of, or related to: (a) Developer's failure to perform the Environmental Remediation Work (if applicable); (b) any environmental contamination, pollution or hazards associated with all or any portion of the Property or any improvements, facilities or operations located or formerly located thereon, including, without limitation, the presence or suspected presence of Hazardous Substances in, on, under or about the Property, or the escape, seepage, leakage, spillage, release, emission, discharge, generation, transportation, treatment, storage or disposal of Hazardous Substances associated with all or any portion of the Property, or threatened release, emission or discharge of Hazardous Substances from all or any portion of the Property; (c) the structural, physical or environmental condition of the Property; and (d) any violation of, compliance with, enforcement of or liability under any Environmental Laws, including, without limitation, any Losses arising under CERCLA, and (e) any investigation, cleanup, monitoring, remedial, removal or restoration work required by any federal, state or local governmental agency or political subdivision or other third party in connection or associated with the Property or any improvements, facilities or operations located or formerly located thereon (collectively, "Released Claims"). Furthermore, the Developer shall defend, indemnify, and hold the Indemnitees harmless from and against any and all Losses which may be made or asserted by any third parties arising out of or in any way connected with, directly or indirectly, any of the Released Claims.

5 Release Runs with the Land. The covenant of release in Section 11.04 shall run with the Property, and shall be binding upon all successors and assigns of the Developer with respect to the Property, including, without limitation, each and every person, firm, corporation,

41

limited liability company, trust or other entity owning, leasing, occupying, using or possessing any portion of the Property under or through the Developer following the date of the Deed. The Developer acknowledges and agrees that the foregoing covenant of release constitutes a material inducement to the City to enter into this Agreement, and that, but for such release, the City would not have agreed to convey the Property to MHL. It is expressly agreed and understood by and between the Developer and the City that, should any future obligation of the Developer, or its successors or assigns, arise or be alleged to arise in connection with any environmental, soil or other condition of the Property, neither the Developer, nor its successors or assigns, will assert that those obligations must be satisfied in whole or in part by the City because Section 11.04 contains a full, complete and final release of all such claims.

11.06 Survival. This Section 11 shall survive the Closing or any termination of this Agreement (regardless of the reason for such termination).

Developer hereby represents and warrants to the City that Developer has conducted environmental studies sufficient to conclude that the Project may be constructed, completed and operated in accordance with all Environmental Laws and this Agreement and all Exhibits attached hereto, the Scope Drawings, Plans and Specifications and all amendments thereto, [the Bond Ordinance] and the Redevelopment Plan.

Without limiting any other provisions hereof, Developer agrees to indemnify, defend and hold the City harmless from and against any and all losses, liabilities, damages, injuries, costs, expenses or claims of any kind whatsoever including, without limitation, any losses, liabilities, damages, injuries, costs, expenses or claims asserted or arising under any Environmental Laws incurred, suffered by or asserted against the City as a direct or indirect result of any of the following, regardless of whether or not caused by, or within the control of Developer: (i) the presence of any Hazardous Material on or under, or the escape, seepage, leakage, spillage, emission, discharge or release of any Hazardous Material from (A) all or any portion of the Property or (B) any other real property in which Developer, or any person directly or indirectly controlling, controlled by or under common control with Developer, holds any estate or interest whatsoever (including, without limitation, any property owned by a land trust in which the beneficial interest is owned, in whole or in part, by Developer), or (ii) any liens against the Property permitted or imposed by any Environmental Laws, or any actual or asserted liability or obligation of the City or Developer or any of its Affiliates under any Environmental Laws relating to the Property.

SECTION 12. INSURANCE

Developer must provide and maintain, at Developer's own expense, or cause to be provided and maintained during the term of this Agreement, the insurance coverage and requirements specified below, insuring all operations related to the Agreement.

(a) Prior to execution and delivery of this Agreement.

(i) Workers Compensation and Employers Liability

Workers Compensation Insurance, as prescribed by applicable law covering all employees who are to provide work under this Agreement and Employers Liability coverage with limits of not less than \$100,000 each accident, illness or disease.

42

ii) Commercial General Liability (Primary and Umbrella)

Commercial General Liability Insurance or equivalent with limits of not less than \$1,000,000 per occurrence for bodily injury, personal injury, and property damage liability. Coverages must include the following: All premises and operations, products/completed operations independent contractors, separation of insureds, defense, and contractual liability (with no limitation endorsement). The City of Chicago is to be named as an additional insured on a primary, non-contributory basis for any liability arising directly or indirectly from the work.

iii) All Risk Property

All Risk Property Insurance at replacement value of the property to protect against loss of, damage to, or destruction of the building/facility. The City is to be named as an additional insured and loss payee/mortgagee if applicable.

(b) Construction. Prior to the construction of any portion of the Project, Developer will cause its

architects, contractors, subcontractors, project managers and other parties constructing the Project to procure and maintain the following kinds and amounts of insurance:

i) Workers Compensation and Employers Liability

Workers Compensation Insurance, as prescribed by applicable law covering all employees who are to provide work under this Agreement and Employers Liability coverage with limits of not less than \$ 500,000 each accident, illness or disease.

ii) Commercial General Liability (Primary and Umbrella)

Commercial General Liability Insurance or equivalent with limits of not less than \$2,000,000 per occurrence for bodily injury, personal injury, and property damage liability. Coverages must include the following: All premises and operations, products/completed operations (for a minimum of two (2) years following project completion), explosion, collapse, underground, separation of insureds, defense, and contractual liability (with no limitation endorsement). The City of Chicago is to be named as an additional insured on a primary, non-contributory basis for any liability arising directly or indirectly from the work.

iii) Automobile Liability (Primary and Umbrella)

When any motor vehicles (owned, non-owned and hired) are used in connection with work to be performed, the Automobile Liability Insurance with limits of not less than \$2,000,000 per occurrence for bodily injury and property damage. The City of Chicago is to be named as an additional insured on a primary, non-contributory basis.

iv) Railroad Protective Liability

When any work is to be done adjacent to or on railroad or transit property, Developer must provide cause to be provided with respect to the operations that Contractors perform, Railroad Protective Liability Insurance in the name of railroad or transit entity. The policy

43

must have limits of not less than \$2,000,000 per occurrence and \$6,000,000 in the aggregate for losses arising out of injuries to or death of all persons, and for damage to or destruction of property, including the loss of use thereof.

v) All Risk /Builders Risk

When Developer undertakes any construction, including improvements, betterments, and/or repairs, Developer must provide or cause to be provided All Risk Builders Risk Insurance at replacement cost for materials, supplies, equipment, machinery and fixtures that are or will be part of the project. The City of Chicago is to be named as an additional insured and loss payee/mortgagee if applicable.

vi) Professional Liability

When any architects, engineers, construction managers or other professional consultants perform work in connection with this Agreement, Professional Liability Insurance covering acts, errors, or omissions must be maintained with limits of not less than \$ 1,000,000. Coverage must include contractual liability. When policies are renewed or replaced, the policy retroactive date must coincide with, or precede, start of work on the

Contract. A claims-made policy which is not renewed or replaced must have an extended reporting period of two (2) years.

vii) Valuable Papers

When any plans, designs, drawings, specifications and documents are produced or used under this Agreement, Valuable Papers Insurance must be maintained in an amount to insure against any loss whatsoever, and must have limits sufficient to pay for the recreation and reconstruction of such records.

viii) Contractors Pollution Liability

When any remediation work is performed which may cause a pollution exposure, Developer must cause remediation contractor to provide Contractor Pollution Liability covering bodily injury, property damage and other losses caused by pollution conditions that arise from the contract scope of work with limits of not less than \$1,000,000 per occurrence. Coverage must include completed operations, contractual liability, defense, excavation, environmental cleanup, remediation and disposal. When policies are renewed or replaced, the policy retroactive date must coincide with or precede, start of work on the Agreement. A claims-made policy which is not renewed or replaced must have an extended reporting period of two (2) years. The City of Chicago is to be named as an additional insured.

(c) Post Construction:

(i) All Risk Property Insurance at replacement value of the property to protect against loss of, damage to, or destruction of the building/facility. The City is to be named as an additional insured and loss payee/mortgagee if applicable.

(d) Other Requirements:

44

Developer must furnish the City of Chicago, Department of Planning and Development, City Hall, Room 1000, 121 North LaSalle Street 60602, original Certificates of Insurance, or such similar evidence, to be in force on the date of this Agreement, and Renewal Certificates of Insurance, or such similar evidence, if the coverages have an expiration or renewal date occurring during the term of this Agreement. Developer must submit evidence of insurance on the City of Chicago Insurance Certificate Form (copy attached) or equivalent prior to closing. The receipt of any certificate does not constitute agreement by the City that the insurance requirements in the Agreement have been fully met or that the insurance policies indicated on the certificate are in compliance with all Agreement requirements. The failure of the City to obtain certificates or other insurance evidence from Developer is not a waiver by the City of any requirements for Developer to obtain and maintain the specified coverages. Developer shall advise all insurers of the Agreement provisions regarding insurance. Non-conforming insurance does not relieve Developer of the obligation to provide insurance as specified herein. Nonfulfillment of the insurance conditions may constitute a violation of the Agreement, and the City retains the right to stop work and/or terminate agreement until proper evidence of insurance is provided.

The insurance must provide for 60 days prior written notice to be given to the City in the event coverage is substantially changed, canceled, or non-renewed.

Any deductibles or self insured retentions on referenced insurance coverages must be borne by Developer and Contractors. s

Developer hereby waives and agrees to require their insurers to waive their rights of subrogation against the City of Chicago, its employees, elected officials, agents, or representatives.

The coverages and limits furnished by Developer in no way limit Developer's liabilities and responsibilities specified within the Agreement or by law.

Any insurance or self insurance programs maintained by the City of Chicago do not contribute with insurance provided by Developer under the Agreement.

The required insurance to be carried is not limited by any limitations expressed in the indemnification language in this Agreement or any limitation placed on the indemnity in this Agreement given as a matter of law.

If Developer is a joint venture or limited liability company, the insurance policies must name the joint venture or limited liability company as a named insured.

Developer must require Contractor and subcontractors to provide the insurance required herein, or Developer may provide the coverages for Contractor and subcontractors. All Contractors and subcontractors are subject to the same insurance requirements of Developer unless otherwise specified in this Agreement.

If Developer, any Contractor or subcontractor desires additional coverages, the party desiring the additional coverages is responsible for the acquisition and cost.

45

The City of Chicago Risk Management Department maintains the right to modify, delete, alter or change these requirements.

SECTION 13. INDEMNIFICATION

13.01. General Indemnity. Developer agrees to indemnify, pay, defend and hold the City, and its elected and appointed officials, employees, agents and affiliates (individually an "Indemnitee," and collectively the "Indemnites") harmless from and against, any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses and disbursements of any kind or nature whatsoever (and including without limitation, the reasonable fees and disbursements of counsel for such Indemnites in connection with any investigative, administrative or judicial proceeding commenced or threatened, whether or not such Indemnites shall be designated a party thereto), that may be imposed on, suffered, incurred by or asserted against the Indemnites in any manner relating or arising out of:

i) Developer's failure to comply with any of the terms, covenants and conditions contained within this Agreement, including, be not limited to. Section 8.27; or

ii) Developer's or any contractor's failure to pay General Contractors, subcontractors or materialmen in connection with the TIF-Funded Improvements or any other Project improvement; or

iii) the existence of any material misrepresentation or omission in this Agreement, any official statement, limited offering memorandum or private placement memorandum or the Redevelopment Plan or any other document related to this Agreement that is the result of information supplied or omitted by Developer or any Affiliate Developer or any agents, employees, contractors or persons acting under the control or at the request of Developer or any Affiliate of Developer; or

iv) Developer's failure to cure any misrepresentation in this Agreement or any other agreement relating hereto;

provided, however, that Developer shall have no obligation to an Indemnitee arising from the wanton or willful misconduct of that Indemnitee. To the extent that the preceding sentence may be unenforceable because it is violative of any law or public policy, Developer shall contribute the maximum portion that it is permitted to pay and satisfy under the applicable law, to the payment and satisfaction of all indemnified liabilities incurred by the Indemnitees or any of them. The provisions of the undertakings and indemnification set out in this Section 13.01 shall survive the termination of this Agreement.

SECTION 14. MAINTAINING RECORDS/RIGHT TO INSPECT

1. Books and Records. Developer shall keep and maintain separate, complete, accurate and detailed books and records necessary to reflect and fully disclose the total actual cost of the Project and the disposition of all funds from whatever source allocated thereto, and to monitor the Project. All such books, records and other documents, including but not limited to Developer's loan statements, if any, General Contractors' and contractors' sworn statements, general contracts, subcontracts, purchase orders, waivers of lien, paid receipts and invoices, shall be available at Developer's offices for inspection, copying, audit and examination by an authorized representative of the City, at Developer's expense. Developer shall incorporate this right to inspect, copy, audit and examine all books and records into all contracts entered into by Developer with respect to the Project.

2. Inspection Rights. Upon three (3) business days' notice, any authorized representative of the City has access to all portions of the Project and the Property during normal business hours for the Term of the Agreement.

SECTION 15. DEFAULT AND REMEDIES

15.01. Events of Default. The occurrence of any one or more of the following events, subject to the provisions of Section 15.03, shall constitute an "Event of Default" by Developer hereunder:

a) the failure of Developer to perform, keep or observe any of the covenants, conditions, promises, agreements or obligations of Developer under this Agreement or any related agreement;

b) the failure of Developer to perform, keep or observe any of the covenants, conditions, promises, agreements or obligations of Developer under any other agreement with any person or entity if such failure may have a material adverse effect on Developer's business, property, assets, operations or condition, financial or otherwise;

c) the making or furnishing by Developer to the City of any representation, warranty, certificate, schedule, report or other communication within or in connection with this Agreement or any related agreement which is untrue or misleading in any material respect;

(d) except as otherwise permitted hereunder, the creation (whether voluntary or involuntary) of, or any attempt to create, any lien or other encumbrance upon the Property, including any fixtures now or hereafter attached thereto, other than the Permitted Liens, or the making or any attempt to make any levy, seizure or attachment thereof;

(e) the commencement of any proceedings in bankruptcy by or against Developer or for the liquidation or reorganization of Developer, or alleging that Developer is insolvent or unable to pay its debts as they mature, or for the readjustment or arrangement of Developer's debts, whether under the United States Bankruptcy Code or under any other state or federal law, now or hereafter existing for the relief of debtors, or the commencement of any analogous statutory or non-statutory proceedings involving Developer; provided, however, that if such commencement of proceedings is involuntary, such action shall not constitute an Event of Default unless such

47

proceedings are not dismissed within sixty (60) days after the commencement of such proceedings;

f) the appointment of a receiver or trustee for Developer, for any substantial part of Developer's assets or the institution of any proceedings for the dissolution, or the full or partial liquidation, or the merger or consolidation, of Developer; provided, however, that if such appointment or commencement of proceedings is involuntary, such action shall not constitute an Event of Default unless such appointment is not revoked or such proceedings are not dismissed within sixty (60) days after the commencement thereof;

g) the entry of any judgment or order against Developer which remains unsatisfied or undischarged and in effect for sixty (60) days after such entry without a stay of enforcement or execution;

h) the occurrence of an event of default under the Lender Financing, which default is not cured within any applicable cure period;

(i) the dissolution of Developer or the death of any natural person who owns a material

interest in Developer;

(j) the institution in any court of a criminal proceeding (other than a misdemeanor) against Developer or any natural person who owns a material interest in Developer, which is not dismissed within thirty (30) days, or the indictment of Developer or any natural person who owns a material interest in Developer, for any crime (other than a misdemeanor);

(k) prior to the expiration of the Term of the Agreement, the sale or transfer of a majority of the ownership interests of Developer without the prior written consent of the City, provided that a transfer of the Limited Partner's interest in Owner after expiration of the tax credit compliance period shall be permitted without the consent of the City; or

(l) The failure of Developer, or the failure by any party that is a Controlling Person (defined in Section 1-23-010 of the Municipal Code) with respect to Developer, to maintain eligibility to do business with the City in violation of Section 1-23-030 of the Municipal Code; such failure shall render this Agreement voidable or

subject to termination, at the option of the Chief Procurement Officer.

For purposes of Sections 15.01(i) and 15.01(i) hereof, a person with a material interest in Developer shall be one owning in excess of ten percent (10%) of Developer's partnership interests.

15.02. Remedies. Upon the occurrence of an Event of Default, the City may terminate this Agreement and any other agreements to which the City and Developer are or shall be parties, suspend disbursement of City Funds, place a lien on the Project in the amount of City Funds paid, and/or seek reimbursement of any City Funds paid and/or draw down up to the entire balance of any letter of credit or other security (the "Letter of Credit") that Developer may provide as may be set forth in this Section 15.02. The City may, in any court of competent jurisdiction by any action or proceeding at law or in equity, pursue and secure any available remedy, including but not limited to damages, injunctive relief or the specific performance of the agreements contained herein. Upon the occurrence of an Event of Default under Section 8.06, Developer shall be

48

obligated to repay to the City all previously disbursed City Funds. In addition to other instances set forth in this Agreement, the City may draw on the Letter of Credit, if any, if Developer defaults under the Jobs Covenant and/or Operating Covenant as set forth in Section 8.06.

15.03 Curative Period. In the event Developer shall fail to perform a monetary covenant which Developer is required to perform under this Agreement, notwithstanding any other provision of this Agreement to the contrary, an Event of Default shall not be deemed to have occurred unless Developer has failed to perform such monetary covenant within ten (10) days of its receipt of a written notice from the City specifying that it has failed to perform such monetary covenant. In the event Developer shall fail to perform a non-monetary covenant which Developer is required to perform under this Agreement, notwithstanding any other provision of this Agreement to the contrary, an Event of Default shall not be deemed to have occurred unless Developer has failed to cure such default within thirty (30) days of its receipt of a written notice from the City specifying the nature of the default; provided, however, with respect to those non-monetary defaults which are not capable of being cured within such thirty (30) day period, Developer shall not be deemed to have committed an Event of Default under this Agreement if it has commenced to cure the alleged default within such thirty (30) day period and thereafter diligently and continuously prosecutes the cure of such default until the same has been cured; and provided, further, that there shall be no cure period under this Section 15.03 with respect to Developer's failure to comply with any requirement hereunder for which an additional cure period (aside from that provided in this Section 15.03) is provided (e.g. See Section 8.06?). The City acknowledges that any performance of Developer's duties and/or obligations offered to the City by any partner of the Developer on behalf of the Developer will be evaluated and accepted or rejected by the City as though offered by the Developer.

SECTION 16. MORTGAGING OF THE PROJECT

All mortgages or deeds of trust in place as of the date hereof with respect to the Property or any portion thereof are listed on Exhibit G hereto (including but not limited to mortgages made prior to or on the date hereof in connection with Lender Financing) and are referred to herein as the AExisting Mortgages." Any mortgage or deed of trust that Developer may hereafter elect to execute and record or permit to be recorded against the Property or any portion thereof is referred to herein as a ANew Mortgage." Any New Mortgage that Developer may hereafter elect to execute and record or permit to be recorded against the Property or any portion thereof with the prior written consent of the City is referred to herein as a "Permitted Mortgage." It is hereby agreed by and between the City and Developer as follows:

- (a) In the event that a mortgagee or any other party shall succeed to Developer's

interest in the Property or any portion thereof pursuant to the exercise of remedies under a New Mortgage (other than a Permitted Mortgage), whether by foreclosure or deed in lieu of foreclosure, and in conjunction therewith accepts an assignment of Developer's interest hereunder in accordance with Section 18.15 hereof, the City may, but shall not be obligated to, attorn to and recognize such party as the successor in interest to Developer for all purposes under this Agreement and, unless so recognized by the City as the successor in interest, such party shall be entitled to no rights or benefits under this Agreement, but such party shall be bound by those provisions of this Agreement that are covenants expressly running with the land.

(b) In the event that any mortgagee shall succeed to Developer's interest in the Property or any portion thereof pursuant to the exercise of remedies under an Existing Mortgage or a

49

Permitted Mortgage, whether by foreclosure or deed in lieu of foreclosure, and in conjunction therewith accepts an assignment of Developer's interest hereunder in accordance with Section 18.15 hereof, the City hereby agrees to attorn to and recognize such party as the successor in interest to Developer for all purposes under this Agreement so long as such party accepts all of the obligations and liabilities of ADeveloper" hereunder; provided, however, that, notwithstanding any other provision of this Agreement to the contrary, it is understood and agreed that if such party accepts an assignment of Developer's interest under this Agreement, such party has no liability under this Agreement for any Event of Default of Developer which accrued prior to the time such party succeeded to the interest of Developer under this Agreement, in which case Developer shall be solely responsible. However, if such mortgagee under a Permitted Mortgage or an Existing Mortgage does not expressly accept an assignment of Developer's interest hereunder, such party shall be entitled to no rights and benefits under this Agreement, and such party shall be bound only by those provisions of this Agreement, if any, which are covenants expressly running with the land.

(c) Prior to the issuance by the City to Developer of a Certificate pursuant to Section 7 hereof, no New Mortgage shall be executed with respect to the Property or any portion thereof without the prior written consent of the Commissioner of DPD.

SECTION 17. NOTICE

Unless otherwise specified, any notice, demand or request required hereunder shall be given in writing at the addresses set forth below, by any of the following means: (a) personal service; (b) telecopy or facsimile; (c) overnight courier, or (d) registered or certified mail, return receipt requested.

If to the City: City of Chicago Department of Planning and Development 121 North LaSalle Street, Room 1000 Chicago, Illinois 60602
Attention: Commissioner **ADD COPIES TO DOH???**

With Copies To: City of Chicago Department of Law 121 North LaSalle Street, Room 600
Chicago, Illinois 60602 Attention: Finance and Economic Development Division

If to Developer: *43^d and Prairie Phase II LP
c/o The Habitat Company 350 W. Hubbard
St., Suite 500 Chicago, IL 60654 Attention:
Stephen F. Galler*

With Copies To: Applegate & Thorne-Thomsen
425 S. Financial Place. Chicago, IL 60605
Attention: Nicolas Brunick Stratford 43
Green Investors Limited Partnership 100
Corporate Place, Suite 404 Peabody,
Massachusetts 01960 Attn: Asset Management
(43 Green)

*Holland & Knight LLP
10 St. James Ave., 11th Floor
Boston, Massachusetts 02116
Attn:*

Such addresses may be changed by notice to the other parties given in the same manner provided above. Any notice, demand, or request sent pursuant to either clause (a) or (b) hereof shall be deemed received upon such personal service or upon dispatch. Any notice, demand or request sent pursuant to clause (c) shall be deemed received on the day immediately following deposit with the overnight courier and any notices, demands or requests sent pursuant to subsection (d) shall be deemed received two (2) business days following deposit in the mail.

SECTION 18. MISCELLANEOUS

1 Amendment. This Agreement and the Exhibits attached hereto may not be amended or modified without the prior written consent of the parties hereto; provided, however, that the City, in its sole discretion, may amend, modify or supplement the Redevelopment Plan without the consent of any party hereto. It is agreed that no material amendment or change to this Agreement shall be made or be effective unless ratified or authorized by an ordinance duly adopted by the City Council. The term "Amaterial" for the purpose of this Section 18.01 shall be defined as any deviation from the terms of the Agreement which operates to cancel or otherwise reduce any developmental, construction or job-creating obligations of Developer (including those set forth in Sections 10.02 and 10.03 hereof) by more than five percent (5%) or materially changes the Project site or character of the Project or any activities undertaken by Developer affecting the Project site, the Project, or both, or increases any time agreed for performance by Developer by more than [ninety (90)] days.

2 Entire Agreement. This Agreement (including each Exhibit attached hereto, which is hereby incorporated herein by reference) constitutes the entire Agreement between the parties hereto and it supersedes all prior agreements, negotiations and discussions between the parties relative to the subject matter hereof.

3 Limitation of Liability. No member, official or employee of the City shall be personally liable to Developer or any successor in interest in the event of any default or breach by the City or for any amount which may become due to Developer from the City or any successor in interest or on any obligation under the terms of this Agreement.

4 Further Assurances. Developer agrees to take such actions, including the execution and delivery of such documents, instruments, petitions and certifications as may become necessary or appropriate to carry out the terms, provisions and intent of this Agreement.

5 Waiver. Waiver by the City or Developer with respect to any breach of this Agreement shall not be considered or treated as a waiver of the rights of the respective party with respect to any other default or with respect to any particular default, except to the extent specifically waived by the City or Developer in writing. No delay or omission on the part of a party in exercising any right shall operate as a waiver of such right or any other right unless pursuant to the specific terms hereof. A waiver by a party of a provision of this Agreement shall not prejudice or constitute a waiver of such party's right otherwise to demand strict compliance with that

provision or any other provision of this Agreement. No prior waiver by a party, nor any course of dealing between the parties hereto, shall constitute a waiver of any such parties' rights or of any obligations of any other party hereto as to any future transactions.

6 Remedies Cumulative. The remedies of a party hereunder are cumulative and the exercise of any one or more of the remedies provided for herein shall not be construed as a waiver of any other remedies of such party unless specifically so provided herein.

7 Disclaimer. Nothing contained in this Agreement nor any act of the City shall be deemed or construed by any of the parties, or by any third person, to create or imply any relationship of third-party beneficiary, principal or agent, limited or general partnership or joint venture, or to create or imply any association or relationship involving the City.

8 Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same agreement.

9 Severability. If any provision in this Agreement, or any paragraph, sentence, clause, phrase, word or the application thereof, in any circumstance, is held invalid, this Agreement shall be construed as if such invalid part were never included herein and the remainder of this Agreement shall be and remain valid and enforceable to the fullest extent permitted by law.

10 Conflict. In the event of a conflict between any provisions of this Agreement and the provisions of the TIF Ordinances and/or the [the Bond Ordinance, if any,] such ordinance(s) shall prevail and control.

11 Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Illinois, without regard to its conflicts of law principles.

12 Form of Documents. All documents required by this Agreement to be submitted, delivered or furnished to the City shall be in form and content satisfactory to the City.

13 Approval. Wherever this Agreement provides for the approval or consent of the City, DPD or the Commissioner, or any matter is to be to the City's, DPD's or the Commissioner's satisfaction, unless specifically stated to the contrary, such approval, consent or satisfaction shall be made, given or determined by the City, DPD or the Commissioner in writing and in the reasonable discretion thereof. The Commissioner or other person designated by the Mayor of the City shall act for the City or DPD in making all approvals, consents and determinations of satisfaction, granting the Certificate or otherwise administering this Agreement for the City.

14 Assignment. Except in connection with a Permitted Transfer, Developer may not sell, assign or otherwise transfer its interest in this Agreement in whole or in part without the written consent of the City. Any successor in interest to Developer under this Agreement shall certify in writing to the City its agreement to abide by all remaining executory terms of this Agreement, including but not limited to [Sections 8.19 [Real Estate Provisions] and 8.231 (Survival of Covenants) hereof, for the Term of the Agreement. Developer consents to the City's sale, transfer, assignment or other disposal of this Agreement at any time in whole or in part.

15 Binding Effect. This Agreement shall be binding upon Developer, the City and their respective successors and permitted assigns (as provided herein) and shall inure to the benefit of Developer, the City and their respective successors and permitted assigns (as provided herein). Except as otherwise provided herein, this Agreement shall not run to the benefit of, or be enforceable by, any person or entity other than a party to this Agreement and its successors and permitted assigns. This Agreement should not be deemed to confer upon third parties any remedy, claim, right of reimbursement or other right.

16 Force Majeure. Neither the City nor Developer nor any successor in interest to either of them shall be considered in breach of or in default of its obligations under this Agreement in the event of any delay caused by damage or destruction by fire or other casualty, strike, shortage of material, unusually adverse weather conditions such as, by way of illustration and not limitation, severe rain storms or below freezing temperatures of abnormal degree or for an abnormal duration, tornadoes or cyclones, and other events or conditions beyond the reasonable control of the party affected which in fact interferes with the ability of such party to discharge its obligations hereunder. The individual or entity relying on this section with respect to any such delay shall, upon the occurrence of the event causing such delay, immediately give written notice to the other parties to this Agreement. The individual or entity relying on this section with respect to any such delay may rely on this section only to the extent of the actual number of days of delay effected by any such events described above.

17 Business Economic Support Act. Pursuant to the Business Economic Support Act (30 ILCS 760/1 et seq.), if Developer is required to provide notice under the WARN Act, Developer shall, in addition to the notice required under the WARN Act, provide at the same time a copy of the WARN Act notice to the Governor of the State, the Speaker and Minority Leader of the House of Representatives of the State, the President and minority Leader of the Senate of State, and the Mayor of each municipality where Developer has locations in the State. Failure by Developer to provide such notice as described above may result in the termination of all or a part of the payment or reimbursement obligations of the City set forth herein.

18 Venue and Consent to Jurisdiction. If there is a lawsuit under this Agreement, each party may hereto agree to submit to the jurisdiction of the courts of Cook County, the State of Illinois and the United States District Court for the Northern District of Illinois.

19 Costs and Expenses. In addition to and not in limitation of the other provisions of this Agreement, Developer agrees to pay upon demand the City's out-of-pocket expenses, including attorney's fees, incurred in connection with the enforcement of the provisions of this Agreement. This includes, subject to any limits under applicable law, attorney's fees and legal expenses, whether or not there is a lawsuit, including attorney's fees for bankruptcy proceedings (including efforts to modify or vacate any automatic stay or injunction), appeals and any anticipated post-judgment collection services. Developer also will pay any court costs, in addition to all other sums provided by law.

20 Business Relationships. Developer acknowledges (A) receipt of a copy of Section 2-156-030 (b) of the Municipal Code, (B) that Developer has read such provision and understands that pursuant to such Section 2-156-030 (b), it is illegal for any elected official of the City, or any person acting at the direction of such official, to contact, either orally or in writing, any other City official or employee with respect to any matter involving any person with whom the elected City official or employee has a business relationship that creates a "Financial Interest" (as defined in

Council committee hearing or in any City Council meeting or to vote on any matter involving any person with whom the elected City official or employee has a business relationship that creates a Financial Interest, or to participate in any discussion in any City Council committee hearing or in any City Council meeting or to vote on any matter involving the person with whom an elected official has a business relationship that creates a Financial Interest, and (C) that a violation of Section 2-156-030 (b) by an elected official, or any person acting at the direction of such official, with respect to any transaction contemplated by this Agreement shall be grounds for termination of this Agreement and the transactions contemplated hereby. Developer hereby represents and warrants that, to the best of its knowledge after due inquiry, no violation of Section 2-156-030 (b) has occurred with respect to this Agreement or the transactions contemplated hereby.

18.21 INTENTIONALLY LEFT BLANK

SECTION 19. HUD Rider to Restrictive Covenants. The HUD Rider to Restrictive Covenants is attached hereto as Exhibit Q and a made a part hereof by this reference.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have caused this Redevelopment Agreement to be executed on or as of the day and year first above written.

CITY OF CHICAGO

By:

Maurice D. Cox, Commissioner, Department of Planning
and Development

43rd AND PRAIRIE PHASE II LP,
a Delaware Limited Partnership

By: 43rd AND PRAIRIE PHASE II, LLC, an Illinois limited
liability company Its general partner

By: 43 GREEN JV LLC,
an Illinois limited liability company, its Manager
and sole member

By: HABITAT 43 GREEN LLC,
an Illinois limited liability company, its Managing
Member

By: HABITAT ACQUISITIONS COMPANY LLC, an Illinois
limited liability company, its Manager

By: TH E H AB ITAT COM PANY LLC, an Illinois
limited liability company, its Manager

By:

Name: Matt Fiascone Title: President

GENERATIONS HOUSING INITIATIVES, an Illinois not-for -profit corporation

By:

Name: Cristina Vera Title: Executive Director

43 GREEN JV LLC,
an Illinois limited liability company

By: Habitat 43 Green LLC,
an Illinois limited liability company, its Managing Member

By: Habitat Acquisitions Company LLC, an Illinois limited liability company, its Manager

By: The Habitat Company LLC,
an Illinois limited liability company, its Manager/Sole Member

By:
Name: Matt Fiascone Its: President

56

STATE OF ILLINOIS) COUNTY OF COOK)

I, _____, a notary public in and for the said County, in the State
aforesaid, DO HEREBY CERTIFY that _____, personally
known to me to be the _____ Commissioner of the Department of Planning and
Development of the City of Chicago (the "City"), and personally known to me to be the same person whose
name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged

that he/she signed, sealed, and delivered said instrument pursuant to the authority given to him/her by the City, as his/her free and voluntary act and as the free and voluntary act of the City, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this th day of , .

Notary Public

My Commission Expires.

57

STATE OF ILLINOIS) COUNTY OF
COOK)

I, the undersigned, a Notary Public in and for the county and State aforesaid, do hereby certify that Matt Fiascone, personally known to me to be the President of The Habitat Company LLC, the manager of Habitat

(SEAL)

STATE OF ILLINOIS)
COUNTY OF COOK) ss

I, the undersigned, a Notary Public in and for the county and State aforesaid, do hereby certify that _____, personally known to me to be the _____ of Generations Housing Initiatives, an Illinois not-for-profit corporation ("Generations"), and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such officer, s/he signed and delivered the said instrument, pursuant to authority given by the Board as the free and voluntary act of such person, and as the free and voluntary act

60

EXHIBIT B
PROPERTY

LEGAL DESCRIPTION OF PARCELS TO BE PROVIDED BY DEVELOPER
(SUBJECT TO TITLE & SURVEY)

Developer Affiliated Parcels:

Tax Parcel Numbers:	20-03-304-001-0000 (Parcel 1)		
	20-03-304-002-0000 (Parcel 3)	(Parcel 2)	20-03-304-005-0000

Legal Descriptions:

Commonly known as: 301 E. 43rd Street, Chicago, IL 60653 (Parcel 1)
311 E. 43rd Street, Chicago, IL 60653 (Parcel 2) 4313 S. Prairie Avenue,
Chicago, IL 60653 (Parcel 3)

City Parcels

Tax Parcel Numbers: 20-03-304-003-0000 (Parcel 4)
20-03-304-004-0000 (Parcel 5)

Legal Descriptions:

Commonly known as: 4309 S. Prairie Avenue, Chicago, IL 60653 (Parcel 4)
4311 S. Prairie Avenue, Chicago, IL 60653 (Parcel 5)

61

EXHIBIT C

TIF-FUNDED IMPROVEMENTS TO BE UPDATED
PRIOR TO CLOSING

Line Item Cost

TIF ELIGIBLE COSTS BUDGET

HARD COSTS	PROJECT BUDGET	TIF ELIGIBLE EXPENSES
Net Residential Construction		

Winter Conditions
General Conditions
Insurance
Bonding
Overhead
Profit
Contingency@ 5% \$1,630,726
TOTAL HARD COSTS \$32,614,512

SOFT COSTS	PROJECT BUDGET	TIF ELIGIBLE EXPENSES
Environmental Remediation		
TOTAL SOFT COSTS		

"TOTAL

"Notwithstanding the total of TIF-Funded Improvements or the amount of TIF-eligible costs, the assistance to be provided by the City is limited to the amount described in Section 4.03 and shall not exceed the lesser of [\$10,000,000 or 22.6727%] of the Project Budget.

The Budget above is approximate and may change by up to five percent (5%).

EXHIBIT E CONSTRUCTION CONTRACT (SEE ATTACHED)

63

EXHIBIT F ESCROW AGREEMENT (SEE ATTACHED)

64

EXHIBIT G

PERMITTED LIENS

1. Liens or encumbrances against the Property:

Those matters set forth as Schedule B title exceptions in the owner's title insurance policy issued by the Title Company as of the date hereof, but only so long as applicable title endorsements issued in conjunction therewith on the date hereof, if any, continue to remain in full force and effect.

2. Liens or encumbrances against Developer or the Project, other than liens against the Property, if any:

[To be completed by Developer's counsel, subject to City approval.]

65

EXHIBIT H-1 PROJECT BUDGET TO BE
PROVIDED/UPDATED PRIOR TO CLOSING

Per Unit Cost Residential

ACQUISITION

Building Cost Land Cost - City of Chicago	\$	\$
	\$ 2	\$ 0
TOTAL ACQUISITION	\$ 2	\$ 0

HARD COSTS RESIDENTIAL

Net Residential Construction Hard Cost	\$	\$
Adjustment CTA Flagman + Winter Conditions		
General Conditions Overhead Profit		
iPuidieir^Risfc^ns^		

\$
\$

\$

Contingency @ 5% \$ 1,630,726
TOTAL HARD COSTS \$ 32,614,512

SOFT COSTS: Other Construction:

FFE

Permit Fees

Permit Review Fees + PD Permit Reviews

Direct Developer Review

Testing During Construction including Radon

66

Infrastructure Costs:

Streets

Parkway Tree Fee Temporary Power

Peoples Gas

Utility Consultant

Utility Costs - ComEd Construction Soft Cost Contingency Environmental Costs:

Environmental Monitoring EGC Commissioning Agent

IEPA Fees Professional Fees:

Architect - Design and Supervision

Architect - Misc. and Reimbursables

Tie Off Anchor Design

Geotechnical Analysis

Permit Expeditor

Plats and Survey

PD Survey

Cost Certification/Audit Legal Fees - Organizational Legal Fees - Zoning Legal Fees -

Syndicator TIF Consultant Appraisal Market Study

Phase I Environmental Report

Phase II Environmental Report

Title and Recording Lender Fees:

Tax Credit Reservation Fee

Application Fees

Construction Points

Perm Loan Points

Construction Inspection

Legal Fees - Lender

Construction Period Interest

Other Lender Fees Construction Period:

Construction Period Insurance

Construction Period Taxes

Commercial Space Soft Costs

Other Construction Period Marketing and Leasing:

Leasing Personnel

Advertising

Model Units

Other Marketing and Leasing Reserves:

Lease Up Reserve

Insurance Reserve

Real Estate Tax Reserve

Operating Reserve

Replacement Reserve

Developer Fee: Developer Fee Deferred
Developer Fee

Total Soft Costs (less developer fee)	\$	
TOTAL SOFT COSTS INCLUDING FEE	\$	
TOTAL DEVELOPMENT COST	\$ 44,105,902	\$

[[The Budget above is approximate and may change by up to five percent (5%)]].

EXHIBIT H-2

MBE/WBE BUDGET TO BE PROVIDED/UPDATED PRIOR TO CLOSING

MBE/WBE ELIGIBLE COSTS

HARD COSTS	PROJECT BUDGET	MBE/WBE ELIGIBLE EXPENSES
Net Residential Construction		
Pre-cast Manufacturing		
Hard Cost Adjustment		
CTA Flagman & Winter Conditions		
General Conditions		
Insurance		
Bonding		
Overhead		
Profit		
Contingency@ 5%	1,630,726	
TOTAL HARD COSTS	\$32,614,512	

70

EXHIBIT I APPROVED PRIOR EXPENDITURES NO APPROVED PRIOR EXPENDITURES

EXHIBIT J

OPINION OF DEVELOPER'S COUNSEL [To be retyped on
Developer's Counsel's letterhead]

City of Chicago
121 North LaSalle Street
Chicago, IL 60602

ATTENTION: Corporation Counsel

Ladies and Gentlemen:

We have acted as counsel to _____, an [Illinois]
(the ADeveloper"), in connection with the purchase of certain land and the construction of certain
facilities thereon located in the _____ Redevelopment Project
Area (the "Project"). In that capacity, we have examined, among other things, the following agreements,
instruments and documents of even date herewith, hereinafter referred to as the ADocuments":

- (a) _____ Redevelopment Agreement (the "Agreement") of even
date herewith, executed by Developer and the City of Chicago (the "City");
- [(b) the Escrow Agreement of even date herewith executed by Developer and the City;]
- c) [insert other documents including but not limited to documents related to purchase and financing of
the Property and all lender financing related to the Project]; and
- d) all other agreements, instruments and documents executed in connection with the foregoing.

In addition to the foregoing, we have examined

- a) the original or certified, conformed or photostatic copies of Developer's (i) Articles of Incorporation,
as amended to date, (ii) qualifications to do business and certificates of good standing in all states in
which Developer is qualified to do business, (iii) By-Laws, as amended to date, and (iv) records of all
corporate proceedings relating to the Project [revise if Developer is not a corporation]; and
- b) such other documents, records and legal matters as we have deemed necessary or relevant for
purposes of issuing the opinions hereinafter expressed.

In all such examinations, we have assumed the genuineness of all signatures (other than those of Developer),
the authenticity of documents submitted to us as originals and

conformity to the originals of all documents submitted to us as certified, conformed or photostatic copies.

Based on the foregoing, it is our opinion that:

1. Developer is a corporation duly organized, validly existing and in good standing under the laws of its state of [incorporation] [organization], has full power and authority to own and lease its properties and to carry on its business as presently conducted, and is in good standing and duly qualified to do business as a foreign [corporation] [entity] under the laws of every state in which the conduct of its affairs or the ownership of its assets requires such qualification, except for those states in which its failure to qualify to do business would not have a material adverse effect on it or its business.

2. Developer has full right, power and authority to execute and deliver the Documents to which it is a party and to perform its obligations thereunder. Such execution, delivery and performance will not conflict with, or result in a breach of, Developer's [Articles of Incorporation or By-Laws] [describe any formation documents if Developer is not a corporation] or result in a breach or other violation of any of the terms, conditions or provisions of any law or regulation, order, writ, injunction or decree of any court, government or regulatory authority, or, to the best of our knowledge after diligent inquiry, any of the terms, conditions or provisions of any agreement, instrument or document to which Developer is a party or by which Developer or its properties is bound. To the best of our knowledge after diligent inquiry, such execution, delivery and performance will not constitute grounds for acceleration of the maturity of any agreement, indenture, undertaking or other instrument to which Developer is a party or by which it or any of its property may be bound, or result in the creation or imposition of (or the obligation to create or impose) any lien, charge or encumbrance on, or security interest in, any of its property pursuant to the provisions of any of the foregoing, other than liens or security interests in favor of the lender providing Lender Financing (as defined in the Agreement).

3. The execution and delivery of each Document and the performance of the transactions contemplated thereby have been duly authorized and approved by all requisite action on the part of Developer.

4. Each of the Documents to which Developer is a party has been duly executed and delivered by a duly authorized officer of Developer, and each such Document constitutes the legal, valid and binding obligation of Developer, enforceable in accordance with its terms, except as limited by applicable bankruptcy, reorganization, insolvency or similar laws affecting the enforcement of creditors' rights generally.

5. Exhibit A attached hereto (a) identifies each class of capital stock of Developer, (b) sets forth the number of issued and authorized shares of each such class, and (c) identifies the record owners of shares of each class of capital stock of Developer and the number of shares held of record by each such holder. To the best of our knowledge after diligent inquiry, except as set forth on Exhibit A, there are no warrants, options, rights or commitments of purchase, conversion, call or exchange or other rights or restrictions with respect to any of the capital stock of Developer. Each outstanding share of the capital stock of Developer is duly authorized, validly issued, fully paid and nonassessable.

6. To the best of our knowledge after diligent inquiry, no judgments are outstanding against Developer, nor is there now pending or threatened, any litigation, contested claim or governmental proceeding by or against Developer or affecting Developer or its property, or seeking to restrain or enjoin the performance by Developer of the Agreement or the transactions contemplated by the Agreement, or contesting the validity thereof. To the best of our knowledge after diligent inquiry, Developer is not in default with respect to any order, writ, injunction or decree of any court, government or regulatory authority or in default in any respect under any law, order, regulation or demand of any governmental agency or instrumentality, a default under which would have a material adverse effect on Developer or its business.

7. To the best of our knowledge after diligent inquiry, there is no default by Developer or any other party under any material contract, lease, agreement, instrument or commitment to which Developer is a party or by which the company or its properties is bound.

8. To the best of our knowledge after diligent inquiry, all of the assets of Developer are free and clear of mortgages, liens, pledges, security interests and encumbrances except for those specifically set forth in the Documents.

9. The execution, delivery and performance of the Documents by Developer have not and will not require the consent of any person or the giving of notice to, any exemption by, any registration, declaration or filing with or any taking of any other actions in respect of, any person, including without limitation any court, government or regulatory authority.

10. To the best of our knowledge after diligent inquiry, Developer owns or possesses or is licensed or otherwise has the right to use all licenses, permits and other governmental approvals and authorizations, operating authorities, certificates of public convenience, goods carriers permits, authorizations and other rights that are necessary for the operation of its business.

11. A federal or state court sitting in the State of Illinois and applying the choice of law provisions of the State of Illinois would enforce the choice of law contained in the Documents and apply the law of the State of Illinois to the transactions evidenced thereby.

We are attorneys admitted to practice in the State of Illinois and we express no opinion as to any laws other than federal laws of the United States of America and the laws of the State of Illinois.

[Note: include a reference to the laws of the state of incorporation/organization of Developer, if other than Illinois.]

This opinion is issued at Developer's request for the benefit of the City and its counsel, and may not be disclosed to or relied upon by any other person.

Very truly yours,

By: _ Name:

EXHIBIT K INTENTIONALLY LEFT BLANK

FORM

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The affiant, _____, of _____, a
(the "Developer"), hereby certifies that with respect to that
certain Redevelopment Agreement between Developer and the City of
Chicago dated _____, (the "Agreement"):

A. Expenditures for the Project, in the total amount of \$ _____, have
been made:

B. This paragraph B sets forth and is a true and complete statement of all costs of TIF-Funded
Improvements for the Project reimbursed by the City to date:

\$ _____

C. Developer requests reimbursement for the following cost of TIF-Funded Improvements:

\$ ' _____

D. None of the costs referenced in paragraph C above have been previously reimbursed by the
City.

E. Developer hereby certifies to the City that, as of the date hereof:

1. Except as described in the attached certificate, the representations and warranties
contained in the Agreement are true and correct and Developer is in compliance with all applicable covenants
contained herein.

2. No event of Default or condition or event which, with the giving of notice or passage of
time or both, would constitute an Event of Default, exists or has occurred.

All capitalized terms which are not defined herein has the meanings given such terms in the
Agreement.

By:

Name Title:

Subscribed and sworn before me this day of.

My commission expires: Agreed and accepted:

Name Title:

City of Chicago

Department of Planning and Development

EXHIBIT M INTENTIONALLY OMITTED

EXHIBIT N

FORM OF SUBORDINATION AGREEMENT [SAMPLE - UPDATE

BASED ON SPECIFIC PROJECT]

This document prepared by and after recording return to:

, Esq.

City of Chicago
Department of Law
121 North LaSalle Street, Room 600
Chicago, IL 60602

SUBORDINATION AGREEMENT

This Subordination Agreement ("Agreement") is made and entered into as of the day of _____, between the City of Chicago by and through its Department of Planning and Development (the "City"), [Name Lender], a [national banking association] (the "ALender").

WITNESSETH:

WHEREAS, [Describe Project - use language from Recitals of Redevelopment agreement] the _____ an Illinois [limited liability company] (the "ALender"), has purchased certain property located within the _____ Redevelopment Project Area at _____, Chicago, Illinois _____ and legally described on the Exhibit hereto (the "Property"), in order to _____ located on the _____ Property through the following activities: _____ (the "Project"); and

WHEREAS, [describe financing and security documents - leave blanks as necessary if you do not have financing documents - see example below] as part of obtaining financing for the Project, Developer and American National Bank and Trust Company of Chicago, as trustee under Trust Agreement dated November 19, 1996 and known as Trust No. 122332-01 (the "ALand Trustee") (Developer and the Land Trustee collectively referred to herein as the "ABorrower"), have entered into a certain Construction Loan Agreement dated as of December 29, 1997 with the Lender pursuant to which the Lender has agreed to make a loan to the Borrower in an amount not to exceed \$44,000,000 (the "ALoan"), which Loan is evidenced by a Mortgage Note and executed by the Borrower in favor of the Lender (the "ANote"), and the repayment of the Loan is secured by, among other things, certain liens and encumbrances on the Property and other property of the Borrower pursuant to the following: (i) Mortgage dated December 29, 1997 and recorded January 2, 1998 as document number 98001840 made by the Borrower to the Lender; and (ii) Assignment of Leases and Rents recorded January 2, 1998 as document number 98001841 made by the Borrower to the Lender (all such agreements referred to above and otherwise relating to the Loan referred to herein collectively as the "ALoan Documents");

WHEREAS, Developer desires to enter into a certain Redevelopment Agreement dated the date hereof with the City in order to obtain additional financing for the Project (the "Redevelopment Agreement," referred to herein along with various other agreements and documents related thereto as the "City

Agreements");

WHEREAS, pursuant to the Redevelopment Agreement, Developer will agree to be bound by certain covenants expressly running with the Property, as set forth in Sections [8.02, 8.06 and 8.19] [Note" Refer to Section 7.02 of the Agreement to confirm which covenants to list] of the Redevelopment Agreement (the "City Encumbrances");

WHEREAS, the City has agreed to enter into the Redevelopment Agreement with Developer as of the date hereof, subject, among other things, to (a) the execution by Developer of the Redevelopment Agreement and the recording thereof as an encumbrance against the Property; and (b) the agreement by the Lender to subordinate their respective liens under the Loan Documents to the City Encumbrances; and

NOW, THEREFORE, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the Lender and the City agree as hereinafter set forth:

1. Subordination. All rights, interests and claims of the Lender in the Property pursuant to the Loan Documents are and shall be subject and subordinate to the City Encumbrances. In all other respects, the Redevelopment Agreement shall be subject and subordinate to the Loan Documents. Nothing herein, however, shall be deemed to limit the Lender's right to receive, and Developer's ability to make, payments and prepayments of principal and interest on the Note, or to exercise its rights pursuant to the Loan Documents except as provided herein.

2. Notice of Default. The Lender shall use reasonable efforts to give to the City, and the City shall use reasonable efforts to give to the Lender, (a) copies of any notices of default which it may give to Developer with respect to the Project pursuant to the Loan Documents or the City Agreements, respectively, and (b) copies of waivers, if any, of Developer's default in connection therewith. Under no circumstances shall Developer or any third party be entitled to rely upon the agreement provided for herein.

3. Waivers. No waiver shall be deemed to be made by the City or the Lender of any of their respective rights hereunder, unless the same shall be in writing, and each waiver, if any, shall be a waiver only with respect to the specific instance involved and shall in no way impair the rights of the City or the Lender in any other respect at any other time.

4. Governing Law; Binding Effect. This Agreement shall be interpreted, and the rights and liabilities of the parties hereto determined, in accordance with the internal laws and decisions of the State of Illinois, without regard to its conflict of laws principles, and shall be binding upon and inure to the benefit of the respective successors and assigns of the City and the Lender.

5. Section Titles; Plurals. The section titles contained in this Agreement are and shall be without substantive meaning or content of any kind whatsoever and are not a part of the

81

agreement between the parties hereto. The singular form of any word used in this Agreement shall include the plural form.

6. Notices. Any notice required hereunder shall be in writing and addressed to the party to be notified as follows:

If to the City: City of Chicago Department of Planning and Development 121 North LaSalle Street, Room 1000 Chicago, Illinois 60602

Attention: Commissioner

With Copies To: City of Chicago Department of Law 121 North LaSalle Street, Room 600

Chicago, Illinois 60602 Attention: Finance and Economic Development Division

If to Developer: c/o The Habitat Company 350 W. Hubbard St., Suite 500 Chicago, IL 60654
Attention: Matthew G. Fiascone

With Copies To: Stratford 43 Green Investors Limited Partnership 100 Corporate Place, Suite 404 Peabody, Massachusetts 01960 Attn: Asset Management (43 Green)
Holland & Knight LLP 10 St. James Ave., 11th Floor Boston, Massachusetts 02116 Attn: Jonathan I. Sirois, Esq.

or to such other address as either party may designate for itself by notice. Notice shall be deemed to have been duly given (i) if delivered personally or otherwise actually received, (ii) if sent by overnight delivery service, (iii) if mailed by first class United States mail, postage prepaid, registered or certified, with return receipt requested, or (iv) if sent by facsimile with facsimile confirmation of receipt (with duplicate notice sent by United States mail as provided above). Notice mailed as provided in clause (iii) above shall be effective upon the expiration of three (3) business days after its deposit in the United States mail. Notice given in any other manner described in this paragraph shall be effective upon receipt by the addressee thereof; provided, however, that if any notice is tendered to an addressee and delivery thereof is refused by such addressee, such notice shall be effective upon such tender.

7. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one instrument.

82

IN WITNESS WHEREOF, this Subordination Agreement has been signed as of the date first written above.

[LENDER], [a national banking association] By:

Its:

CITY OF CHICAGO By:

Its: Commissioner,
Department of Planning and Development

ACKNOWLEDGED AND AGREED TO THIS

DAY OF

[Developer], a

By: Its:

Exhibit to Subordination Agreement - Legal Description

83

STATE OF ILLINOIS COUNTY OF COOK

)
)SS
)

I, the undersigned, a notary public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT , personally known to me to be the Commissioner of the Department of Planning and Development of the City of Chicago, Illinois (the "City") and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Commissioner, (s)he signed and delivered the said instrument pursuant to authority, as his/her free and voluntary act, and as the free and voluntary act and deed of said City, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this day of , .

Notary Public

My Commission Expires

(SEAL)

STATE OF ILLINOIS)

)SS

COUNTY OF COOK)

I, _____, a notary public in and for the said County, in the State
aforesaid, DO HEREBY CERTIFY THAT _____, personally known to me to be the
of [Lender], a _____, and personally known to me
to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in
person and acknowledged that he/she signed, sealed and delivered said instrument, pursuant to the authority
given to him/her by Lender, as his/her free and voluntary act and as the free and voluntary act of the Lender,
for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this _____ day of _____, _____.

Notary Public

My Commission Expires

(SEAL)

84

EXHIBIT O FORM OF PAYMENT BOND

85

EXHIBIT P INTENTIONALLY LEFT BLANK

86

EXHIBIT Q
HUD RIDER TO RESTRICTIVE COVENANTS

This RIDER TO RESTRICTIVE COVENANTS is made as of December , 2021, by 43rd and Calumet Phase I LP, a Delaware Limited Partnership (the "Developer") and the City of Chicago, an Illinois municipal corporation, acting through its Department of Planning and Development ("Agency").

WHEREAS, Developer has obtained financing from Bellwether Enterprise Real Estate Capital, LLC, an Ohio limited liability company ("Lender") for the benefit of the project known as 43 Green Phase 1 Apartments ("Project"), which loan is secured by a Multifamily Mortgage, Assignment of Leases and Rents and Security Agreement ("Security Instrument") dated as of December , 2021 and recorded in the land title records of the Recorder's Office of Cook County, Illinois ("Records") on , 2021 as Document Number , and is insured by the United States Department of Housing and Urban

Development ("HUD");

WHEREAS, Developer has received a grant of tax-increment funds from the Agency pursuant to the 43 Green-Phase I Redevelopment Agreement dated as of December , 2021 (the Redevelopment Agreement") by and among the Borrower, Generations Housing Initiatives, an Illinois not-for-profit corporation ("GHI"), 43 Green JV, LLC, a Delaware limited liability company ("Manager of GP") and the Agency, which Agency is requiring certain restrictions be recorded against the Project; and

WHEREAS, HUD requires as a condition of its insuring Lender's financing to the Project, that the lien and covenants of restrictive covenants set forth in the Redevelopment Agreement which run with the land (the "Restrictive Covenants") be subordinated to the lien, covenants, and enforcement of the Security Instrument; and

WHEREAS, the Agency has agreed to subordinate the Restrictive Covenants to the lien of the Mortgage Loan in accordance with the terms of this Rider.

NOW, THEREFORE, in consideration of the foregoing and for other consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

a) In the event of any conflict between any provision contained elsewhere in the Restrictive Covenants and any provision contained in this Rider, the provision contained in this Rider shall govern and be controlling in all respects as set forth more fully herein.

b) The following terms shall have the following definitions: "Code" means the Internal Revenue Code of 1986, as amended.
"HUD" means the United States Department of Housing and Urban Development.
"HUD Regulatory Agreement" means the Regulatory Agreement between Developer and HUD

87

with respect to the Project, as the same may be supplemented, amended or modified from time to time.
"Lender" means Bellwether Enterprise Real Estate Capital, LLC, its successors and assigns. "Mortgage Loan" means the mortgage loan made by Lender to the Developer pursuant to the Mortgage Loan Documents with respect to the Project.
"Mortgage Loan Documents" means the Security Instrument, the HUD Regulatory Agreement and all other documents required by HUD or Lender in connection with the Mortgage Loan.
"National Housing Act" means the National Housing Act of 1934, as amended.
"Program Obligations" has the meaning set forth in the Security Instrument.
"Residual Receipts" has the meaning specified in the HUD Regulatory Agreement.
"Security Instrument" means the mortgage or deed of trust from Developer in favor of Lender, as the same may be supplemented, amended or modified.
"Surplus Cash" has the meaning specified in the HUD Regulatory Agreement.

c) Notwithstanding anything in the Restrictive Covenants to the contrary, the provisions hereof are expressly subordinate to (i) the Mortgage Loan Documents, including without limitation, the Security Instrument, and (ii) Program Obligations (the Mortgage Loan Documents and Program Obligations are

collectively referred to herein as the "HUD Requirements"). Developer covenants that it will not take or permit any action that would result in a violation of the Code, HUD Requirements or Restrictive Covenants. In the event of any conflict between the provisions of the Restrictive Covenants and the provisions of the HUD Requirements, HUD shall be and remains entitled to enforce the HUD Requirements. Notwithstanding the foregoing, nothing herein limits the Agency's ability to enforce the terms of the Restrictive Covenants, provided such terms do not conflict with statutory provisions of the National Housing Act or the regulations related thereto. The Developer represents and warrants that to the best of Developer's knowledge the Restrictive Covenants impose no terms or requirements that conflict with the National Housing Act and related regulations.

d) In the event of foreclosure (or deed in lieu of foreclosure), the Restrictive Covenants (including without limitation, any and all land use covenants and/or restrictions contained herein) shall automatically terminate.

e) Developer and the Agency acknowledge that Developer's failure to comply with the covenants provided in the Restrictive Covenants does not and shall not serve as a basis for default under the HUD Requirements, unless a default also arises under the HUD Requirements.

f) [Except for the Agency's reporting requirement,] in enforcing the Restrictive Covenants the Agency will not file any claim against the Project, the Mortgage Loan proceeds, any reserve or deposit required by HUD in connection with the Security Instrument or HUD Regulatory Agreement, or the rents or other income from the property other than a claim against:

- i. Available surplus cash, if the Developer is a for-profit entity;
- ii. Available distributions of surplus cash and residual receipts authorized for release by HUD, if the Developer is a limited distribution entity; or
- iii. Available residual receipts authorized by HUD, if the Developer is a non-profit

88

entity.

g) For so long as the Mortgage Loan is outstanding, Developer and Agency shall not further amend the Restrictive Covenants, with the exception of clerical errors or administrative correction of non-substantive matters, without HUD's prior written consent.

h) Subject to the HUD Regulatory Agreement, the Agency may require the Developer to indemnify and hold the Agency harmless from all loss, cost, damage and expense arising from any claim or proceeding instituted against Agency relating to the subordination and covenants set forth in the Restrictive Covenants, provided, however, that Developer's obligation to indemnify and hold the Agency harmless shall be limited to available surplus cash and/or residual receipts of the Developer.

DEVELOPER:

43rd and Calumet Phase I LP, a Delaware limited partnership

AGENCY:

City of Chicago, an Illinois municipal Corporation, acting through its Department of Planning & Development

By:

Name: Title:

Name: Title:

89

STATE OF COUNTY OF

I, the undersigned, a Notary Public in and for the county and State aforesaid, do hereby certify that on this _____, _____, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that (s)he signed and delivered the said instrument as his/her free and voluntary act and the free and voluntary act of _____ for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal]

Notary Public

STATE OF
COUNTY OF

I, the undersigned, a Notary Public in and for the county and State aforesaid, do hereby certify that on this _____, _____, personally _____

known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that (s)he signed and delivered the said instrument as his/her free and voluntary act and the free and voluntary act of
for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[seal]

Notary Public

[Attach Exhibit A - Legal Description]

90

(1)

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

**A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: 43RD
AND PRAIRIE PHASE II LP**

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity currently holding, or anticipated to hold within six months after City action on

the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3. [""j a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 350 w. Hubbard St., ste. 500

Chicago, IL 60654

C. Telephone: 312 527 5400 Fax: 312 527 7440 Email:,,;

i

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains." (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^ and Contract # ^

Ver.2018-1

Page 1 of 15

- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit coi^

B
Yes (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

f⁷] Yes

r~j No

Q^] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

43rd and Prairie Phase II LLC

General Partner

Entity has no individuals as Executive Officers or Directors

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name ^	Business Address	Percentage Interest in the Applicant
Habitat 43 Graan LLC	350 W Hubbard St. Ste 500. Chicago. IL 60654	99.99%

&toJc&(t.6 43 6 Refill ^ivigstoRfS Li^rhIJMtqk^U^

SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

:es

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? | | Ye

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? | | Yes

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? **Q** Yes ☒ **J** No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

. f /; ^ < J - h < ?

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
	i		

See attached Exhibit "A"

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes J No [^]No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Q Yes | No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public, transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of

records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or

been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION 1. The

Disclosing Party certifies that the Disclosing Party (check one)

J is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be

conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes [7]

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected ^official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Q Yes Q No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

f/7] 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I | 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

/

Is the Disclosing Party the Applicant? Yes QNo

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) 7] Yes QNo

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[7] Yes dI^0 [^Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[/] Yes QNo

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply

with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>. and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

43RD AND PRAIRIE PHASE II LP

By: 43rd and Prairie Phase II LLC, its General Partner

By: 43 Green JV LLC, its Manager/Sole Member

By: Habitat 43 Green LLC, its Managing Member

By: Habitat Acquisitions Company LLC, its Manager

Name': Matthew G. Fiascone Its: President

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general

partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

/ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

Yes

☐

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☐ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent

code violations apply.

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

Q Yes Q No

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

Page 15 of 15

EXHIBIT "A"

43rd and Prairie Phase II LP

City of Chicago Economic Disclosure and Affidavit SECTION IV: DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

Name (indicated whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response
Landon Bone Baker Architects (retained)	1625 W. Carroll Avenue Chicago IL 60612	Architect	51,260,000.00 (estimated)
Neal and Leroy, LLC (retained)	120 N. LaSalle Street Suite 2600 Chicago, IL 60602	Attorney	\$435,461 (paid)
Carnow, Conibear & Assoc., Ltd. (retained)	600 W. Van Buren Street Suite 500 Chicago, IL 60607	Environmental	\$110,000 (estimated)
Earnest R. Sawyer Enterprises, Inc. (retained)	100 N. LaSalle Street Suite 1515 Chicago, IL 60602	TIF Consulting	\$105,344 (paid)
IRR Chicago (retained)	400 E. Randolph Street Chicago, IL 60601	Appraisal and Market Study	\$20,000 (estimated)
TERRA Engineering Ltd. (retained)	225 W. Erie Street Chicago, IL 60654	Survey, Civil Engineering	\$15,460 (paid)
Bowa/McHugh JV (retained)	1040 W. Adams Street, Suite 605 Chicago, IL 60607	General Contractor	\$30,000 (estimated)
Building Permits, Inc. (retained)	55 E. Monroe Suite 3800 Chicago, IL 60603	Permit Expeditor	\$14,500 (estimated)
Katten Much in Rosenman LLP (retained)	525 W. Monroe Street Chicago, IL 60661-3693	Legal - Partnership	\$6,500 (paid)
			\$8,380 (paid)
			\$27,841,790 (estimated)
			\$15,400 (estimated)
			\$100,000 (estimated)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: 43RD AND PRAIRIE PHASE II LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant

OR

2. Is a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3. a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1))

State the legal name of the entity in which the Disclosing Party holds a right of control:

43RD AND PRAIRIE PHASE II LP

B. Business address of the Disclosing Party: 350W. Hubbard St., ste. 300
Chicago, IL 60654

C. Telephone: 312527 5400 Fax: 312527 7440 Email:;

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please

complete the following:

Specification # MA

and Contract #

Ver.2018-1

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation the not-for-profit corporation also a 501(c)(3)?

her(pi ' "

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

CZI⁰

J Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

43 Green JV LLC

Manager/Sole Member

Entity has no individuals as Executive Officers or Directors

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
None		

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? *EZJ^{Yes} J*

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? Yes / No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Yes

☐

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

/No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City

whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

(Add sheets if necessary)

/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[| Yes / No QNo person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

QYes | No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer

charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
 - d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant

to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23. Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be

hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION 1. The

Disclosing Party certifies that the Disclosing Party (check one)
/ is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that

none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

QYes [/]No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

h/1 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

J | 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the

Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee
Ver.2018-1 Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
/ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding

eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

I

CERTIFICATION

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

By:

(Sign here)

43RD AND PRAIRIE PHASE II LLC

By: 43 Green JV LLC, its Manager/Sole Member By: Habitat 43 Green LLC, its Managing Member

By: Habitat Acquisitions Company LLC, its Manager By: The Habitat Company LLC, its Manager

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date)

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

QYes QNo

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☐ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes ☒ No

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: 43 GREEN JV LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ Q] the Applicant

OR

2. ☐ a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3. ☐ / a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

43RD AND PRAIRIE PHASE II LP

B. Business address of the Disclosing Party: 350 w. Hubbard St., ste. soo
Chicago, IL 60654

C. Telephone: 3125275400 Fax: 3125277440 Email:

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):'

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #

and Contract # ^

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation the not-for-profit corporation also a 501(c)(3)? No

Yes

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes

☐ No

/ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Habitat 43 Green LLC

Managing Member

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
None		

SECTION III INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? QjYes

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? Q Yes %/ No

If "yes," to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? QYes 0No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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See Exhibit "A" attached

(Add sheets if necessary)

QJCheck here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

QYes **Q**No [7]**No** person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

QYes | **[No**

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

| [is] [yT] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the

loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Q Yes Q No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

- 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected "official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Q Yes Q No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of IS

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

fy^{7]} 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

| | 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party

with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
/ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions'. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

By:
(Sign here)

(Print or type name of person signing)

43 GREEN JV LLC

By: Habitat 43 Green LLC, its Managing Member

By: Habitat Acquisitions Company LLC, its Manager By: The Habitat Company LLC, its Manager
ascone

Bv: /kl'r'

Its:
Name: Matthew G. Fi,
President

(Print or type title of person signing)

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
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**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
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This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw

or problem landlord pursuant to MCC Section 2-92-416?

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted [http://\(> www.amlegal.com'](http://www.amlegal.com) [http://www.amlegal.com'<http://www.amlegal.com'>](http://www.amlegal.com)), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

QYes QNo

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

Page 15 of 15

EXHIBIT "A"

43 Green JV LLC

City of Chicago Economic Disclosure and Affidavit SECTION IV: DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

Name (indicated whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response
Beehyve Architects/Landon Bone Baker Architects (Anticipated to be retained)	c/o LBBA 1625 W. Carroll Avenue Chicago IL 60612	Architect JV	\$980,000 (estimated)

Applegate and Thorne -Thomsen (Anticipated to be retained)	425 S. Financial Place Suite 1900 Chicago, IL 60605	Attorney (zoning)	\$30,000 (estimated)
Carnow, Conibear & Assoc., Ltd. (Anticipated to be retained)	600 W. Van Buren Street Suite 500 Chicago, IL 60607	Environmental	\$20,000 (estimated)
Earnest R. Sawyer Enterprises, Inc. (Retained)	100 N. LaSalle Street Suite 1515 Chicago, IL 60602	TIF Consulting	\$30,000 (estimated)
IRR Chicago (Anticipated to be retained)	400 E. Randolph Street Chicago, IL 60601	Appraisal and Market Study	\$14,500 (estimated)
Katten Much in Rosenman LLP (Anticipated to be retained)	525 W. Monroe Street Chicago, IL 60661-3693	Legal - Partnership	\$100,000 (estimated)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

HABITAT 43 GREEN LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. QJ the Applicant

OR

2. Qj a legal entity currently holding, or'anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3. [7 a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

43RD AND PRAIRIE PHASE II LP

B. Business address of the Disclosing Party: 350W. Hubbard St., ste. 500

Chicago, IL 60654

C. Telephone: 3125275400 Fax: 3125277440 Email:

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract # ^{N/A}

Ver.2018-1

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party^ Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation
the not-for-profit cor

S
Yes H (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

Q Yes EZW⁰ / Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Habitat Acquisitions Company LLC Manager

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
None		

SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [Yes

No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? QJ Yes

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Yes

No

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

☐

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

(Add sheets if necessary)

y/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

QJ Yes / No [[No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Q]Yes [Q]No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under

Section IV, "Disclosure of Subcontractors and Other Retained Parties");

- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has

admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

| [is [/] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Q Yes f/[No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

f/7] 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I | 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee
Ver.2018-1 Page 9 of IS

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
/ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request.

Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

By:

(Sign here)

HABITAT 43 GREEN LLC

By: Habitat Acquisitions Company LLC, its Manager By: The Habitat Company LLC, its Manager

By: .

Name: Matthew G. Fiascone Its: President

(Print or type name of person signing)

(Print or type title of person signing)

Notary Public

Commission

expires:

Signed and sworn to before me on (date)

at \ (j?\dOfK County, _ (state).

OFFICIAL SEAL LORI FRANCINE CHACOS
NOTARY PUBLIC-STATE OF ILLINOIS MV COMMISSION EXPIRES:10/21/24

Page 12 of 15

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct

ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

/ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct

ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

/ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

/ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted ("www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes

☐ No

☐ N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: HABITAT ACQUISITIONS COMPANY LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. QJ the Applicant

OR

2. Qj a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3. / a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

43RD AND PRAIRIE PHASE II LP

B. Business address of the Disclosing Party: 350 west hubbard street suite sop

CHICAGO, IL 60654

C. Telephone: (312) 527-5400 Fax: (312) 527-7440 Email:

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Indicate the nature of the Disclosing Party:
Person

Publicly registered business corporation
Privately held business corporation
TTS-
Sole proprietorship
General partnership
[] Other (please specify)
Limited partnership
Trust

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

ILLINOIS

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☐ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

The Habitat Company LLC Manager

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

None

SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? | | Yes

No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? | QJ Yes 4/

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Yes

No

✓

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

☐

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

QYes [7] No | No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

QYes QNo

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

is not
/

1. The Disclosing Party certifies that the Disclosing Party (check one) ☐ is

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC

Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

QYes

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
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4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

/ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

| 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member- of Congress, in connection with the award of any federally funded contract, making any

federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>. and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

(See Opposite Signature Block)

HABITAT ACQUISITIONS COMPANY LLC

(Print or type exact legal name of Disclosing Party)

By: The Habitat Company LLC, its Manager

By:

Name: Matthew G. Fiascone Its: President

(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and swom to before me on (date)

at Cook/") j County, "linois (state).

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct

ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

QYes | | No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

| | Yes CZI⁰ [[The Applicant is not publicly traded on any exchange.

3. If yes to (I) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined

in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com' <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

QYes QNo

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

es

y N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

(6)

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: THE
HABITAT COMPANY LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity currently holding, or anticipated to hold within six months after City action on
2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
2. name:

OR

3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the
egal name of the entity in which the Disclosing Party holds a right of control:
43RD AND PRAIRIE PHASE II LP

B. Business address of the Disclosing Party: 350 w. hubbard stste soo
CHICAGO, IL 60654

C. Telephone: 012) 527-5400 Fax: 012)527-7440 Email:

D. Name of contact person: JEFF head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of
property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please
complete the following:

Specification # ^ and Contract #

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

☒ Limited liability company ☐ Limited liability partnership ☐ Joint venture

☐ Not-for-profit corporation ☐ Is the not-for-profit corporation also a 501(c)(3)?

1. Indicate the nature of the Disclosing Party^ Person

Yes

No

its

Publicly registered business corporation Privately held business corporation Sole

proprietorship General partnership Limited partnership Trust

[] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

ILLINOIS

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[Q]Yes

[Z]No

J Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name

Business Address

Percentage Interest in the Applicant

None

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? | [Yes

No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [Q] Yes

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Yes

No

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

☐

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether Business retained or anticipated Address to be retained)

Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Q]Yes [7]No | [No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Q]Yes Q]No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further

Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

QYes [7]No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure

requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I [2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

/ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

THE HABITAT COMPANY LLC

(Print or type exact legal name of Disclosing Party)

By:

(Sign here) MATTHEW G FIASCONE

(Print or type name of person signing) PRESIDENT

County, ILLINOIS

(Print or type title of person signing) Signed and sworn to before me on (date)

Notary Public

(state).

OFFICIAL SEAL LORI FRANCINE CHACOS

NOTARY PUBLIC ■ STATE OF ILLINOIS MY COMMISSION tXPIRES:10/21/24

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which

has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[QjYes | | No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[Qj Yes | |The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix, is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City

of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

QYes

QNo

N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

EXHIBIT "A"

City of Chicago Economic Disclosure and Affidavit The Habitat Company LLC
SECTION II: DISCLOSURE OF OWNERSHIP INTERESTS

B. I(i) all executive officers and all directors of the entity

B. I(iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures,

each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

DANIEL E. LEVIN	CHAIRMAN / MANAGER
MATTHEW G. FIASCONE	PRESIDENT / MANAGER
STEPHEN F. CALLER	EXECUTIVE VICE PRESIDENT / GENERAL COUNSEL / MANAGER
SHEILA BYRNE	EXECUTIVE VICE PRESIDENT / PROPERTY MANAGEMENT / MANAGER
THOMAS BLACK	SENIOR VICE PRESIDENT, ARCHITECT & DIRECTOR OF PROJECT MANAGEMENT
MICHAEL CARSON	SENIOR VICE PRESIDENT / CHIEF INFORMATION OFFICER
CYNTHIA DIETZ	SENIOR VICE PRESIDENT / CORPORATE CONTROLLER
CHARLTON HAMER	SENIOR VICE PRESIDENT / PUBLIC HOUSING PORTFOLIO
LORI CHACOS	VICE PRESIDENT / ASSISTANT GENERAL COUNSEL
SHYRLDEN CARMICHAEL	VICE PRESIDENT / BUSINESS OPERATIONS
JEFFREY D. HEAD	VICE PRESIDENT / COMMUNITY DEVELOPMENT GROUP
LORI FLASKA	VICE PRESIDENT / HUMAN RESOURCES
GINA FORTUNE-HARMON	VICE PRESIDENT / MARKET RATE
MAUREEN VAUGHN	VICE PRESIDENT / MARKETING & COMMUNICATIONS
HAGOP (JACK) DEVEDJIAN	VICE PRESIDENT / FACILITIES MANAGEMENT AND ENGINEERING
DAVID BARNHART	VICE PRESIDENT / CONDOMINIUM MANAGEMENT
KIM SISNEY	VICE PRESIDENT / HABITAT AFFORDABLE GROUP
ZACK ZALAR	VICE PRESIDENT / ACQUISITIONS & INVESTMENTS

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: HABITAT
43 GREEN LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. Q] the Applicant

OR

2. [7] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 43RD AND prairie phase ii lp

~OR :

3. [Q a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 350 w. Hubbard St., ste. 500

Chicago, IL 60654

C. Telephone: 3125275400

Fax: 312 527 7440

Email:

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one): \

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^

and Contract # ^

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation TT3 the not-for-profit corporation also a 501(c)(3)? ' Yes | No

1. Indicate the nature of the Disclosing Party Person

[] Other (please specify)

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[Q]Yes d]^0 I/^] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Habitat Acquisitions Company LLC Manager

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

Habitat Acquisitions Company LLC	350 W Hubbard St, Ste. 500, Chicago, IL 60654	89.99% Generations Housing Initiatives 350 W.
----------------------------------	---	---

Hubbard St., Ste. 500, Chicago. IL 60654	9.99%	
--	-------	--

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? QJ Yes [/] No
No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? Qj Yes /

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

No

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

QYes 0

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 5

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

(Add sheets if necessary)

/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[Q Yes [/] No Q] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record,

but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article 1 applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with

"N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Q Yes [7

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes Q No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

EL

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

n_2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards • any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any

contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

ii

CERTIFICATION

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

By:
(Sign here)

HABITAT 43 GREEN LLC

By: Habitat Acquisitions Company LLC, its Manager By: The Habitat Company LLC, its Manager

By:
Name: Matthew G. Fiascone Its: President

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date)

at _____ County, _____ (state).

Notary Public Commission expires. ?QJfo 7^

OFFICIAL SEAL LORI FRANCINE CHACOS
NOTARY PUBUC - STATE OF ILLINOIS MY COMMISSION EXPIRES: 10/21/24

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct

ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS, is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is "a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

I. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

/ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

/JThe Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

QYes

QNo

I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

HABITAT ACQUISITIONS COMPANY LLC

Check ONE of the following three boxes:

2. ☐ a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 43RD AND prairie phase ii lp

OR

3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 350 west hubbard street suite soo

CHICAGO, IL 60654

Telephone: P12) 527-5400

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1 Page 1 of 15

- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation the not-for-profit corporation also a 501(c)(3)?

B
Yes ☐ No ☐

(pl '')

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

The Habitat Company LLC Manager Entity has no executive officers or directors

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of IS

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
The Habitat Company LLC	350 W. Hubbard St., Ste. 500, Chicago, IL 60654	89.99%

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? ☐ Yes ☐ No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? Yes /

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? ☐ Yes ☐ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)
Business Relationship to Disclosing Party Address (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[/jCheck here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Q Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of IS

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a

- public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

| [is / is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☐ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure

requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

\V\ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I 1 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which

there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

(See Opposite Signature Block)
(Print or type exact legal name of Disclosing Party)

HABITAT ACQUISITIONS COMPANY LLC

By: The Habitat Company LLC, its Manager

By:
Name: Matthew G. Fiascone Its: President
(Sign here)
(Print or type name of person signing)

(Print or type title of person signing)

(date) ~ 7W 3, c^d-'^

at Cook ^ County, Illinois (state).

'Notary Public

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as

any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B. 1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes | ☐ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

| | Yes [Z]^0 | [The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those

prohibitions.

☐ Yes

☐ No

[] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Page 15 of 15

(9)

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

THE HABITAT COMPANY LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ J the Applicant
OR

2. /1 a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: ^{43RD} and prairie phase ii lp

~OR

3. f~J a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 350W. hubbard st ste sop

CHICAGO, IL 60654

C. Telephone: 012)527-5400 Fax: 012)527-7440 Email:

D. Name of contact person: jeff head

E. Federal Employer Identification No. (if you have one):.

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for land sale of 4309-11 S. Prairie, allocation of LIHTCs, TIF financing and/or other multifamily funds

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ^ and Contract #

Ver.2018-1

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party ^ Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

Is the organization also a 501(c)(3)? No

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

ILLINOIS

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in

the State of Illinois as a foreign entity?

| [Yes [No I⁷]Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Daniel E. Levin	350 W. Hubbard St., Ste. 500, Chicago, IL 60654	62.09%
Matthew G. Fiascone	350 W. Hubbard St., Ste. 500, Chicago, IL 60654	8.99%

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

QYes /

No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected

official during the 12-month period following the date of this EDS? QJ Yes /

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

No

☐

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes /

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

 /jCheck here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal; state or local) with committing any of the offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record,

but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the

date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ [is ☐ [71 is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

f⁷] 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no

such records.

I I 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee
Ver.201SM Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is

defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

/ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether

procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics. and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of IS

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

THE HABITAT COMPANY LLC

(Print or type exact legal name of Disclosing Party)

(Sign here)

MATTHEW G FIASCONE

(Print or type name of person signing)

PRESIDENT

(Print or type title of person signing) Signed and sworn to

before me on (date)

_ County, ILLINOIS (state).

Notary Public

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of IS

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[JYes C]^{No}

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

| | Yes

[ZjNo

I [The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com) generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes ☐ No

am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Page 15 of 15

EXHIBIT "A"

City of Chicago Economic Disclosure and Affidavit The Habitat Company LLC
SECTION II: DISCLOSURE OF OWNERSHIP INTERESTS

B. 1(i) all executive officers and all directors of the entity

B. 1 (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

DANIEL E. LEVIN	CHAIRMAN / MANAGER
MATTHEW G. FIASCONE	PRESIDENT / MANAGER
STEPHEN F. GALLER	EXECUTIVE VICE PRESIDENT / GENERAL COUNSEL / MANAGER
SHEILA BYRNE	EXECUTIVE VICE PRESIDENT / PROPERTY MANAGEMENT / MANAGER
THOMAS BLACK	SENIOR VICE PRESIDENT, ARCHITECT & DIRECTOR OF PROJECT MANAGEMENT

MICHAEL CARSON	SENIOR VICE PRESIDENT / CHIEF INFORMATION OFFICER
CYNTHIA DIETZ	SENIOR VICE PRESIDENT / CORPORATE CONTROLLER
CHARLTON HAMER	SENIOR VICE PRESIDENT / PUBLIC HOUSING PORTFOLIO
LORI CHACOS	VICE PRESIDENT / ASSISTANT GENERAL COUNSEL
SHYRLDEN CARMICHAEL	VICE PRESIDENT / BUSINESS OPERATIONS
JEFFREY D. HEAD	VICE PRESIDENT / COMMUNITY DEVELOPMENT GROUP
LORI FLASKA	VICE PRESIDENT / HUMAN RESOURCES
GINA FORTUNE-HARMON	VICE PRESIDENT / MARKET RATE
MAUREEN VAUGHN	VICE PRESIDENT / MARKETING & COMMUNICATIONS
HAGOP (JACK) DEVEDJIAN	VICE PRESIDENT / FACILITIES MANAGEMENT AND ENGINEERING
DAVID BARNHART	VICE PRESIDENT / CONDOMINIUM MANAGEMENT
KIM SISNEY	VICE PRESIDENT / HABITAT AFFORDABLE GROUP
ZACK ZALAR	VICE PRESIDENT / ACQUISITIONS & INVESTMENTS

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

GENERATIONS HOUSING INITIATIVES

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. QJ the Applicant
OR

2. [j/J a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 43RD AND prairie phase II lp

3. Q_ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 350 w. Hubbard St., ste. 500

Chicago, IL 60654

C. Telephone: P12) 527-5400 Fax: 012) 527-7440 Email:;

D. Name of contact person: Jeff Head

E. Federal Employer Identification No. (if you have one): j

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

PD Application in connection with acquisition of land located at 4309-11 S. Prairie Avenue, Chicago, IL

G. Which City agency or department is requesting this EDS? Department of Planned Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party^ Person

Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation the not-for-profit corporation also a 501(c)(3))? [☒] Yes

No

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☐ No

☒ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability

companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

SEE ATTACHED EXHIBIT "A"

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
None		

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

No

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? | [Yes

No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? Yes

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? ☐ Yes ☐ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner

(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

1/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No [Q] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes | ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in

connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");

- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name

of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that the Disclosing Party (check one)

is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

| | Yes

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning

of this Part D.

No

Does the Matter involve a City Property Sale? | ☐ Yes

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☐ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded,

proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

✓ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (Sec 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in

equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

GENERATIONS HOUSING INITIATIVES (Print or type exact legal name of
Disclosing Party)

JEFFREY HEAD

(Print or type name of person signing)

PRESIDENT, TREASURER

(Print or type title of person signing)

Signed and sworn to before me on (date)

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

QYes **O**^{N0}

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☐ EH⁰ ☐ [The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-3 85(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

QYes QNo

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

EXHIBIT "A"

City of Chicago Economic Disclosure and Affidavit Generations Housing
Initiatives NFP SECTION II: DISCLOSURE OF OWNERSHIP INTERESTS

B. (i) all executive officers and all directors of the entity

JEFFREY D. HEAD	PRESIDENT, TREASURER
SHYRLDEN CARMICHAEL	SECRETARY
AMY KASPER	VICE PRESIDENT (ABSENT)
CRISTINA VERA-HUNT	EXECUTIVE DIRECTOR

B. (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities");

NO MEMBERS WHICH ARE LEGAL ENTITIES

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

GENERATIONS HOUSING INITIATIVES (Print or type exact legal name of
Disclosing Party)

JEFFREY HEAD

.)

(Print or type name of person signing)

PRESIDENT, TREASURER

(Print or type title of person signing)

Signed and sworn to before me on (date)

Page 12 of 15

**CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND
AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Stratford 43 Green II Investors Limited Partnership

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. f~| the Applicant

OR

2. j^j a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal

name: 43rti and Prairie Phase II LP, a Delaware limited partnership

OR

3. [Qj a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 100 Corporate Place, Suite 404

Peabody, MA 01960

C. Telephone: 97b-s35-s6ooxii2 Fax: Email: bdm@stratfordcapitaigroup.com
<mailto:bdm@stratfordcapitaigroup.com>

D. Name of contact person: Benjami o. Mottoia

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

PD Application in connection acquisition of land located at 4309-11 S. Prairie Avenue, Chicago, IL *

G. Which City agency or department is requesting this EDS? Det* or and ""^ c^PD> * o<<* or Hou**>rot>f>

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #

and Contract #

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Page 1 of 15

*This EDS is submitted because the Disclosing Party is anticipated to be part of the new limited partner of the Applicant at Closing.

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Limited liability company Limited liability partnership Joint venture Not-for-profit corporation ¹5¹the not-for-profit corporation also a 501(c)(3)?

☐ Other (please specify)

☒ Yes ☐ No
sclry)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Massachusetts

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No | ☐ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

SCG Capital Corp. / General Partner

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Fifth Third Community Development Company. LLC / 5737 Perimeter Drive, Suite 253, Dublin, OH 43017 / 99.97%		

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? QjYes [^]Nq

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? QJ Yes [yj]No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? QjYes [/]No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship,

and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether Business retained or anticipated Address to be retained)
Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

| | Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrears on any child support obligations by any Illinois court of competent jurisdiction?

| | Yes EZI⁰ Person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Q Yes Q No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
 - d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using

substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement

for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☐ is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes [7]

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

(ZLi-

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

J [2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE. If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1 Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant? Q| Yes

NO

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

QYes QNo

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[| Yes [^|No | |Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

QYes QNo

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>. and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon •■

request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of IS

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

Stratford 43 Green II Investors Limited Partnership

Benjamin D. Mottola

(Print or type name of person signing)

President of SCG Capital Corp., GP of the Disclosing Pg

(Print or type title of person signing)

Signed and sworn to before me on (date) _

County, ^{MA}

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

QYes **[/]** No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

| **|** Yes **[Hn°** **H^"** ⁶ Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of IS

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

QYes QNo

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

Page 15 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Fifth Third Community Development Company, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity currently holding, or anticipated to hold within six months after City action on

2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the

2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal

2. name: 43rH and Prairie Phase TT T P

OR

3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 5747 Perimeter Drive, Suite 253

Dublin. Ohio 43017

C. Telephone: 513-534-2456 Fax: Email:

D. Name of contact person: Susan Thomas

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable)

Disclosing Party, is the tax credits equity investor for 43 Green - Phase II, the new construction of an 80-unit mixed use apartment complex in Bronzeville.

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please

complete the following:

Specification #

and Contract #

Ver.2018-1

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|-------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> |
| <input type="checkbox"/> General partnership | (Is |
| <input type="checkbox"/> Limited partnership | |
| <input type="checkbox"/> Trust | <input type="checkbox"/> |

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

Is the not-for-profit corporation also a 501(c)(3)?

- ☐ Yes ☐ No Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- ☐ Yes ☒ No ☐ Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached list

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

See Exhibit A

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? ☐ Yes ☒ No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? ☐ Yes ☒ No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?
☐ Yes ☒ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.	Key
Tower	127 Public Square r Suite 2000 Cleveland. Ohio 44114-1214	Attorney	Baker Hostetler (retained) \$20.000 (estimated)	

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same

elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: Certifying to all except B8. B9. BIO as they do not apply as Fifth Third Community Development is not
the Applicant.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of

all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name

Business Address

Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X L The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies.

The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

NZA

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No ☐ Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

Fifth Third Community Development Company. LLC (Print
or type exact legal name of Disclosing Party)

(Sign here)

Susan E. Thomas
(Print or type name of person signing)

President
(Print or type title of person signing)

Signed and sworn to before me on (date)

at

Commission expires:

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor,

any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes

☐ No

☒ N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This

certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Page 15 of 15

Fifth Third Community Development Company, LLC

OFFICERS Name

Susan Thomas Kala J. Gibson J. Scott Ensor Gerald Brady Coogan Brian Duba Albert P. Cliffl, III Robyn Judge Keith Burgess Georgie Stump John Branam Rasheca Barrow Amber David Robert Brinkley Gretchen Kiefer Brittney Desmond

BOARD OF DIRECTORS Name

Keith Burgess Albert P. Cliffl, III Gerald Brady Coogan J. Scott Ensor Kala J. Gibson Stephanie Green Kimberly Halbauer John Hein Heidi Jark

Malvern, PA 19355

Title

President
EVP and Chief Enterprise Corporate Responsibility Officer
EVP & Chief Credit Officer
SVP & Treasurer
SVP & Secretary
SVP
SVP
SVP
SVP & Senior Credit Officer
VP, Asset Management & Underwriting Industry Credit Lead
VP
VP
VP
Officer
Portfolio Manager

Classification: Internal Use

Exhibit A

Fifth Third Bank, National Association, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Community Development Company, LLC.

Fifth Third Financial Corporation, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Bank, National Association.

Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Financial Corporation.

The Vanguard Group, 100 Vanguard Blvd, Malvern, PA 19355 - owns 12.47% interest in Fifth Third Bancorp. See ADV

Blackrock, Inc., 55 East 52nd Street, New York, NY 10055 - owns a 7.90% interest in Fifth Third Bancorp. See ADV

Classification: Internal Use

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Fifth Third Bank, National Association

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ Is a legal entity currently holding, or anticipated to hold within six months after City action on

2. ☒ a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 43rd and Prairie Phase II LP
- OR
3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 38 Fountain Square Plaza
Cincinnati, OH 45263

C. Telephone: 312-416-9224 Fax: Email: vincent <http://vincent>
haynes@53.com <mailto:haynes@53.com>

D. Name of contact person: T. Vincent Haynes II

E. Federal Employer Identification No. (if you have one):

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):
Fifth Third Bank, National Association is the tax credits equity investor for 43 Green - Phase II, the new construction of an 80-unit mixed use apartment complex in Bronzeville.

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1 Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

NATURE OF THE DISCLOSING PARTY

[[[

[[[[[

1. Indicate the nature of the Disclosing Party:

Person [
Publicly registered business corporation [
Privately held business corporation [
Sole proprietorship [

Sole proprietorship	I
General partnership	(
Limited partnership	
Trust	[

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Fifth Third Bank, National Association is a national bank registered under the laws of the United States

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached list

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

See Exhibit A

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? ☐ Yes ☒ No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? ☐ Yes ☒ No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

☐ Yes ☒ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
------------------------	----------	----------------------------------	------------------------

retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Vorvs (retained^	301 R Fourth Street. Ste 3500 Great American Tower Cincinnati, Ohio 45202	Attorney	\$40.000 (estimated^

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term. Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

(7) above and will not, without the prior written consent of the City, use any such
Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☐ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

11/1/2023

11/1/2023

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

☐ Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

or type e; By: Hv S>tw, _

Fifth Third Bank, National Association

(Print or type exact legal name of Disclosing Party)

(Sign here)

H. Samuel Lind

(Print or type name of person signing)

Assistant Corporate Secretary

(Print or type title of person signing)

Commission expires: 1/ 1H/x~?

Signed and sworn to before me on (date) / IiaJd^ at {lu™ J ffr^ County, OLvd (st,

AIMEE GANSZ NotvyPutfe,8Waofohlo

MyCommWon Expires NMnfttM4,2027 COIIISSI0N:20BfiE456260

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

have a familial relationship with an elected city official or department head?

☐ Yes ☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX C
PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legator other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☒ Yes ☐ No

☐ N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Page 15 of 15

Fifth Third Bank, National Association

Name

Nicholas K. Akins Lars C. Anderson

B. Evan Bayh, III Jorge L. Benitez Katherine B. Blackburn Emerson L. Brumback Greg D. Carmichael Linda W. Clement-Holmes

C. Bryan Daniels Mitchell S. Feiger Kristine R. Garrett Kala J. Gibson Howard Hammond Thomas H. Harvey Mark D. Hazel Gary R. Heminger Jewell D. Hoover Eileen A. Mallesch Michael B. McCallister Nancy C. Pinckney Kevin P. Lavender James C. Leonard Jude A. Schramm Robert P. Shaffer Timothy N. Spence Richard L. Stein Melissa S. Stevens Marsha C. Williams Susan B. Zaunbrecher Joseph C. Alter

Bryan D. Preston Brian S. Duba Lori G. Heilman H. Samuel Lind Shaun B. Patsy

Title

Director

EVP & Vice Chairman of Commercial Banking and Strategic Growth Initiatives

Director

Director

Director

Director

Executive Chairman Director Director Director

EVP & Head of Wealth and Asset Management EVP & Chief Corporate Social Responsibility Officer EVP & Head of Consumer Banking Director

Executive Vice President and Controller

Director

Director

Director

Director

EVP & Chief Human Resources Officer

EVP & Head of Corporate Banking

EVP & Chief Financial Officer

EVP & Chief Information Officer

EVP & Chief Information Officer
EVP & Chief Risk Officer
Director, President & Chief Executive Officer
EVP & Chief Credit Officer
EVP & Head of Digital, Marketing, Design and Innovation Director
EVP & Chief Legal Officer
SVP, Chief Communications and Reputation Officer and
Corporate Secretary
Senior Vice President and Treasurer
Assistant Corporate Secretary
Assistant Corporate Secretary
Assistant Corporate Secretary
Assistant Corporate Secretary

Classification: Internal Use

Exhibit A

Fifth Third Financial Corporation, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Bank, National Association.

Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Financial Corporation.

The Vanguard Group, 100 Vanguard Blvd, Malvern, PA 19355 - owns 12.47% interest in Fifth Third Bancorp. See ADV

Blackrock, Inc., 55 East 52nd Street, New York, NY 10055 - owns a 7.90% interest in Fifth Third Bancorp. See ADV

Classification: Internal Use

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I» GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Fifth Third Financial Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity currently holding, or anticipated to hold within six months after City action on

2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the

2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal

2. name: 43rd and Prairie Phase IT LP

OR

3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 38 Fountain Square Plaza
Cincinnati, OH 45263

C. Telephone: 312-416-9224 Fax:

Email: vincent.haynes@53.com

[<mailto:vincent.haynes@53.com>](mailto:vincent.haynes@53.com)

D. Name of contact person: T. Vincent Haynes II

E. Federal Employer Identification No. (if you have one): _J

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Fifth Third Bank, National Association is the tax credit equity investor for 43 Green - Phase II, the new construction of an 80-unit mixed use apartment complex in Bronzeville.

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1

Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: Person [

Publicly registered business corporation [

Privately held business corporation [

Sole proprietorship [

General partnership (

Limited partnership Trust

[] Limited liability company [] Limited liability partnership

[] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a.501(c)(3))?

[] Yes [] No

[] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Ohio

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

See attached list

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

See Exhibit A

SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? ☐ Yes ☒ No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? ☐ Yes ☒ No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

☐ Yes ☒ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Certifying to all except B8, B9, BIO as they do not apply as Fifth Third Financial is not the applicant.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ [X] is ☐ [] is not .

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1- The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to, or injury or death of their slaves), and the Disclosing Party has found no such

provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No ☐ Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

urnished to the City.

Fifth Third Financial Corporation .
(Print pY type exact legalnarras of jJlsclosing Party)

(Sign here)

H. Samuel Lind
(Print or type name of person signing)

Assistant Secretary

(Print or type title of person signing)

Signed and sworn to before me on (date) [[^c/Z- ~Z- ,

Notary Public' ~|*

at fat) ttQA) County, O ftxD (state).

Commission expires:

AND AFFIDAVIT
APPENDIX A

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted ('www.amlegal.com' <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes ☐ No

☒ N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This

certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Name

Timothy N. Spence Kristine R. Garrett Kala J. Gibson Howard Hammond Mark D. Hazel Kevin P. Lavender James C. Leonard Nancy C. Pinckney Jude A. Schramm Robert P. Shaffer Richard L. Stein Melissa S. Stevens Susan B. Zaunbrecher Joseph C. Alter

Albert P. Cliffl, III Bryan D. Preston Brian S. Duba H. Samuel Lind

Fifth Third Financial Corporation

Title

Director, President and Chief Executive Officer EVP & Head of Wealth and Asset Management EVP & Chief
Corporate Social Responsibility Officer EVP & Head of Consumer Banking EVP & Controller
EVP & Head of Corporate Banking
EVP & Chief Financial Officer
EVP & Chief Human Resources Officer
EVP & Chief Information Officer
EVP & Chief Risk Officer
EVP & Chief Credit Officer
EVP & Head of Digital, Marketing, Design and Innovation Director, EVP & Chief Legal Officer
SVP, Chief Communications and Reputation Officer & Corporate Secretary
SVP & Corporate Tax Director Treasurer
Assistant Secretary Assistant Secretary

Classification: Internal Use

Exhibit A

Fifth Third Financial Corporation, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Bank, National Association.

Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Financial Corporation.

The Vanguard Group, 100 Vanguard Blvd, Malvern, PA 19355 - owns 12.47% interest in Fifth Third Bancorp. See ADV

Blackrock, Inc., 55 East 52nd Street, New York, NY 10055 - owns a 7.90% interest in Fifth Third Bancorp. See ADV

Classification: Internal Use

**CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND AFFIDAVIT**

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Fifth Third Bancorp

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 43rd and Prairie Phase II LP

OR

3. ☐ a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 38 Fountain Square Plaza

Cincinnati, OH 45263

C. Telephone: 312-416-9224 Fax: Email: vinr.ent.hayes@53.com

D. Name of contact person: T. Vincent Hayes II

E. Federal Employer Identification No. (if you have one): _

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Fifth Third Bank, National Association is the tax credit investor for 43 Green - Phase II, the new construction of an 80-unit mixed use apartment complex in Bronzeville.

G. Which City agency or department is requesting this EDS? Department of Housing

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2018-1

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- '] Person []
X] Publicly registered business corporation []
\\] Privately held business corporation []
~] Sole proprietorship []
~] General partnership (Is
] Limited partnership
;] Trust []

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation the not-for-profit corporation also a 501(c)(3))?
[] Yes [] No Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Ohio

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[] Yes [X] No [] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

See attached list

2. Please provide the following information concerning each person or legal entity having a direct or indirect,

current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 15

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
------	------------------	--------------------------------------

See Exhibit A

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? ☐ Yes ☒ No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? ☐ Yes ☒ No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? ☐ Yes ☒ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC 2-156), and other retained party, and the nature of the services provided by each.

defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 15

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☒ No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activities of specified agency vendors as well as

designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or

ownership; identity or interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an official or employee of the City or any "instrumentality" and (ii) the Applicant has not been indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an official or employee of the City or any "instrumentality".

officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Certifying to all except B8, B9, B10 as they do not apply as Fifth Third Bancorp is not the applicant.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ [X] is ☐ [] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ [] Yes ☒ [X] No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning

of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
------	------------------	------------------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Page 8 of 15

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1- The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt

proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

Ver.2018-1

Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of

negotiations.

Is the Disclosing Party the Applicant? ☐ Yes
☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No ☐ Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the

equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

Fifth Third Bancorp

H. Samuel Lind

(Print or type name of person signing)

Assistant Corporate Secretary

(Print or type title of person signing)

AIMEEGANSZ

Notary Public, State of Ohio, My Commission Expires 04/30/2027

Notary Public, State of Illinois, Commission Expires 12/31/2024

Page 12 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX A**

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND
DEPARTMENT HEADS**

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person

officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Not applicable as Fifth Third Bancorp has indirect ownership over the applicant

Page 13 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☐ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Not applicable as Fifth Third Bancorp has indirect ownership over the applicant

Page 14 of 15

**CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT
APPENDIX C**

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <<http://www.amlegal.com>>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

☐ Yes ☐ No

☒ N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This

certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no" to the above, please explain.

Page 15 of 15

Fifth Third Bancorp

Name

Nicholas K. Akins Lars C. Anderson

B. Evan Bayh, III Jorge L. Benitez Katherine B. Blackburn Emerson L. Brumback Greg D. Carmichael Linda W. Clement-Holmes
C. Bryan Daniels Mitchell S. Feiger Kristine R. Garrett Kala J. Gibson Howard Hammond Thomas H. Harvey Mark D. Hazel Gary R. Heminger Jewell D. Hoover Eileen A. Mallesch Michael B. McCallister Nancy C. Pinckney Kevin P. Lavender James C. Leonard Jude A. Schramm Robert P. Shaffer Timothy N. Spence Richard L. Stein Melissa S. Stevens Marsha C. Williams Susan B. Zaunbrecher Joseph C. Alter

Bryan D. Preston Brian S. Duba Lori G. Heilman H. Samuel Lind Shaun B. Patsy

Title

Director

EVP & Vice Chairman of Commercial Banking and Strategic

Growth Initiatives

Director

Director

Director

Director

Executive Chairman Director Director Director

EVP & Head of Wealth and Asset Management EVP & Chief Corporate Social Responsibility Officer EVP & Head of

Consumer Banking Director

Executive Vice President and Controller

Executive Vice President and Controller
Director
Director
Director
Director
EVP & Chief Human Resources Officer
EVP & Head of Corporate Banking
EVP & Chief Financial Officer
EVP & Chief Information Officer
EVP & Chief Risk Officer
Director, President & Chief Executive Officer
EVP & Chief Credit Officer
EVP & Head of Digital, Marketing, Design and Innovation Director
EVP & Chief Legal Officer
SVP, Chief Communications and Reputation Officer and
Corporate Secretary
Senior Vice President and Treasurer
Assistant Corporate Secretary
Assistant Corporate Secretary
Assistant Corporate Secretary
Assistant Corporate Secretary

Classification: Internal Use

Exhibit A

Fifth Third Financial Corporation, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Bank, National Association.

Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, OH 45263 - 100% owner of Fifth Third Financial Corporation.

The Vanguard Group, 100 Vanguard Blvd, Malvern, PA 19355 - owns 12.47% interest in Fifth Third Bancorp. See ADV

Blackrock, Inc., 55 East 52nd Street, New York, NY 10055 - owns a 7.90% interest in Fifth Third Bancorp. See ADV

Classification: Internal Use

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS __

Primary Business Name	Amendment	Registration Number	Rev.
Other-Than-Annual	-	All	Sections
10/2021			
7/6/2022 10:27:48 AM	i ' *	" i	' . " " ' . I. %X~.

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction

4. Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an umbrella registration, the information in Item 1 should be provided for the filing adviser only. General Instruction 5 provides information to assist you with filing an umbrella registration.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): THE VANGUARD GROUP, INC.

B. (1) Name under which you primarily conduct your advisory business, if different from Item I.A. VANGUARD GROUP INC

List on Section I.B. of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an umbrella registration, check this box ☐ If you

check this box, complete a Schedule R for each relying adviser.

- C. If this filing is reporting a change in your legal name (Item I.A.) or primary business name (Item I.B.(I)), enter the new name and specify whether the name change is of

☐ your legal name or ☐ your primary business name:

- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number:¹

2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

- E. (1) If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number:

If your firm does not have a CRD number, skip this Item I.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

(2) If you have additional CRD Numbers, your additional CRD numbers:

No Information Filed

- F. Principal Office and Place of Business (1) Address (do not use a P.O. Box): Number and Street 1: 100 VANGUARD BLVD City: State: MALVERN Pennsylvania

If this address is a private residence, check this box: ☐

Number and Street 2: V26

Country:

ZIP+4/Postal Code:

United States 19355

List on Section I.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

- 2) Days of week that you normally conduct business at your principal office and place of business: (f

Monday - Friday (-Other:

Normal business hours at this

location: 8:30AM - 5:30PM

- 3) Telephone number at this

location: 610-669-1000

- 4) Facsimile number at this location, if

any: 610-669-6600

- (5) What is the total number of offices, other than your principal office and place of business, at which you conduct investment advisory business as of the end of your most recently completed fiscal year? 1

- G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

- H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item I.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

City: State: Country: ZIP+4/Postal Code:

Yes No

- I. Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)?

If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on Section 1.1. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

J. Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item I.K. below.

Name: Other titles, if any:
 Telephone number: Facsimile number, if any:
 Number and Street 1: Number and Street 2:
 City: State: Country: ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

(2) If your Chief Compliance Officer is compensated or employed by any person other than you, a related person or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the person's name and IRS Employer Identification Number (if any):

Name:
 IRS Employer Identification Number:

- K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:
 Telephone number:
 Number and Street 1:
 City: State:

Electronic mail (e-mail) address, if contact person has one:

Titles:
 Facsimile number, if any: Number and Street 2: Country:

Yes No

- L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, anywhere other than your principal office and place of business?

If "yes," complete Section 1..L. of Schedule D.

Yes No

- M. Are you registered with a foreign financial regulatory authority?

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section I.M. of Schedule D.

Yes No

- N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?

Yes No

- O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? If yes, what is the approximate amount of your assets: (- \$1 billion to less than \$10 billion)

(T \$10 billion to less than \$50
billion \$50 billion or more

For purposes of Item 1.0. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your Legal Entity Identifier if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.

SECTION I.B. Other Business Names

No Information Filed

; SECTION I.F. Other Offices

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1: 14321 NORTHSIGHT BLVD

City:
SCOTTSDALE

State: Arizona
Number and Street 2:

Country: United States

ZIP+4/Postal Code: 85260

If this address is a private residence, check this box: P

Telephone Number: 480-713-8456
Facsimile Number, if any:

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:

How many employees perform investment advisory functions from this office location? 15

Are other business activities conducted at this office location? (check all that apply)

P" (1) Broker-dealer (registered or unregistered)

P (2) Bank (including a separately identifiable department or division of a bank) P (3)

Insurance broker or agent

P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P (5)

Registered municipal advisor r (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

SECTION 1.1. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.1. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: HTTPV/INSTAGRAM.COM/VANGUARDGROUP

Address of Website/Account on Publicly Available Social Media Platform: <http://WWW.INSTAGRAM.COM/LIFEATVANGUARD>

Address of Website/Account on Publicly Available Social Media Platform: <https://WWW.YOUTUBE.COM/VANGUARD>

Address of Website/Account on Publicly Available Social Media Platform: <https://TWITTER.COM/VANGUARD_INSTL>

Address of Website/Account on Publicly Available Social Media Platform: <https://WWW.LINKEDIN.COM/COMPANY/VANGUARD-INSTITUTIONAL-INVESTING>

Address of Website/Account on Publicly Available Social Media Platform: <https://WWW.LINKEDIN.COM/IN/MORTIMERJBUCKLEY>

Address of Website/Account on Publicly Available Social Media Platform: HTTPS7WWW.LINKEDIN.COM/COMPANY/VANGUARD
<http://WWW.LINKEDIN.COM/COMPANY/VANGUARD>

Address of Website/Account on Publicly Available Social Media Platform: <https://TWITTER.COM/VANGUARD_PR>

Address of Website/Account on Publicly Available Social Media Platform: HTTPS://PRESSR00M.VANGUARD.COM/#/ <HTTPS://PRESSR00M.VANGUARD.COM/%23/>

Address of Website/Account on Publicly Available Social Media Platform: <https://WWW.VANGUARDJ0BS.COM>

Address of Website/Account on Publicly Available Social Media Platform: <https://WWW.LINKEDIN.COM/COMPANY/VANGUARD-ADVIS0R-SERVICES>

Address of Website/Account on Publicly Available Social Media Platform: <http://WWW.VANGUARD.COM>

Address of Website/Account on Publicly Available Social Media Platform: <HTTPS://WWW.FACEB00K.COM/VANGUARD>

Address of Website/Account on Publicly Available Social Media Platform: <https://TWITTER.COM/VANGUARD_GROUP>

Address of Website/Account on Publicly Available Social Media Platform: HTTPS://PLUS.GOOGLE.COM/+VANGUARD#+VANGUARD/POSTS
<HTTPS://PLUS.GOOGLE.COM/+VANGUARD%23+VANGUARD/POSTS>

Address of Website/Account on Publicly Available Social Media Platform: <https://TWITTER.COM/VANGUARD_FA>

SECTION I.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D, Section I.L. for each location.

Name of entity where books and records are kept:
IRON MOUNTAIN INC

Number and Street 1:
2500 HENDERSON DRIVE

Number and Street 2:

City:
SHARON HILL

State:
Pennsylvania

Country:
United States 19079

ZIP+4/Postal Code:

If this address is a private residence, check this box: f~

Telephone Number: 610-725-0200 X3008

i This is (check one):

j p one of your branch offices or affiliates, a

third-party unaffiliated recordkeeper. p.

other.

i Briefly describe the books and records kept at this location.

I; STORAGE OF CLIENT AND OTHER FILES CONTAINING CONTRACTS, CORRESPONDENCE, RECOMMENDATIONS AND TRANSACTIONS, IN ADDITION TO i PROGRAMMING CODE.

Number and Street 2:

Country: United States

ii Name of entity where books and records are kept: !!

AMAZON.COM, INC.

ZIP+4/Postal Code: 98109

:i Number and Street 1: ;; 410 TERRY AVENUE NORTH

|| City: State: ii SEATTLE Washington

If this address is a private residence, check this box: I~

I¹ Telephone Number:

|| 206-266-1000

Facsimile number, if any:

•I

•! This is (check one):

j; p one of your branch offices or affiliates, j; pa third-

party unaffiliated recordkeeper. i; (* other.

j. Briefly describe the books and records kept at this location.

j; STORAGE OF CLIENT AND OTHER FILES CONTAINING CONTRACTS, CORRESPONDENCE, RECOMMENDATIONS AND TRANSACTIONS, IN ADDITION TO || PROGRAMMING CODE.

; SECTION I.M. Registration with Foreign Financial Regulatory Authorities

.

NO INFORMATION FILED

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration. If you are filing an umbrella registration, the information in Item 2 should be provided for the filing adviser only.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items. You (the adviser):

P! (1) are a large advisory firm that either:

- a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
- b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating amendment and is registered with the SEC;

f~ (2) are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:

- a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business; or
- b) *not subject to examination by the state securities authority of the state where you maintain your principal office and place of business;*

Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.

(3) Reserved

I~ (4) have your principal office and place of business outside the United States;

I* (5) are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;

I~ (6) are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;

I~ (7) are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);

I~ (8) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;

If you check this box, complete Section 2. A. (8) of Schedule D. f~ (9) are an adviser relying on rule 203A-2(c)

because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D. I~ (10) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2. A. (10) of Schedule

D. I~ (11) are an Internet adviser relying on rule 203A-2(e);

f~ (12) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2. A. (12) of Schedule

D. I" (13) are no longer eligible to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

- C. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

al
rak

ril
rin

: r ner sc
r nvr ed

r ar	r ia	r hr~ tn	
r az	r ks	: r njr tx	
r ar	r ky	; r nm	f~ ut
r ca	r LA	f~" NY; r VT	
r CO	r ME	; r NCI~ VI	
r CT	f~ MD	■ f NDr™ VA	
r DE	r ma	r oh■ r wa	
r dc	r MI	: r OK f~ WV	
r FL	r mn	r~ orr~ wi	
r ga	r ms	r par wy	
r gu	r mo	r pr	
r hi	r mt	r ri	
r id			

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A. (8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

: SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration ! within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be ; deemed to have made the required representations. You must make both of these representations:

, r~ I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective. ' f"! I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

: If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations ; about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

; If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

; I"; i have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an

investment adviser with the state securities authorities in those states. : r" I undertake to withdraw from SEC registration if I file an amendment to this registration

indicating that I would be required by the laws of fewer than 15

states to register as an investment adviser with the state securities authorities of those states.

: If you are submitting your annual updating amendment, you must make this representation:

: I' within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.

'SECTION 2.A.(12) SEC Exemptive Order

: If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

• If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

; Application

Number: 803

-

Date of order:

i Item 3 Form of Organization

; If you are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.

A. How are you organized?

p. Corporation

p Sole Proprietorship

p Limited Liability Partnership (LLP)

p. Partnership

p Limited Liability Company

(LLC) p Limited Partnership

(LP) p Other (specify):

If you are changing your response to this Item, see Part IA Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Pennsylvania United

States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part IA Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your (-Structure or legal status (e.g., form of organization or state of incorporation)?

If "yes", complete Item 4.B. and Section -? of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part IA Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers. 520
- B. (1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)? 320
- (2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer? 33
- (3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives? 0
- (4) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives for an investment adviser other than you? 0
- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency? 0
- (6) Approximately how many firms or other persons solicit advisory clients on your behalf? 0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once - do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many clients for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year? 0
- (2) Approximately what percentage of your clients are non-United States persons? 0%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.
- The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your clients and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of client. If you have fewer than 5 clients in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a client fits into more than one category, select one category that most accurately represents the client to avoid double counting clients and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of Client	Number of	(2) Fewer than 5	(3) Amount of Regulatory Assets Under Management
(a) Individuals (other than high net worth individuals)	0		\$ 0
(b) High net worth individuals	0		\$ 0
(c) Banking or thrift institutions	0		\$ 0
(d) Investment companies	217		\$ 7,795,749,144,000
(e) Business development companies	0		\$ 0
(f) Pooled investment vehicles (other than investment companies and business development companies)	2		\$ 342,160,104
(g) Pension and profit sharing plans (but not the plan participants or government	0		\$ 0

pension plans)		1	
(h) Charitable organizations	0	r.	\$ 0
(i) State or municipal government entities (including government pension plans)	0	r	\$ 0
(j) Other investment advisers	0	r	\$0
(k) Insurance companies	0	r	\$ 0
(1) Sovereign wealth funds and foreign official institutions	0	r	\$ 0
(m) Corporations or other businesses not listed above	0		\$ 0
(n) Other:	0	r	\$ 0

Compensation Arrangements

- E. You are compensated for your investment advisory services by (check all that apply): P (1) A
percentage of assets under your management f~ (2) Hourly charges
f~ (3) Subscription fees (for a newsletter or periodical)
r™ (4) Fixed fees (other than subscription fees)
l~ (5) Commissions
f (6) Performance-based fees
|7 (7) Other (specify): ALLOCATED SHARE OF VANGUARD'S TOTAL COST OF OPERATIONS

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management**Regulatory Assets Under Management**

Yes No

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?
(t p

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 7,796,091,304,104	(d) 219
Non-Discretionary:	(b) \$ 0	(e) 0
Total:	(c) \$ 7,796,091,304,104	(f) 219

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to clients who are non-United States persons? \$ 342,160,104

Item 5 Information About Your Advisory Business - Advisory Activities**Advisory Activities**

- G. What type(s) of advisory services do you provide? Check all that apply, f" (1)
Financial planning services
l~ (2) Portfolio management for individuals and/or small businesses
(3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940) P (4) Portfolio management for pooled investment vehicles (other than investment companies)
f (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles) f~ (6) Pension consulting services
P (7) Selection of other advisers (including private fund managers)
P" (8) Publication of periodicals or newsletters
f (9) Security ratings or pricing services
f™ (10) Market timing services
l~ (11) Educational seminars/workshops
f (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

If yes, complete Section 5.K.(3) of Schedule D for each custodian.

L. Marketing Activities

Yes No

1) Do any of your advertisements include:

a) *Performance results?*

p.C

b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?

p.p

c) Testimonials (other than those that satisfy rule 206(4)-l(b)(4)(ii)P

pp

d) Endorsements (other than those that satisfy rule 206(4)-l(b)(4)(ii))?

pp

e) Third-party ratings?

pf

2) If you answer "yes" to L(l)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in p

p

2) connection with the use of testimonials, endorsements, or third-party ratings?

3) Do any of your advertisements include hypothetical performance ?

pp

4) *Do any of your advertisements include predecessor performance ?*

Cr

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

i If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development ' companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered : investment company and business development company to which you act as an adviser.

, SEC File

Number : 811 -

00121

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or ' business development company that you advise.

No Information Filed

SEC File

Number : 811 -

00834

: Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File
Number 811
- 01027

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
01530

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
01766

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
02368

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
02554

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
02652

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC	File	Number
811 - 02687		

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
02968

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
0296899

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
03916

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
03919

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC	File	Number	811
- 04098			

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
04474

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
04526

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
04570

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
04571

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC	File	Number	811
- 04627			

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811
- 04681

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

* SEC File Number jj| 811
- 05340

;. Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or I business development company that you advise.

No Information Filed

SEC File Number 811
- 05445

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
05628

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC	File	Number	I
811 - 05962			

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
05972

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
06083

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811-
06093

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
07043

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 -
07175

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

'■ SEC File Number !
811 - 07239

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or : business development company that you advise.

No Information Filed

SEC File Number 811 -
07443

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

i SEC File Number 811 -
07803

: Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or : business development company that you advise.

No Information Filed

\ SEC File Number 811 -
09005

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or !: business development company that you advise.

No Information Filed

■SEC File Number
. 811-21478

! Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or ; business development company that you advise.

No Information Filed

SEC
Number
811
22114

file

-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File
Number 811
- 22619

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File
Number 811
- 58431

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SECTION 5.1.(2) Wrap Fee Programs

No Information Filed

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Use the following table to report the percentage of regulatory assets under management for each category of assets.

	Mid-year i	End of, year
(i) Exchange-Traded Equity Securities	%	%
(ii) Non Exchange-Traded Equity Securities	%	%
(iii) U.S. Government/Agency Bonds	%	%
(iv) U.S. State and Local Bonds	%	%
(v) Sovereign Bonds	%	%
(vi) Investment Grade Corporate Bonds	%	%

(vii) Non-Investment Grade Corporate Bonds	%	%
(viii) Derivatives	%	%
(ix) Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi) Cash and Cash Equivalents	%	%
(xii) Other	%	%

Generally describe any assets included in "Other"

AssetType	End of year
(i) Exchange-Traded Equity Securities	%
(ii) Non Exchange-Traded Equity Securities	%
(iii) U.S. Government/Agency Bonds	%
(iv) U.S. State and Local Bonds	%
(v) Sovereign Bonds	%
(vi) Investment Grade Corporate Bonds	%
(vii) Non-Investment Grade Corporate Bonds	%
(viii) Derivatives	%
(ix) Securities Issued by Registered Investment Companies or Business Development Companies	%
(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%
(xi) Cash and Cash Equivalents	%
(xii) Other	%

Generally describe any assets included in "Other"

SECTION 5.K(2) Separately Managed Accounts - Use of Borrowings and Derivatives

¶ No information is required to be reported in this Section 5.K(2) per the instructions of this Section 5.K(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (n) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate gross notional value of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure Under Management;

Borrowings

(a) Interest (b) Foreign Exchange (c) Credit (d) Equity (e) Commodity (f) Other

		Derivative	Derivative	Derivative	Derivative	Derivative	Derivative
Less than 10%	\$	0 %	0 %	0 %	0 %	0 %	0 %
10-149%	\$ 0	0 %	0 %	0 %	0 %	0 %	0 %
150% or more	\$ 0	0 %	0 %	0 %	0 %	0 %	0 %

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure (1) Regulatory Assets Under Management

(2) Borrowings

(3) Derivative Exposures

(a) Interest (b) Foreign Exchange (c) Credit (d) Equity (e) Commodity (f) Other

			Derivative	Derivative	Derivative	Derivative	Derivative
Less than 10%	\$ 0	\$ 0	0 %	0 %	0 %	0 %	0 %
10-149%	\$ 0	\$ 0	0 %	0 %	0 %	0 %	0 %
150% or more	\$ 0	\$ 0	0 %	0 %	0 %	0 %	0 %

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. If you are a subadvisor to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(Gross Notional Exposure)

(1) Regulatory Assets Under Management

(2) Borrowings

Less than 10%	\$ 0	\$ 0	
10-149%	\$ 0	\$ 0	
150% or more	\$ 0	\$ 0	

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

No Information Filed

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- ☐ (1) broker-dealer (registered or unregistered)
- ☐ (2) registered representative of a broker-dealer
- ☐ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (4) futures commission merchant
- ☐ (5) real estate broker, dealer, or agent
- ☐ (6) insurance broker or agent
- ☐ (7) bank (including a separately identifiable department or division of a bank)
- ☐ (8) trust company
- ☐ (9) registered municipal advisor
- ☐ (10) registered security-based swap dealer
- ☐ (11) major security-based swap participant
- ☐ (12) accountant or accounting firm
- ☐ (13) lawyer or law firm
- ☐ (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items I.A. or I.B.(I), complete Section 6.A. of Schedule D.

Yes No

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(f p

(2) If yes, is this other business your primary business?

(t p

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory clients?

If "yes," describe this other business on Section 6. B. (3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

VGI PROVIDES ITS CLIENTS WITH CORPORATE, MANAGEMENT & ADMINISTRATIVE MUTUAL FUND SERVICES, INCLUDING LEGAL, ACCOUNTING, TRANSFER AGENCY & DISTRIBUTION SERVICES.

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your client. You may omit products and services that you listed in Section 6.B.(2) above. SAME AS 6.B.(2).

If you engage in that business under a different name, provide that name:

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

A. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you. You have a related person that is a (check all that apply):

P (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
P (2) other investment adviser (including financial planners)
P (3) registered municipal advisor
f~ (4) registered security-based swap dealer
(5) major security-based swap participant P (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) C (7) futures commission merchant P (8) banking or thrift institution f (9) trust company I~ (10) accountant or accounting firm f~ (11) lawyer or law firm Pi (12) insurance company or agency
(13) pension consultant
I~" (14) real estate broker or dealer
I"~ (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles P' (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7. A. should not be used to disclose that some of your employees perform in investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7. A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7. A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7. A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

! Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

1. Legal Name of Related Person:

VGIM, S.A. DE C.V., ASESOR EN INVERSIONES INDEPENDIENTE

:2. Primary Business Name of Related Person:

VANGUARD MEXICO

13. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) 17 other investment adviser (including financial planners)
- c) f" registered municipal advisor
- d) f~ registered security-based swap dealer
- e) I~ major security-based swap participant
- f) r commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) T futures commission merchant
- h) r banking or thrift institution
- (i) f~ trust company

- u) " accountant or accounting firm
 (k) P lawyer or law firm
 (l) " insurance company or agency
 (m) P pension consultant
 (n) " real estate broker or dealer
 (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) " sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
 (j- p

7. Are you and the related person under common control?
 p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p
 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
 (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 (c) Number and Street 1: Number and Street 2:
 City: State: Country: ZIP+4/Postal Code:
 If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration?
 (? p
 (b) If the answer is yes, under what exemption?
 FOREIGN PRIVATE ADVISER
 EXEMPTION

10. (a) Is the related person registered with a foreign financial regulatory authority? ~>
 G C

r t r r (?)

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Mexico - National Commission for Banking and Securities ill. Do

you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

' 1. Legal Name of Related Person:

VANGUARD MARKETING CORPORATION

' 2. Primary Business Name of Related

Person: VANGUARD MARKETING
 CORPORATION

' 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

8-21570 or
 Other

4. Related Person's

- a) CRD Number (if any): 7452
 b) CIK Number(s) (if any):
 CIK Number f- •C^V^iJC^^^,^^?..; y^■ i:^^.):-" 1114858

5. Related Person is: (check all that apply)

- a) ☐ P" broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- 0) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
person?

7. Are you and the related person under common control? Yes No
person?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

☐ P
f?

8. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the

☐ P presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? ;

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets::

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p. p!

(b) If the answer is yes, under what exemption?

10. (a) (b)

C Cf

Is the related person registered with a foreign financial regulatory authority ?

If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. DO you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: VANGUARD ASSET MANAGEMENT, LIMITED

2. Primary Business Name of Related Person: VANGUARD ASSET MANAGEMENT, LIMITED

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related

Person: VGI
INSURANCE, INC.

2. Primary Business Name of Related

Person: VGI INSURANCE, INC.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ insurance company or agency
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

(? p j

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (r l

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 - c) Number and Street 1: Number and Street 2: :
 - c) City: State: Country: ZIP+4/Postal Code:
 - If this address is a private residence, check this box: ☐

Yes No ,

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p^l

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ~>

p (t

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
p !.

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

VANGUARD INVESTMENTS CANADA INC.

2. Primary Business Name of Related Person: VANGUARD INVESTMENTS CANADA INC.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
802 - 107926
or
Other

4. Related Person's

a) CRD Number
(if any):
283519

b) CIK Number(s) (if any):
CIK;Number%1;:^
1816312

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
p p

- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p rr

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?) ;

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the
p p ,
b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not
required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p (t

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

C Cf

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

rr p :

12. Do you and the related person share the same physical location?

p. p

1. Legal Name of Related Person:

VANGUARD FIDUCIARY TRUST COMPANY

2. Primary Business Name of Related

Person: VANGUARD FIDUCIARY
TRUST COMPANY

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or

Oth

4. Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

933478

5. Related Person is: (check all that apply)

- a) ☐ T broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ f~ other investment adviser (including financial planners)
c) ☐ f registered municipal advisor
d) ☐ l~" registered security-based swap dealer
e) ☐ F~ major security-based swap participant
f) ☐ V commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ C futures commission merchant
h) ☐ f~ banking or thrift institution
(i) ☐ 17 trust company
(j) ☐ P accountant or accounting firm
(k) ☐ l~ lawyer or law firm
(l) ☐ l~ insurance company or agency
(m) ☐ f~" pension consultant
(n) ☐ f~ real estate broker or dealer
(o) ☐ f" sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

tr r

- (p) ☐ f~ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p ^

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the
p p
b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not
required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p (?)

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

(? p

12. Do you and the related person share the same physical location?

P P

1. Legal Name of Related Person:
VANGUARD GROUP (IRELAND)
LIMITED

2. Primary Business Name of Related
Person: VANGUARD GROUP
(IRELAND) LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any):
j1816678

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

5. *Do you control or are you controlled by the related person?*

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the

presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not
required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City:

State:

If this address is a private residence, check this box: ☐

Number and Street 2:

Country:

ZIP+4/Postal Code:

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?
p pj

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Ireland - Central Bank of Ireland

11. Do you and the related person share any supervised persons?
<v p

12. Do you and the related person share the same physical location?
p (f.

1. Legal Name of Related Person:

VANGUARD INVESTMENTS UK, LIMITED

2. Primary Business Name of Related

Person: VANGUARD INVESTMENTS

UK, LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) 802 - 108191

i or

Other

4. Related Person's

a) CRD

Number (if any): i

283775

b) CIK Number(s) (if any):

iOK Number - . . . T.v:"^:~r£<y":?" "T^Z "/■"7~ "C^T

1816749

5. Related Person is: (check all that apply)

- a) f broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) f~ registered security-based swap dealer
- e) f~ major security-based swap participant
- f) f~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) I~ futures commission merchant
- h) T banking or thrift institution
- (i) f" trust company
- (j) V accountant or accounting firm
- (k) I"~ lawyer or law firm
- (l) V insurance company or agency
- (m) V pension consultant
- (n) I~ real estate broker or dealer
- (o) f" sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
q p ,

7. Are you and the related person under common control?
p (~ ,

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p (~

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the
p p j
- b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not
required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p.

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

a p.

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

:Name of .Country/Erifflish'Namei of Foreign Financial Regulatory,Authority '

j United Kingdom - Financial Conduct Authority

11. Do you and the related person share any supervised persons? p

12. Do you and the related person share the same physical location?
p (j-

1. Legal Name of Related Person:

VANGUARD GLOBAL
ADVISERS, LLC

2. Primary Business Name of Related

Person: VANGUARD GLOBAL
ADVISERS, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) 801 - 76825

or

Other

4. *Related Person's*

a) CRD Number

(if any):

164593

b) CIK Number(s) (if any):

afcNufnber-' ? . '%: ^M A W V ^ W ^ ^ ^ - < ■ ■ ift \ k \$ \$ t o \$ \$ > > . 8 k ~ l - K & i & t ^ W ^ ^ ^ ^ h ^ m ^ y ^ ^ W ^ A m ^
j1811242

Related Person is: (check all that apply)

a) r" broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

f) l- commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) F futures commission

merchant ' (h) P banking or thrift institution

(i) P trust company

(j) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) r sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

(? p

17. Are you and the related person under common control?

p (? ;

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (? ;

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the

p p :

presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:¹

j Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: T

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? p (b) If the answer is yes, under what exemption⁷

! 10. (a) Is the related person registered with a foreign financial regulatory authority ?

(t C

' (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/Eng^A

Ireland - Central Bank of Ireland

111. Do you and the related person share any supervised persons?

(T p

■ 12. Do you and the related person share the same physical location?

p- p

; 1. Legal Name of Related Person:

;! VANGUARD INVESTMENTS AUSTRALIA LIMITED

!l2. Primary Business Name of Related Person:

!l VANGUARD INVESTMENTS AUSTRALIA LIMITED

! 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

il 801

-
1077
or
I Other

j 4. Related Person's

- a) CRD Number (if any): 282933
- b) CIK Number(s) (if any):
- ii ak Number 1550100

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

(a) (b)

(c)

Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (~

If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

p p

If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City: State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

(a) (b)

If the related person is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?

Yes No

r a-

10. (a) Is the related person registered with a foreign Financial regulatory authority ?

(f p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of "Country/Eh'B

Australia - Australian Securities and Investments Commission

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

VANGUARD INVESTMENTS HONG KONG LIMITED

2. Primary Business Name of Related Person:

VANGUARD INVESTMENTS HONG KONG
LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) or
Other

4. Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

ak'Number;>/'Ai;-^i;i;;^ ••: -y&^rJ
11818513

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person? p

Are you and the related person under common control? p

<r.

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p

(?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the p p

b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____
 City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box: V

a) If the related person is an investment adviser, is it exempt from registration? **Yes No**
 p <j-

b) If the answer is yes, under what exemption?
 FOREIGN ADVISER EXEMPTION

a) Is the related person registered with a foreign financial regulatory authority? **<v.**
 p

b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
Name of Country/Enallsrt Name ofYFore/g/i Financial Regulatory. Authority:': :.y.s"F' : ■." VV".
 Hong Kong - Securities and Futures Commission

Do you and the related person share any supervised persons? p-
 p

Do you and the related person share the same physical location? p

Legal Name of Related Person:

VANGUARD NATIONAL TRUST COMPANY, N.A.

Primary Business Name of Related Person:

VANGUARD NATIONAL TRUST COMPANY

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
 Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is: (check all that apply)

- a) r" broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) l"" registered municipal advisor
- d) f registered security-based swap dealer
- e) f major security-based swap participant
- f) f commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) f" futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) l~ accountant or accounting firm
- (k) P lawyer or law firm
- (l) f~ insurance company or agency
- (m) i~ pension consultant
- (n) f~ real estate broker or dealer
- (o) l~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) V
 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? **Yes No**
 p p

7. Are you and the related person under common control?
p p-

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p (~

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the
p p
- b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not
required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: I-

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?
C (f

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?
(t p

12. Do you and the related person share the same physical location?
p- p

1. Legal Name of Related Person:
VANGUARD PERSONALIZED INDEXING MANAGMENT, LLC

2. Primary Business Name of Related Person: VANGUARD
PERSONALIZED INDEXING MANAGMENT, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
801 - 114487
or
Other

4. Related Person's

- a) CRD Number (if
any): 285366
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) I* other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) P registered security-based swap dealer
- e) I~ major security-based swap participant
- f) I~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) I~ futures commission merchant
- h) P banking or thrift institution

- (i) " trust company
- (j) " accountant or accounting firm
- (k) " lawyer or law firm
- (l) " insurance company or agency
- (m) " pension consultant
- (n) " real estate broker or dealer
- (o) " sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) " f~ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

p. p
7. Are you and the related person under common controP

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the p p .
- b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) Ifyou have answered "yes" to question 8.(a) above, provide the location ofthe related person's office responsible for custody of your clients' assets: ^
- c) Number and Street 1: Number and Street 2: :
- c) City: State: Country: ZIP+4/Postal Code:
- If this address is a private residence, check this box: f"

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p.

9. (b) If the answer is yes, under what exemption? j

10. (a) Is the related person registered with a foreign financial regulatory authority ? p p i

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. ;
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

: Item 7 Private Fund Reporting

B. Are you an adviser to any private fund?

If "yes," then for each private fund that you advise, you must complete a Section 7. B. (1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part IA. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.8.(1) of Schedule D of its Form ADV (e.g., ifyou are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, ifyou seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

Funds per Page: fli »J Total Funds: 2

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund: ASF
PRIVATE FUND (b) Private fund
identification number: (include
the "805-" prefix also) 805-
9892811178

2. Under the laws of what state or country is the private fund organized:

State: Country:

Cayman Islands

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

3. Name Of "General Partn^
VGMF I (CAYMAN) LIMITED

■..y!;,:-: / V":.i.- ...

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

No Information Filed

4. The private fund (check all that apply; you must check at least one):

f (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 fy (2) qualifies for
the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of country/English

Other - CAYMAN ISLANDS REGISTRAR OF TRUSTS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

p p

(t>) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

c) Is this a "feeder fund" in a master-feeder arrangement?

p p

d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private
fund:

Private fund identification number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.ES.(1) for the master-
feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds
answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single
fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or

interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No

p (?)

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.

- (b) If yes, does the private fund invest in funds managed by you or by a related person?

p p

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

p p

10. What type of fund is the private fund?

< * hedge fund liquidity fund private equity fund real estate fund < ~ securitized asset fund f venture capital fund Other private fund:

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part IA.

11. Current gross asset value of the private fund: \$
13,479,535

Ownership

12. Minimum investment commitment required of an investor in the private fund: \$ 1

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 100%

15. (a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 0%

Yes No

- (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?

p p

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

p p

- (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(I).A.3.(b)) advise the private fund? p

- (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

p p-

19. NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20. Approximately what percentage of your clients has invested in the private fund
1%

7

Private Offering

Yes No

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

p p-

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE

PROVIDERS Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

p p.

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

p (?)

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No

g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's

p p

g) investors?

h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions? ^ Yes <~ No C

Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

p p

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Cu^todjan

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

p p

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

j

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Yes No

r et

b) Legal name of custodian: STATE STREET BANK
AND TRUST

c) Primary business name of custodian: STATE STREET
BANK AND TRUST

d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country)

d) City: State: Country:

d) BOSTON Massachusetts United States

e) Is the custodian a related person of your firm?

f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

p p.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?
0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

p (?)

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

| A. PRIVATE FUND

; Information About the Private Fund

- (a) Name of the private fund: CSF
PRIVATE FUND (b) Private fund
identification number: (include the "805
-" prefix also) 805-1178567505

2. Under the laws of what state or country is the private fund organized:

State: Country:

Cayman Islands

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director,

VGMF I (CAYMAN) LIMITED

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

No Information Filed

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Other - CAYMAN ISLANDS REGISTRAR OF TRUSTS

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No
p

b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No
p

d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:

Private fund identification number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.ES.(1) for a master-feeder arrangement according to the instructions to this Section 7.Et.(l), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. ;

8. (a) Is this private fund a "fund of funds"?

Yes No :
p p-

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.

(b) If yes, does the private fund invest in funds managed by you or by a related person?

p p

j

Yes
No

r (t

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund? <~ liquidity fund C private equity fund f real estate fund <~ securitized asset fund ' venture capital fund ' Other private fund:

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part IA.

11. Current gross asset value of the private fund: \$
13,479,535

Ownership

12. Minimum investment commitment required of an investor in the private fund: \$ 1

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners: 1

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 100%

15. (a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 0%

Yes No

(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?

p p

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

p <~

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(l).A.3.(b)) advise the private fund?

p p-

(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

p p

19. NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20. Approximately what percentage of your clients has invested in the private fund? 1%

Private Offering

Yes No

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

p p,

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE

PROVIDERS Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No

p p.

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

p rr

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No

g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's

p p

g) investors?

h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

Yes f No C Report Not Yet Received Ifyou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

p (t

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

rr p

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

b) Legal name of custodian:

STATE STREET BANK & TRUST COMPANY

c) Primary business name of custodian:

STATE STREET BANK & TRUST
COMPANY

d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

d) City: BOSTON State: Country: Massachusetts United States

Yes No
p j?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):
CRD Number (if any):

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)

Administrator

26. (a) Does the private fund use an administrator other than your firm? p

Yes No

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? p

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

Funds per Page: 15 Total Funds: 2

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Proprietary Interest in Client Transactions

- A. Do you or any related person:
- Yes No
- A. (1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)? p p
- A. (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients 7 p p
- (3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary p p (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?

Sales Interest in Client Transactions

- B. Do you or any related person:
- Yes No
- 1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory p p client securities are sold to or bought from the brokerage customer (agency cross transactions)?
- 2) recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for p p
- 2) which you or any related person serves as underwriter or general or managing partner?
- (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than p p the receipt of sales commissions as a broker or registered representative of a broker-dealer)?

Investment or Brokerage Discretion

- C. Do you or any related person have discretionary authority to determine the: Yes No
- 1) securities to be bought or sold for a client's account? p p
- 2) amount of securities to be bought or sold for a client's account? p p
- 3) broker or dealer to be used for a purchase or sale of securities for a client's account? p p
- 4) commission rates to be paid to a broker or dealer for a client's securities transactions? p p
- D. If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons? p p
- E. Do you or any related person recommend brokers or dealers to clients? p p
- F. If you answer "yes" to E. above, are any of the brokers or dealers related persons? p p
- G. (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party p p ("soft dollar benefits") in connection with client securities transactions?
- (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under p p section 28(e) of the Securities Exchange Act of 1934?
- H. (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals? p p
- (2) Do you or any related person, directly or indirectly, provide any employee compensation that is specifically related to obtaining clients for p p the firm (cash or non-cash compensation in addition to the employee's regular salary)?
- I. Do you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related p p person) for client referrals?

In your response to Item 8.1., do not include the regular salary you pay to an employee.

In responding to Items 8.H. and 8.1., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.1.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have custody of any advisory clients?

Yes No

a) cash or bank accounts?

p p

b) securities?

p p

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.

(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody:

U.S. Dollar Amount

—

Total Number of Clients

(a) \$ (b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.6.(2).

B. (1) In connection with advisory services you provide to clients, do any of your related persons have custody of any of your advisory clients? Yes No

a) cash or bank accounts?

p p.

b) securities?

p (t

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have custody:

U.S. Dollar Amount (a) \$

Total Number of Clients (b)

C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply:

- 1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage. I^{mm}
- 2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements f~ are distributed to the investors in the pools.
- 3) An independent public accountant conducts an annual surprise examination of c/enf funds and securities. I^r
- 4) An independent public accountant prepares an internal control report with respect to custodial services when you or your related persons "~ are qualified custodians for client funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

D. Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients?
Yes No

- 1) you act as a qualified custodian
p p
- 2) your related person(s) act as qualified custodian(s)
p p

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7. A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. *If you or your related persons have custody of client funds or securities, how many persons, including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients?*

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you. If you are filing an umbrella registration, the information in Item 10 should be provided for the filing adviser only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

- A. *Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?*

p p

- A. *If yes, complete Section 10. A. of Schedule D.*
- B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.3. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the filing adviser and all relying advisers under an umbrella registration.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a

"separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Do any of the events below involve you or any of your supervised persons?
 j y p

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any advisory affiliate:
 Yes No

- 1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?
 p. j y
- 2) been charged with any felony?
 p < y

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11. A.(2) to charges that are currently pending.

In the past ten years, have you or any advisory affiliate:

- 1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: p investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?
- 2) been charged with a misdemeanor listed in Item 11.B.(1)? p

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11. B. (2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:
 Yes No

- 1) found you or any advisory affiliate to have made a false statement or omission? p (t.
- 2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes? p j y
- 3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, p p
- 3) suspended, revoked, or restricted?
- 4) entered an order against you or any advisory affiliate in connection with investment-related activity? p p
- 5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity? p, j y

D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:

- 1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?
 p j y
- 2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?
 ry p
- 3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business p, < y denied, suspended, revoked, or restricted?
- 4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?
 j y. p
- 5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory p < y
- 5) affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?

E. Has any self-regulatory organization or commodities exchange ever:

- 1) found you or any advisory affiliate to have made a false statement or omission?
p fy
- 2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule
jy p
- 2) violation" under a plan approved by the SEC)?
- 3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, p <y suspended,
revoked, or restricted?
- 4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you p jy or the advisory
affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?

Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or r Cf
suspended?

G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C.,
p (t U.D., or H.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court:

Yes No

- a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity? p
p
- b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations? p
- c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by p a state or
foreign financial regulatory authority?

(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(I)? p p

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

Yes No

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

p p

If "yes," you do not need to answer Items 12.B. and 12.C.

Do you:

- 1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) p p of \$25 million or more on the last day of its most recent fiscal year?
- 2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal
p p
- 2) year?

Are you:

- 1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in p p
- 1) response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?
- 2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the p p last day of its most recent fiscal year?

Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a Class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? p Yes (? No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
c) Complete each column.

FULL LEGAL NAME (Individuals: Last Na	DE/FE/I	Title or Status	Date	Title or Status	AcOwnership	CControl	PRCRD No. If None: S.S. No. and Date c
							ID No.
VANGUARD ADMIRAL FUNDS	DE	STOCKHOLDER	12/1992		NA	N	N
VANGUARD OHIO TAX-FREE FUNDS	DE	STOCKHOLDER	06/1990		NA	N	N
VANGUARD VALLEY FORGE FUNDS	DE	STOCKHOLDER	11/1992		NA	N	N
VANGUARD TAX-MANAGED FUNDS	DE	STOCKHOLDER	09/1994		NA	N	N
VANGUARD WHITEHALL FUNDS	DE	STOCKHOLDER	02/1996		NA	N	N
VANGUARD HORIZON FUNDS	DE	STOCKHOLDER	06/1995		NA	N	N
VANGUARD SCOTTSDALE FUNDS	DE	STOCKHOLDER	11/2009		NA	N	N
VANGUARD NEW JERSEY TAX-FREE FIDE		STOCKHOLDER	09/1987		NA	N	N
VANGUARD CALIFORNIA TAX-FREE FUDE		STOCKHOLDER	10/1985		NA	N	N
VANGUARD NEW YORK TAX-FREE FUNDE		STOCKHOLDER	01/1986		NA	N	N
VANGUARD PENNSYLVANIA TAX-FREEDE		STOCKHOLDER	01/1986		NA	N	N
VANGUARD CONVERTIBLE SECURITIEDE		STOCKHOLDER	04/1986		NA	N	N
VANGUARD QUANTITATIVE FUNDS	DE	STOCKHOLDER	08/1986		NA	N	N
VANGUARD VARIABLE INSURANCE FUDE		STOCKHOLDER	04/1991		NA	N	N
VANGUARD MASSACHUSETTS TAX-EXDE		STOCKHOLDER	07/1992		NA	N	N
VANGUARD WELLINGTON FUND	DE	STOCKHOLDER	05/1975		NA	N	N

VANGUARD WINDSOR FUNDS	DE	STOCKHOLDER	05/1975	NA	N	N
VANGUARD WORLD FUND	DE	STOCKHOLDER	05/1975	NA	N	N
VANGUARD TRUSTEES' EQUITY FUND	DE	STOCKHOLDER	02/1980	NA	N	N
VANGUARD EXPLORER FUND	DE	STOCKHOLDER	12/1975	NA	N	N
VANGUARD WELLESLEY INCOME FUND	DE	STOCKHOLDER	05/1975	NA	N	N
VANGUARD INDEX FUNDS	DE	STOCKHOLDER	08/1976	C	Y	N
VANGUARD BOND INDEX FUNDS	DE	STOCKHOLDER	12/1986	A	N	N
VANGUARD FENWAY FUNDS	DE	STOCKHOLDER	11/1987	NA	N	N
VANGUARD MALVERN FUNDS	DE	STOCKHOLDER	11/1988	NA	N	N
VANGUARD INTERNATIONAL EQUITY FUND	DE	STOCKHOLDER	04/1990	NA	N	N
VANGUARD FIXED INCOME SECURITIES	DE	STOCKHOLDER	05/1975	NA	N	N
VANGUARD MONEY MARKET RESERVE	DE	STOCKHOLDER	05/1975	A	N	N
VANGUARD MUNICIPAL BOND FUNDS	DE	STOCKHOLDER	09/1977	NA	N	N
VANGUARD SPECIALIZED FUNDS	DE	STOCKHOLDER	10/1983	NA	N	N
VANGUARD CHESTER FUNDS	DE	STOCKHOLDER	08/1984	NA	N	N
BUCKLEY, MORTIMER, JOSEPH	I	CHAIRMAN OF THE BOARD, CHIEF PRESIDENT	01/2019	NA	Y	N 2167630
PEROLD, ANDRE, FRANCOIS	I	DIRECTOR	12/2004	NA	Y	N 4660204
VANGUARD MONTGOMERY FUNDS	DE	STOCKHOLDER	11/2007	NA	N	N
FULLWOOD, EMERSON, U	I	DIRECTOR	01/2008	NA	Y	N 5511592
VOLANAKIS, PETER, FREDERICK	I	DIRECTOR	12/2008	NA	Y	N 5648569
LOUGHREY, FRANCIS, JOSEPH	I	DIRECTOR	10/2009	NA	Y	N 5755253
VANGUARD STAR FUNDS	DE	STOCKHOLDER	03/2009	A	N	N
VANGUARD CHARLOTTE FUNDS	DE	STOCKHOLDER	10/2011	NA	N	N
MCISAAC, CHRISTOPHER, DAVIS	I	MANAGING DIRECTOR	03/2012	NA	Y	N 2928259
MALPASS, SCOTT, II		DIRECTOR	03/2012	NA	Y	N 2532347
LOUGHRIDGE, MARI		DIRECTOR	03/2012	NA	Y	N 6048361
RAMPULLA, THOMAS		MANAGING DIRECTOR	07/2015	NA	Y	N 1816948
RISI, KARIN, ANN	I	MANAGING DIRECTOR	07/2015	NA	Y	N 3209445
ROLLINGS, MICHAEL		MANAGING DIRECTOR	06/2016	NA	Y	N 1592402
ROBINSON, ANNE, II		GENERAL COUNSEL	09/2016	NA	Y	N 6706699
JAMES, JOHN, MARI		MANAGING DIRECTOR	12/2016	NA	Y	N 5594356
MULLIGAN, DEANNA		DIRECTOR	07/2017	NA	Y	N 4562715
RASKIN, SARAH, BL		DIRECTOR	07/2017	NA	Y	N 6844984
DAVIS, GREGORY	I	MANAGING DIRECTOR	07/2017	NA	Y	N 2416369
VANGUARD INSTITUTIONAL FUNDS		STOCKHOLDER	02/2018	A	N	N
SCHADL, JOHN	I	CHIEF COMPLIANCE OFFICER	03/2019	NA	Y	N 6931790
BRENNAN, JOSEPH		MANAGING DIRECTOR	09/2018	NA	Y	N 2193881
VALENTE, LAUREN, II		MANAGING DIRECTOR	09/2020	NA	Y	N 6119944
BENCHENER, MATT		MANAGING DIRECTOR	12/2020	NA	Y	N 5569805
Thomas, David, Anth		DIRECTOR	07/2021	NA	Y	N 7423571
BUNCH, TARA, LYNN		DIRECTOR	11/2021	NA	Y	N 7470785
Tandon, Nitin	I	MANAGING DIRECTOR	11/2021	NA	Y	N 7482798

Schedule B
Indirect

Owners

1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - c) in the case of an owner that is a trust, the trust and each trustee; and
 - d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does *not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.*
b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
c) Complete each column.

No Information Filed

Schedule D -

Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Section 7. We have affiliates that are not listed having met one or more of the exceptions of the SEC's guidance regarding related persons. A list of affiliates can be provided upon request. Please note that two individuals in Schedule A, Amy Gutmann and Mark Loughridge, do not have middle names.

Schedule Ft

No Information Filed

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

: "

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL _{Qff} (? AMENDED response used to report details for affirmative responses to Items 11.C, 11.D, 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

rn.c(i)	r~n.c(2)	r~ii.c(3)	rn.cw rn.c(5)
rn.D(i)	r~n.D(2)	r~ii.D(3)	rn.D(4) ru.D(5)
■T II.E(l)	l""II.E(2)	ril.E(3) ril.E(4)	
. r ii.f.	r n.G.		

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C, II.D., 1 I.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are): p

You (the advisory firm)

r You and one or more of your advisory affiliates (t One or

more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 7452

This advisory affiliate is & a Firm r an Individual

Registered: p Yes r No

Name: VANGUARD MARKETING CORPORATION (For individuals, Last, First, Middle)

"~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

l~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

f This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

C Yes r No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1

(- Foreign

Regulatory Action initiated by:

pSEC c Other Federal r State p

SRO

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) FINRA

2. Principal Sanction:

Other

Other Sanctions:
NA

3. Date Initiated (MM/DD/YYYY):

03/06/2016 C Exact Explanation If not
exact, provide explanation:

4. Docket/Case Number:

2013038325801

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

NA

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

WITHOUT ADMITTING OR DENYING THE FINDINGS, THE FIRM CONSENTED TO THE SANCTIONS AND TO THE ENTRY OF FINDINGS THAT IT FAILED TO ESTABLISH AND MAINTAIN AN ADEQUATE SUPERVISORY SYSTEM, INCLUDING WRITTEN PROCEDURES, TO ENSURE THAT IT DISCLOSE UNSATISFIED JUDGMENTS AND LIENS OF REGISTERED REPRESENTATIVES ON UNIFORM APPLICATIONS FOR SECURITIES INDUSTRY REGISTRATION OR TRANSFER ("FORM U4S"), IN INSTANCES WHERE THE FIRMS' PAYROLL DEPARTMENT HAD NOTICE OF SUCH LIENS AND JUDGMENTS AS A RESULT OF GARNISHMENT ORDERS IT HAD RECEIVED. THE FINDINGS STATED THAT THE FIRM DID NOT HAVE ANY SUPERVISORY PROCEDURES IN PLACE TO ENSURE THAT THE PAYROLL DEPARTMENT NOTIFIED THE COMPLIANCE DEPARTMENT OF GARNISHMENTS, AND THE FIRM DID NOT REVIEW THE GARNISHMENTS TO DETERMINE WHETHER THEY TRIGGERED A REPORTABLE EVENT FOR REGISTERED REPRESENTATIVES. AS A RESULT, THE FIRM FAILED TO DISCLOSE OR TIMELY DISCLOSE UNSATISFIED JUDGMENTS AND LIENS OF WHICH IT HAD NOTICE BY REASON OF THE GARNISHMENT ORDERS. ALSO THE FIRM BECAME AWARE OF THE DEFICIENCY IN ITS SUPERVISORY SYSTEM AND VOLUNTARILY UNDERTOOK STEPS TO AMEND ITS WRITTEN SUPERVISORY PROCEDURES AND PUT A PROCESS IN PLACE FOR ITS PAYROLL DEPARTMENT TO NOTIFY ITS COMPLIANCE DEPARTMENT OF GARNISHMENT ORDERS. HOWEVER, THE FIRM FAILED TO PROPERLY IMPLEMENT THE AMENDED PROCEDURES. AS A RESULT, THE FIRM CONTINUED TO NOT DISCLOSE OR TIMELY DISCLOSE JUDGMENTS AND LIENS OF WHICH IT HAD RECEIVED NOTICE. IN TOTAL THE FIRM RECEIVED 80 GARNISHMENT ORDERS THAT TRIGGERED REPORTABLE EVENTS ON THE FORM U4. IT FAILED TO FILE AMENDMENTS TO ITS REGISTERED REPRESENTATIVES' FORM U4S FOR 60 OF THESE REPORTABLE EVENTS AND FAILED TO TIMELY FILE FORM U4 AMENDMENTS FOR 20 REPORTABLE EVENTS.

8. Current Status? *~ Pending Explanation If not
On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

03/06/2016 C Exact Explanation If not
exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

F
r f r

Monetary/Fine Amount: \$ 350,000.00 Revocation/Expulsion/Denial

Censure

Bar

r p r

Disgorgement/Restitution Cease and Desist/Injunction Suspension

Other Sanctions Ordered:

UNDERTAKING.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

THE FIRM WAS CENSURED, FINED \$350,000 AND REQUIRED TO RETAIN AN INDEPENDENT CONSULTANT TO REVIEW AND SUGGEST REVISIONS TO ITS POLICIES, PROCEDURES, AND INTERNAL CONTROLS RELATING TO REPORTING DISCLOSURES ON FORM U4S FOR ITS REGISTERED REPRESENTATIVES. FINE PAID IN FULL ON MARCH 23, 2015.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

WITHOUT ADMITTING OR DENYING THE ALLEGATIONS OR FINDINGS, VMC (AFFILIATE) AGREED TO THE IMPOSITION OF A CENSURE, A FINE IN THE AMOUNT OF \$350,000, THE PRODUCTION OF A VMC RETAINED INDEPENDENT CONSULTANT'S REPORT, AND THE CERTIFICATION OF VMC'S IMPLEMENTATION OF THE IMPROVEMENTS OUTLINED IN THE INDEPENDENT CONSULTANT'S REPORT. VMC'S LETTER OF ACCEPTANCE, WAIVER AND CONSENT WAS ACCEPTED BY FINRA ON MARCH 6, 2015.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an - INITIAL OR p. AMENDED response used to report details for affirmative responses to Items II.C, II.D, 11.E., 11.F. or II.G. Of Form ADV.

Check item(s) being responded to:

II.C(1) II.C(2)

II.D(1) II.D(2)

11.E(1) 11.E(2)

11.F. 11.G.

Regulatory Action

II.C(3) II.D(3) II.E(3)

II.C(4)

II.D(4)

II.E(4)

II.C(5)

II.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., 11.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are): (- You (the advisory firm)

You and one or more of your advisory affiliates

more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD 106715 "Wws advisory affiliate is ^ a Firm r an Individual
■ Number:
Registered: p Yes c NO
Name: VANGUARD ADVISERS INC
(For individuals, Last, First,
Middle)

n This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
I~" This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. '

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

f This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. " Yes r No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II

1. Regulatory Action initiated by:
p SEC c Other Federal p State r SRO r^{Foreign}
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
COMMONWEALTH OF PENNSYLVANIA, DEPARTMENT OF BANKING AND SECURITIES
2. Principal Sanction:
Other
Other Sanctions: ADMINISTRATIVE
ASSESSMENT
3. Date Initiated (MM/DD/YYYY):
10/10/2017 Exact Explanation If not exact,
provide explanation:
DATE INITIAL INQUIRY RELATED TO THIS MATTER WAS RECEIVED.
4. Docket/Case Number: 17-
0077
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type: No
Product
Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
FROM FEBRUARY 2017 UNTIL DECEMBER 2017, VANGUARD ADVISERS, INC., DUE TO ADMINISTRATIVE ERROR, EMPLOYED AN INVESTMENT ADVISER REPRESENTATIVE WHO, ALTHOUGH REGISTERED AS AN INVESTMENT ADVISER REPRESENTATIVE IN ARIZONA, WAS NOT REGISTERED AS AN INVESTMENT ADVISER REPRESENTATIVE IN PENNSYLVANIA.
8. Current Status? r Pending r On Appeal ¹⁷ Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

12/20/2017 Exact r Explanation If not exact,
provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)? W

Monetary/Fine Amount: \$ 23,480.00

l~ Revocation/Expulsion/Denial

f~ Censure

r~ Bar

!~ Disgorgement/Restitution

H Cease and Desist/Injunction

f Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retram, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

AN ADMINISTRATIVE ASSESSMENT OF \$23,480 WAS LEVIED AGAINST VAI. PAYMENT WAS MADE JANUARY 9, 2018.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

AN INVESTMENT ADVISER REPRESENTATIVE ("IAR") CHANGED HIS PERSONAL RESIDENCE FROM ARIZONA TO PENNSYLVANIA. AS A RESULT OF AN ADMINISTRATIVE ERROR, VANGUARD ADVISERS, INC. DID NOT IMMEDIATELY UPDATE HIS REGISTRATION TO REFLECT PENNSYLVANIA AS HIS NEW PLACE OF EMPLOYMENT. VANGUARD ADVISERS, INC. SELF IDENTIFIED THE ISSUE.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL o_ p. AMENDED response used to report details for affirmative responses to Items II.C, II.D, 11.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to:

r~II.C(1) r~II.C(2)

riI.D(1) 17II.D(2)

r~II.E(1) f~II.E(2)

f~II.F. I" II.G.
Regulatory Action

r u.c(3) r h.d(3) fii.EO)

r u.c(4)

17 II.D(4)

r n.E(4)

r n.c(5) r h.d(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are): ☐ You
(the advisory firm)

☐ You and one or more of your advisory affiliates ☐ One or
more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals: Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

☐ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

☐ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
FINANCIAL SUPERVISORY SERVICE ("FSS"), SOUTH KOREA

Principal Sanction:

Civil and Administrative Penalties / Fines / Other Sanctions:
NONE

3. Date Initiated (MM/DD/YYYY):

06/18/2020 ☐ Exact ☐ Explanation If not
exact, provide explanation:

4. Docket/Case Number:

CAPITAL MARKET INVESTIGATION DEPARTMENT, INVESTIGATION TEAM 3 - 1076

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): N/A

6. Principal Product Type:

Equity Listed (Common & Preferred
Stock) Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SOUTH KOREAN FINANCIAL SUPERVISORY SERVICE CLAIMED THAT ON THREE OCCASIONS FROM 2018 TO 2019 THE VANGUARD GROUP, INC. ("VGI"), ENGAGED IN THE SALE OF TWO KOREAN-LISTED SECURITIES WITHOUT CORRESPONDING OWNERSHIP OF THE POSITIONS, A PRACTICE WHICH IS PROHIBITED UNDER SOUTH KOREAN LAW.

8. Current Status? Pending ☐ On Appeal ☐ Final ☐

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY):

09/24/2020 ☐ Exact ☐ Explanation If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

17 Monetary/Fine Amount: \$ 104,575.00 ☐ P Revocation/Expulsion/Denial ☐ Censure ☐ Bar ☐

r r r

Disgorgement/Restitution Cease and Desist/Injunction

Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requahfication by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

ON OCTOBER 12, 2020, \$83,660 (KRW 96 MILLION) WAS ACCEPTED AS PAYMENT, WHICH REFLECTS A DISCOUNT FROM THE \$104,575 (KRW 120 MILLION) ORIGINALLY SOUGHT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON SEPTEMBER 24, 2020, THE SOUTH KOREAN FINANCIAL SERVICES COMMISSION IMPOSED AN ADMINISTRATIVE FINE IN THE AMOUNT OF \$104,575 (KRW 120 MILLION) ON VGI, IN CONNECTION WITH THREE INSTANCES DURING 2018 AND 2019 IN WHICH VGI SOLD TWO KOREAN-LISTED SECURITIES WITHOUT CORRESPONDING OWNERSHIP OF THE POSITION, A PRACTICE WHICH IS PROHIBITED UNDER SOUTH KOREAN LAW.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL ☐ or p AMENDED ☐ response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

irn.c(i)

, r II.D(1)

rn.E(i)

r ii.f.

rn.c(2)

I*II.D(2)

ru.E(2)

r ii.g.

rn.c(3)

riI.D(3)

rn.E(3) rn.E(4)

ru.c(4) rn.c(5)

I*11.0(4) f-II.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 1 I.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are): (t You (the advisory firm)

c You and one or more of your affiliates C One or more of your

advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

I- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

I"- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

<- Yes C No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records, i PART II

1. Regulatory Action initiated by:

pSEC p Other Federal p State C sro f? Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

FINANCIAL SUPERVISORY SERVICE ("FSS"), SOUTH KOREA

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

02/03/2021 Exact r Explanation If not exact, provide explanation:

4. Docket/Case Number:

CAPITAL MARKET INVESTIGATION DEPARTMENT, INVESTIGATION TEAM 3-116

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

Principal Product Type:

Equity Listed (Common & Preferred Stock)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SOUTH KOREAN FINANCIAL SUPERVISORY SERVICE (FSS) CLAIMED THAT ON SEPTEMBER 27, 2019 THE VANGUARD GROUP, INC. ("VGI"), ENGAGED IN THE SALE OF ONE KOREAN-LISTED SECURITY WITHOUT CORRESPONDING OWNERSHIP OF THE POSITION, A PRACTICE WHICH IS PROHIBITED UNDER SOUTH KOREAN LAW.

8. Current Status? ☐ Pending ☒ On Appeal ☐ Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final

or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY):

12/22/2021 ☒ Exact ☐ Explanation If

not exact, provide explanation:

12. Resolution Detail:

- A. Were any of the following Sanctions Ordered (check all appropriate items)? ☐ F

Monetary/Fine Amount: \$ 15,409.00

☐ V Revocation/Expulsion/Debarment

☐ C Censure

☐ T Bar

☐ f~ Disgorgement/Restitution

☐ I~ Cease and Desist/Injunction

☐ T Suspension

- B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

ON DECEMBER 22, 2021 \$15,409 (KRW 18 MILLION) WAS SUBMITTED AS PAYMENT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON NOVEMBER 12, 2021, THE SOUTH KOREAN FINANCIAL SERVICES COMMISSION IMPOSED AN ADMINISTRATIVE FINE IN THE AMOUNT OF \$15,409 (KRW 18 MILLION) ON VGI, IN CONNECTION WITH ONE INCIDENT DURING 2019 IN WHICH VGI SOLD A KOREAN-LISTED SECURITY WITHOUT CORRESPONDING OWNERSHIP OF THE POSITION, A PRACTICE THAT IS PROHIBITED UNDER SOUTH KOREAN LAW.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL ☒ AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to: ☒ II.C(1) ☐ II.C(2) ☐ II.D(1) ☐ II.D(2)

☐ II.E(1) ☒ II.E(2) ☐ II.F. ☐ II.G.
Regulatory Action

☐ II.C(3) ☐ II.D(3) ☐ II.E(3)

☐ II.C(4)

☐ II.D(4)

☐ II.E(4)

r n.c(5)
r H.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are): (f You
(the advisory firm)

☐ You and one or more of your

☐ One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals. Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

f This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

I This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

GERMAN FEDERAL FINANCIAL SUPERVISORY AUTHORITY ("BAFIN")

2. Principal Sanction:

Civil and Administrative Penalties/Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

05/11/2021 <? ■ Exact Explanation If not exact, provide explanation:

4. Docket/Case Number:

WA 17-WP 3120-2021/0030

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
Mutual Fund(s) Other
Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
BAFIN CLAIMED THAT THE VANGUARD GROUP, INC. ("VGI") ERRED IN PERFORMING A TECHNICAL PROCESS FROM 2017 TO 2019, WHICH LED TO UNTIMELY VOTING RIGHTS NOTIFICATIONS FOR THREE POSITIONS IN CONNECTION WITH SECURITIES LENDING ARRANGEMENTS.
8. Current Status? *~ Pending C On Appeal <• Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:
Decision & Order of Offer of Settlement
11. Resolution Date (MM/DD/YYYY):
12/07/2021 C Exact C Explanation If not
exact, provide explanation:
12. Resolution Detail:
- A. Were any of the following Sanctions Ordered (check all appropriate items)? I*
- | | |
|-------------------------------------|--------------------------------|
| Monetary/Fine Amount: \$ 376,996.00 | |
| J~ Revocation/Expulsion/Denial | T Disgorgement/Restitution |
| f~ Censure | f~ Cease and Desist/Injunction |
| f~ Bar | f~ Suspension |
- B. Other Sanctions Ordered:
- Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
ON DECEMBER 7, 2021 \$376,996 (EUR 290,000) WAS ACCEPTED AS PAYMENT.
13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
ON NOVEMBER 25 2021, BAFIN IMPOSED AN ADMINISTRATIVE FINE IN THE AMOUNT OF \$376,996 (EUR 290,000) ON VGI, RELATED TO A TECHNICAL ERROR IN FULFILLING VOTING RIGHTS NOTIFICATION OBLIGATIONS WITHIN THE PRESCRIBED PERIOD FOR THREE POSITIONS FROM 2017 THRU 2019.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL QR p- AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

rn.c(i) r~n.c(2)
riI.D(l) 17 11.0(2)
r n.E(i) r h.e(2)
TII.F, rn.G.

r n.c(3) r h.d(3)
r U.E(3)

r n.c(4)
17 U.D(4)
r n.E(4)

r n.c(5) r n.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are): ☐ You
(the advisory firm)

☐ You and one or more of your affiliates ☐ One or more
of your affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 164593 This advisory affiliate is ☒ a Firm ☐ an Individual
Registered: ☐ Yes ☐ No
Name: VANGUARD GLOBAL ADVISERS,
LLC
(For individuals. Last, First,
Middle)

☐ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

☐ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is
registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or
advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that
event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more
than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD
for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II

1. Regulatory Action initiated by:
☐ SEC ☐ Other Federal ☐ State ☐ Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
FINANCIAL SUPERVISORY SERVICE ("FSS"), SOUTH KOREA
2. Principal Sanction:
Civil and Administrative Penalties / Fine(s)
Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

02/03/2021 <? Exact C Explanation If not exact, provide explanation:

4. Docket/Case Number:

CAPITAL MARKET INVESTIGATION DEPARTMENT, INVESTIGATION TEAM 3-116

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Equity Listed (Common & Preferred Stock) Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SOUTH KOREAN FINANCIAL SUPERVISORY SERVICE CLAIMED THAT ON MARCH 18, 2020 VANGUARD GLOBAL ADVISERS, LLC ("VGA"), ENGAGED IN THE SALE OF ONE KOREAN-LISTED SECURITY WITHOUT CORRESPONDING OWNERSHIP OF THE POSITION, A PRACTICE WHICH IS PROHIBITED UNDER SOUTH KOREAN LAW.

8. Current Status? C Pending C On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final or On

Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY):

12/22/2021 <*■ Exact r Explanation If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)? F

Monetary/Fine Amount: \$ 19,177.00

P Revocation/Expulsion/Denial

P Censure

P Bar

P Disgorgement/Restitution

P Cease and Desist/Injunction

P Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived: ^N ON DECEMBER 22, 2021, \$19,177 (KRW 22.5 MILLION) WAS SUBMITTED AS PAYMENT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON NOVEMBER 12, 2021, THE SOUTH KOREAN FINANCIAL SERVICES COMMISSION IMPOSED AN ADMINISTRATIVE FINE IN THE AMOUNT OF \$19,177 (KRW 22.5 MILLION) ON VGA, IN CONNECTION WITH ONE INCIDENT DURING 2020 IN WHICH VGA SOLD A KOREAN-LISTED SECURITY WITHOUT CORRESPONDING OWNERSHIP OF THE POSITION, WHICH IS A PRACTICE THAT IS PROHIBITED UNDER SOUTH KOREAN WW.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an (~ INITIAL OR p- AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to:

II.C(1) II.C(2)

II.D(1) II.D(2)

III.E(1) f-III.E(2)

II.F, I" II.G.
Regulatory Action

II.C(3)

II.D(3)

II.E(3)

II.C(4)

II.D(4)

II.E(4)

II.C(5) II.D(5)

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are): p You
(the advisory firm)

, You and one or more of your gffjgtes p One or more

of your g(j)visory gffjgtes

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 282933 This gdivisory amate is G a Firm C an Individual

Registered: p yes r No

Name: VANGUARD
INVESTMENTS
AUSTRALIA LIMITED
(For individuals. Last,
First, Middle)

f- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more

than ten years ago.

I"" This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to

the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. <• Yes <~
No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II

1. Regulatory Action initiated by:

p SEC p Other Federal p State p SRQ p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) FINANCIAL
SUPERVISORY SERVICE ("FSS"), SOUTH KOREA

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

02/24/2022 <? Exact r Explanation If not
exact, provide explanation:

4. Docket/Case Number:

CAPITAL MARKET INVESTIGATION DEPARTMENT, INVESTIGATION TEAM 3-116

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Equity Listed (Common & Preferred Stock)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SOUTH KOREAN FINANCIAL SUPERVISORY SERVICE CLAIMED THAT ON MARCH 31, 2020 VANGUARD INVESTMENTS AUSTRALIA LIMITED ("VIA"),
ENGAGED IN THE SALE OF TWO KOREAN-LISTED SECURITIES WITHOUT CORRESPONDING OWNERSHIP OF THE POSITIONS, A PRACTICE WHICH IS
PROHIBITED UNDER SOUTH KOREAN LAW.

8. Current Status? C Pending C On Appeal <? Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY):

02/24/2022 Exact r Explanation If not
exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)? 17,

Monetary/Fine Amount: \$ 19,821.00

f? Revocation/Expulsion/Denial

f~ Disqorqement/Restitution

r~. Censure

l~ Bar

f™ Cease and Desist/Injunction

f" Suspension

B. *Other Sanctions Ordered:*

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

ON FEBRUARY 02/24/2022 ~ \$ 19821 (KRW 24 MILLION) WAS SUBMITTED AS VOLUNTARY PAYMENT, A DISCOUNT FROM THE KRW 30 MILLION ORIGINALLY SOUGHT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON FEBRUARY 24, 2022, THE FINANCIAL SERVICES COMMISSION IMPOSED AN ADMINISTRATIVE FINE IN THE AMOUNT OF ~\$ 19821 (KRW 24 MILLION) ON VIA, (A DISCOUNT FROM KRW 30 MILLION FOR VOLUNTARY PAYMENT) IN CONNECTION WITH ONE INCIDENT DURING 2020 IN WHICH VIA SOLD TWO KOREAN-LISTED SECURITIES WITHOUT CORRESPONDING OWNERSHIP OF THE POSITIONS, WHICH IS A PRACTICE THAT IS PROHIBITED UNDER SOUTH KOREAN LAW.

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to all of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

p p

; If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Part 3

CRS	Type(s)	Affiliate Info Retire
E		
There are no CRS filings to display.		

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities

Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (u) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

JOHN E. SCHADL 07/06/2022

Printed Name: Title:

: JOHN E. SCHADL
PRINCIPAL

CHIEF COMPLIANCE OFFICER,

Adviser CRD

Number: : 105958

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any person subject to your written irrevocable consents or powers of attorney or any of your general partners and managing agents.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name: Title: Adviser CRD Number: 105958

Information for BLACKROCK, INC. begins on page 271

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: BLACKROCK ADVISORS, LLC

CRD

Number:

Other-Than-Annual

Amendment

-

All

Sections

Rev. 10/2021

9/1/2022 4:01:34 PM *

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General

Instruction 4. Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an umbrella registration, the information in Item 1 should be provided for the filing adviser only. General Instruction 5 provides information to assist you with filing an umbrella registration.

A Your full legal name (if you are a sole proprietor, your last, first, and middle names): BLACKROCK ADVISORS, LLC

B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A. BLACKROCK ADVISORS, LLC

List on Section 1 B of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an umbrella registration, check this box
If you check this box, complete a Schedule R for each relying adviser.

C If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of 1) your legal name or 2) your primary business name.

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number:

2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

E. (1) If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 1

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

(2) If you have additional CRD Numbers, your additional CRD numbers:

No Information Filed

Principal Office and Place
of Business (1) Address

(do not use a P.O. Box):

Number and Street 1

55 EAST 52ND STREET

City:

NEW YORK

State:

New York

Number and Street 2:

Country:

United States 10055

ZIP+4/Postal Code:

If this address is a private residence, check this box: f~

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

2) Days of week that you normally conduct business at your principal office and place of business.

Monday - Friday p Other

Normal business hours at this

location: 7:30AM TO 5:30PM

3) Telephone number at this

location: 212-810-5300

4) Facsimile number at this location, if any

5) What is the total number of offices, other than your principal office and place of business, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

13

If this address is a private residence, check this box: f~

Yes No

1.
^ ^

If 'yes,' list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on Section .1.1, of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

1) Provide the name and contact information of your Chief Compliance Officer. If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

2) If your Chief Compliance Officer is compensated or employed by any person other than you, a related person or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the person's name and IRS Employer Identification Number (if any):

Name _____

IRS Employer Identification Number: _____

K Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here

Name. Titles			
Telephone number:		Facsimile number, if any:	
Number and Street 1.		Number and Street 2:	
City	State:	Country	ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact person has one-Yes NO

L Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office (if any) and place of business?

If 'yes,' complete Section I.L. of S'rezu.'e D.

M. 4.1 Are you registered with a foreign financial regulatory authority?

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If 'yes,' complete Section 1.M. of schedule D

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?

Yes No

0. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?⁷ g If yes, what is the approximate amount of your assets: (- \$1 billion to less than \$10 billion p \$10 billion to less than \$50 billion (- \$50 billion or more

For purposes of Item i.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance

sheet for your most recent fiscal year end. P.

Provide your Legal Entity Identifier if you have

one"

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity

Identifier. SECTION I.B. Other Business Names

No Information Filed

SECTION I.F. Other Offices

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1:

49 EAST 52ND ST

City:

NEW YORK

State:

New York

Number and Street 2.

Country:

United States 10022

ZIP+4/Postal Code:

☐ If this address is a private residence, check this box. f~

Telephone Number:

212-810-3500

Facsimile Number, if any.

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:

How many employees perform investment advisory functions from this office location? 5

Are other business activities conducted at this office location? (check all that

apply) P* (1) Broker-dealer (registered or unregistered)

P (2) Bank (including a separately identifiable department or division of a

bank) f~ (3) Insurance broker or agent

P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

f*~ (5) Registered municipal advisor f~ (6) Accountant or accounting firm f* (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location.

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

ZIP+4/Postal Code: 19104

☐ If this address is a private residence, check this box: f~

Telephone Number:

215-349-9700

Facsimile Number, if any:

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office

Registration Form (Form BR), please provide the CRD Branch Number here-

How many employees perform investment advisory functions from this office location? 6

Are other business activities conducted at this office location⁷ (check all that apply) P* (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
P (3) Insurance broker or agent
I~" (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule

D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1.
Number and Street 2:

725 PONCE DE LEON AVE NE

City
ATLANTA

Georgia

State.
United States 30306

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box* P

Telephone Number.
470-520-5000

Facsimile Number, if any

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:
491784

How many employees perform investment advisory functions from this office location"? 2

Are other business activities conducted at this office location"? (check all that apply) P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank) P
(3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location-

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1 F for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees)

Number and Street r
60 STATE STREET

City
BOSTON

State:
Massachusetts

Number and Street 2-
19TH/20TH FLOOR

Country
United States 02109

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

i Telephone Number:
617-357-1200

Facsimile Number, if any:

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office :
Registration Form (Form BR), please provide the CRD Branch Number here:
237771

How many employees perform investment advisory functions from this office location?
; 4

: Are other business activities conducted at this office location? (check all that
apply) ■ P (1) Broker-dealer (registered or unregistered)

i P (2) Bank (including a separately identifiable department or division of a bank):

P (3) Insurance broker or agent

V (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

P	(5)	Registered
municipal	adviser	i
Accountant	or	P
firm	P	(6)
firm	(7)	Lawyer
		or
		law

¹ Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule
D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in
terms of numbers of employees).

. Number and Street 1:

Number and Street 2:

, 1 UNIVERSITY SQUARE DRIVE

; City:

State:

Country:

ZIP+4/Postal Code:

; PRINCETON

New Jersey

United States 08540-6455

j If this address is a private residence, check this box: P

j Telephone Number.
., 609-853-6500

Facsimile Number, if any:

¹ If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office ■
Registration Form (Form BR), please provide the CRD Branch Number here: 307367

How many employees perform investment advisory functions from this office
location? 36

Are other business activities conducted at this office location? (check all that
apply) P (1) Broker-dealer (registered or unregistered)

P (2) Bank (including a separately identifiable department or division of a
bank) P (3) Insurance broker or agent

P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P

(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location-

;. Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule ;
D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in i terms
of numbers of employees).

Number and Street 4:

Number and Street 1:
400 HOWARD STREET City.

Number and Street 2* Country
SAN FRANCISCO

If this address is a private residence, check this box* P

Telephone Number: 415-670-2000 Facsimile Number, if any

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here.
100031

How many employees perform investment advisory functions from this office location? 53

Are other business activities conducted at this office location? (check all that apply)
P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
P (3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location.

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business You must complete a separate Schedule

D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees)
ZIP+4/Postal Code: 10022

Number and Street 1:
Number and Street 2
40 EAST 52ND STREET
City: NEW YORK State: Country: New York United States

If this address is a private residence, check this box: P

Telephone Number- 212-810-5300 Facsimile Number, if any:

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here: 238819

How many employees perform investment advisory functions from this office location? 8

Are other business activities conducted at this office location? (check all that apply) P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
P (3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location.

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1: 44 COOK STREET City
DENVER

State: Colorado
Number and Street 2: SUITE 800 Country: United States

ZIP+4/Postal Code. 80206

If this address is a private residence, check this box: P

Telephone Number. 303-468-5500

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:

How many employees perform investment advisory functions from this office location? 0

Are other business activities conducted at this office location? (check all that apply)

- P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
P (3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees)-

Number and Street 1: 4400 MACARTHUR BOULEVARD	Number and Street 2: SUITE 700
City NEWPORT BEACH	State: California Country: United States ZIP+4/Postal Code. 92660

If this address is a private residence, check this box: P

Telephone Number: 949-623-0700 Facsimile Number, if any:

ir this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here: 630549

How many employees perform investment advisory functions from this office location? 1

Are other business activities conducted at this office location? (check all that apply) P (1) Broker-dealer (registered or unregistered)

- r (2) Bank (including a separately identifiable department or division of a bank) P
(3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1 F for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1:
400 BELLEVUE PARKWAY

Number and Street 2:

City:

State-

Country:

ZIP+4/Postal Code:

WILMINGTON

Delaware

United States

19809 v

If this address is a private residence, check this box: P

Telephone Number:
302-797-2000

Facsimile Number, if any.

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:
100027

How many employees perform investment advisory functions from this office location? 0

Are other business activities conducted at this office location? (check all that apply) P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
r (3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1-
ZIP+4/Postal Code: 19809
100 BELLEVUE PARKWAY

Number and Street 2

City:

State Country.
Delaware

United States

If this address is a private residence, check this box P

Telephone Number:
302-797-2000

Facsimile Number, if any

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here 100027

How many employees perform investment advisory functions from this office location?
7 0

Are other business activities conducted at this office location? (check all that apply) P (1) Broker-dealer (registered or unregistered)
r (2) Bank (including a separately identifiable department or division of a bank) P
(3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location.

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 1: 227 WEST MONROE STREET	Number and Street 2: SUITE 2800		
City: CHICAGO	State: Illinois	Country: United States	ZIP+4/Postal Code: 60606

If this address is a private residence, check this box: P

Telephone Number: 312-395-9300	Facsimile Number, if any:
-----------------------------------	---------------------------

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:
100028

How many employees perform investment advisory functions from this office location? 0

Are other business activities conducted at this office location? (check all that apply) P (1) Broker-dealer (registered or unregistered)
P (2) Bank (including a separately identifiable department or division of a bank)
P (3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P
(5) Registered municipal advisor P (6) Accountant or accounting firm ■ P (7) Lawyer or law firm

Describe any other investment-related business activities conducted from this office location:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section I.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

Number and Street 2: 56TH FLOOR Country: United States
ZIP+4/Postal Code: 98101

Number and Street 1: 601 UNION STREET
City: State-SEATTLE Washington

If this address is a private residence, check this box- P

Telephone Number: 206-613-6700	Facsimile Number, if any:
-----------------------------------	---------------------------

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:
347040

How many employees perform investment advisory functions from this office location? 0

Are other business activities conducted at this office location? (check all that apply) P (1)
Broker-dealer (registered or unregistered)
r™ (2) Bank (including a separately identifiable department or division of a bank) P
(3) Insurance broker or agent
P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

P	(5)	Registered
municipal	advisor	(6)
Accountant		or
accounting	firm	(7)
Lawyer or law firm		

Describe any other investment-related business activities conducted from this

office location SECTION 1.1. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1 I for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform, <https://www.instagram.com/blackrock>

Address of Website/Account on Publicly Available Social Media Platform: <https://www.ishares.com>

Address of Website/Account on Publicly Available Social Media Platform: <https://www.tiktok.com/@blackrock?lang=en>

Address of Website/Account on Publicly Available Social Media Platform: <https://www.douyin.com/user/MS4wLjABAAAATXOBkoY3SXPImjHUWTdWi02SNLwyACHjdmAnkjp298Iw88FuDLmYo

-nln-UitIK

Address of Website/Account on Publicly Available Social Media Platform. https://www.youtube.com/channel/UC6IMWzrpcsazp23LOxCsTcg

<http://youtube.com/channel/UC6IMWzrpcsazp23LOxCsTcg>

Address of Website/Account on Publicly Available Social Media Platform: rittps://mp.weixin.qq.com/mp/profile_ext?action=home&biz=MzIzMTC3MTQ2Mw==

8_cene=124#wechat_redirect

Address of Website/Account on Publicly Available Social Media Platform: https://www.youtube.com/channel/UCrIXkhfv2tMzebAlITcdDhg

Address of Website/Account on Publicly Available Social Media Platform: <https://www.facebook.com/BlackRock>

Address of Website/Account on Publicly Available Social Media Platform. <https://www.linkedin.com/company/blackrock>

Address of Website/Account on Publicly Available Social Media Platform: <https://twitter.com/blackrock>

Address of Website/Account on Publicly Available Social Media Platform: <https://www.linkedin.com/company/ishares>

Address of Website/Account on Publicly Available Social Media Platform- <https://www.facebook.com/iShares/> <<http://www.facebook.com/iShares/>>

Address or Website/Account on Publicly Available Social Media Platform- <[https://line](https://line.naver.jp/ti/p/@blackrocktw)> naver.jp/ti/p/@blackrocktw

Address of Website/Account on Publicly Available Social Media Platform: [https://twitter](https://twitter.com/ishares)

com/ishares

SECTION I.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D, Section I L for each location.

Name of entity where books and records are kept: CROWN RECORDS
MANAGEMENT LTD

Number and Street 1:
UNIT D, PROLOGIS BUSINESS PARK

City:
LONDON

Number and Street 2:

Country
United Kingdom

ZIP+4/Postal Code-E3 3JG

If this address is a private residence, check this box. P
Telephone Number:

Facsimile number, if any:

4410000000000 This is (check one):

p one or your branch offices or affiliates. (? a third-party unaffiliated recordkeeper. p other.

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940

Name of entity where books and records are kept-
FDM DOCUMENT DYNAMICS S R.L

Number and Street 1"
MORTARA (PV) VIA XXI SETTEMBRE S.N.C.

City:
MILANO

State.

Number and Street 2:

Country
Italy DK-2650

ZIP+4/Postal Code¹

If this address is a private residence, check this box- P

Telephone Number.
45 70 21 77 00

Facsimile number, if any.

This is (check one).

p one of your branch offices or affiliates, p a third-party unaffiliated
recordkeeper other.

Briefly describe the books and records kept at this location

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS

Name of entity where books and records are kept. WANBISHI ARCHIVES CO., LTD.

Number and Street 1:

TORANOMON TOWERS OFFICE 4-1-28 TORANOMON

City.

TOKYO

State:

Number and Street 2-

Country:

Japan 105-0001

ZIP+4/Postal Code.

If this address is a private residence, check this box: f~

Telephone Number.

81 3 5425 5100

Facsimile number, if any:

This is (check one):

p one of your branch offices or affiliates. (?) a third-party unaffiliated

recordkeeper p other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS

Name of entity where books and records are kept. GEBR VAN DEN EUNDEN
EUROMOVERS

Number and Street r FLIGHT FORUM 3830 City

EINDHOVEN

Number and Street 2.

Country. Netherlands

ZIP+4/Postal Code. 5657

If this address is a private residence, check this box. f~

Telephone Number. 31 40 281 8888

This is (check one):

p one of your branch offices or affiliates. p a third-party unaffiliated

recordkeeper. (- other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.

Name of entity where books and records are kept: IRON MOUNTAIN CANADA
CORPORATION

Number and Street 1. 70 TALMAN COURT City:

CONCORD

Number and Street 2:

Country-Canada

ZIP+4/Postal Code' L4K 4L5

If this address is a private residence, check this box: V

Telephone Number: 905 695 0564

This is (check one):

f one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper r- other

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE MAINTAINED IN ACCORDANCE WITH CANADIAN LAWS AND REGULATIONS

Name of entity where books and records are kept* IRON MOUNTAIN LTD

Number and Street 1 175 BEARFOOT RD

Cty
NORTHBOROUGH

State-
Massachusetts
Number and Street 2:

Country: United States

ZIP+4/Postal Code 01532

If this address is a private residence, check this box: f"

Telephone Number 800 934 3453

This is (check one):
r one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper. C Other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept: LAB LUXEMBOURG SA

Number and Street 1:
3 RUE DR. ELVIRE ENGEL

City.
GRASS

State:

Number and Street 2"

Country:
Luxembourg L-8346

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Telephone Number:
352 350222999

Facsimile number, if any:

This is (check one):
C one of your branch offices or affiliates (? a third-party unaffiliated recordkeeper.
C other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.

Name of entity where books and records are kept: GLOBAL RELAY COMMUNICATIONS INC.

Number and Street 1: CAMBIE ST.

City:
VANCOUVER

Number and Street 2

Country
Canada

ZIP+4/Postal Code:
V6B 2M9

If this address is a private residence, check this box: P

Telephone Number:
604 484 6630

Facsimile number, if any.

This is (check one):

p one of your branch offices or affiliates. \$ a third-party unaffiliated
recordkeeper. {- other.

Briefly describe the books and records kept at this location. SOCIAL MEDIA MARKETING
MATERIALS

Name of entity where books and records are kept:
; DATA PROTECT UK

\ Number and Street 1: ; NORMAN RD
City: State: : GREENWICH

Number and Street 2:

Country ZIP+4/Postal Code:
United Kingdom SE10 9EH

If this address is a private residence, check this box: P
Telephone Number. 44 7709 399859

This is (check one).

(- one of your branch offices or affiliates a third-party unaffiliated recordkeeper. {- other

Briefly describe the books and records kept at this location.
CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.

Name of entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 1. 1202 FREEDOM ROAD City:
CRANBERRY TWP

State:
Pennsylvania
Number and Street 2:

Country United States

ZIP+4/Postal Code: 16066

If this address is a private residence, check this box- P

Telephone Number: 800 899 4766

This is (check one):

C one of your branch offices or affiliates.
a third-party unaffiliated recordkeeper. {- other

Briefly describe the books and records kept at this location.
BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept. IRON MOUNTAIN

Number and Street 1. 195 SUMMERLEA RD City:
BRAMPTON

Number and Street 2:

Country-Canada

ZIP+4/Postal Code: L6T 4P6

If this address is a private residence, check this box. P

Telephone Number: 18008994766

This is (check one):

(- one of your branch offices or affiliates \$ a third-party unaffiliated recordkeeper (- other

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE MAINTAINED IN ACCORDANCE WITH CANADIAN LAWS AND REGULATIONS.

Name of entity where books and records are kept* IRON MOUNTAIN INFORMATION MANAGEMENT, INC

Number and Street 1: 12958 MIDWAY PLACE City.

Number and Street 2. Country:
United States

If this address is a private residence, check this box. P

Telephone Number-562 345 6900

This is (check one).

p one of your branch offices or affiliates. r7 a third-party unaffiliated recordkeeper. p other

Briefly describe the books and records kept at this location

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.

Name of entity where books and records are keptIRON MOUNTAIN INDIA PVT LTD

Number and Street 1:

B-13B-15B PANDURANG BUDHKAR MARG, 1ST FL City

MUMBAI

Number and Street 2"

Country. India

ZIP+4/Postal Code-400 013

If this address is a private residence, check this box: F

Telephone Number: 91 22 24988416

This is (check one).

p one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper p other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS

Name of entity where books and records are kept: IRON MOUNTAIN (DEUTSCHLAND) SERVICE GMBH

Number and Street 1 HUGO-JUNKERS-STRASSE 4 City:
FURSTENFELDBRUCK

Number and Street 2.

Country Germany

ZIP+4/Postal Code-82256

If this address is a private residence, check this box. f~

Telephone Number 49 8141 527860

This is (check one).

p one of your branch offices or affiliates. (? a third-party unaffiliated recordkeeper. p other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS

Name of entity where books and records are kept' MITSUI SOKO BUSINESS PARTNERS

Number and Street 1:

5-1-1, OMAGARIKOGYODANCHI, KITAHIROSHIMA SHI City:

HOKKAIDO

Number and Street 2'

Country: Japan

ZIP+4/Postal Code-061-1274

If this address is a private residence, check this box: P

Telephone Number:

Facsimile number, if any:

81 11 376 2801 This is (check one)-

(- one of your branch offices or affiliates, p a third-psrty unaffiliated recordkeeper C other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.

Name of entity where books and records are kept: CROWN WORLDWIDE
KOREA

Number and Street 1:

2201 GWANGHWAMOON OFFICIA 163

City.

SEOUL

State:

Number and Street 2:

Country:

Korea, South 110-999

ZIP+4/Postal Code.

If this address is a private residence, check this box- P

Telephone Number:

82 2 796 5717

Facsimile number, if any:

This is (check one)¹

(~ one of your branch offices or affiliates. p a third-party unaffiliated recordkeeper. (- other.

Briefly describe the books and records kept at this location.

CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS

Name of entity where books and records are kept" PAGEFREEZER
SOFTWARE INC.

Number and Street 1:
311 WATER STREET
City
VANCOUVER

State-

Number and Street 2
Country:
Canada

ZIP+4/Postal Code:
V6B IBS

IT this address is a private residence, check this box. T

Telephone Number
18889163999

Facsimile number, if any

This is (check one)

C one of your branch offices or affiliates. ^ a third-party unaffiliated
recordkeeper. <~ other.

Briefly describe the books and records kept at this location
MATERIALS WEB PAGES MARKETING

Name of entity where books and records are kept: CROWN WORLDWIDE (SG)
LTD.

Number and Street 1: 36 PIONEER ROAD City
SINGAPORE

Number and Street 2:

Country-Singapore

ZIP+4/Postal Code: 628504

If this address is a private residence, check this box. P

Telephone Number: 65 6861 6818

This is (check one).

p one of your branch offices or affiliates. (7 a third-party unaffiliated
recordkeeper. p other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Number and Street 1:

AV PREFEITO JOAO VILALLOBO QUERO, 1200

City: State: BARUERI- SAO PAULO

Name of entity where books and records are kept. IRON MOUNTAIN DO BRASIL
LTD A.

Number and Street 2'

Country:

Brazil 06400-001

ZIP+4/Postal Code:

If this address is a private residence, check this box. V

Telephone Number:
55 11 37670818

Facsimile number, if any:

This is (check one):

p one of your branch offices or affiliates, (y a third-party unaffiliated
recordkeeper. p other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept. IRON MOUNTAIN
AUSTRALIA GROUP PTY LTD

Number and Street 1: Number and Street 2:
465 PLUMMER STREET PORT
City: State: Country: ZIP+4/Postal Code¹
MELBOURNE Australia 3207

If this address is a private residence, check this box. P

Telephone Number- Facsimile number, if any:
61 1300 476668

This is (check one)
p one of your branch offices or affiliates, a third-party unaffiliated
recordkeeper.

(~ other.

Briefly describe the books and records kept at this location.
CERTAIN BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH APPROPRIATE REGULATORY REQUIREMENTS.
Number and Street 1* 19826 RUSSELL ROAD
City State. KENT Washington

Name of entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 2-
Country: ZIP+4/Postal Code:
United States 98032

K this address is a private residence, check this box- P

Telephone Number: Facsimile number, if any:
800 899 4766

This is (check one):
(- one of your branch offices or affiliates.
a third-party unaffiliated recordkeeper. r* other.

Briefly describe the books and records kept at this location.
BOOK'S AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name or entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 1: Number and Street 2.
5443 S 108TH E AVE
City: State- Country: ZIP+4/Postal Code¹
TULSA Oklahoma United States 74146

If this address is a private residence, check this box: f

Telephone Number. Facsimile number, if any:
918 280 0841

This is (check one):
p one of your branch offices or affiliates.
a third'Party unaffiliated recordkeeper. C other.

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940

Name of entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 1
8150 SIGNAL CT.

Number and Street 2

City.
SACRAMENTO

State:
California

Country:
United States 95824

ZIP+4/Postal Code.

If this address is a private residence, check this box- T

Telephone Number: 833 630 7484

This is (check one).

p one of your branch offices or affiliates <- a third-party unaffiliated recordkeeper. p other

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept*

IRON MOUNTAIN LTD

Number and Street 1: 6933 PRESTON AVE. City:
LIVERMORE

State: California

Number and Street 2:

Country: United States

ZIP+4/Postal Code: 94551

If this address is a private residence, check this box: I~"

Telephone Number: 800 899 4766

This is (check one).

p one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper. p other.

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept. IRON MOUNTAIN LTD

Number and Street 1: 600 DISTRIBUTION DRIVE

City. ATLANTA

State: Georgia

Number and Street 2.

Country: United States

ZIP+4/Postal Code: 30336

If this address is a private residence, check this box: I~

Telephone Number: 800 899 4766

This is (check one):

p one of your branch offices or affiliates

a third-party unaffiliated recordkeeper. p other.

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept: IRON MOUNTAIN NEDERLAND B.V.

Number and Street 1: J. KEPLERWEG 2 City-
ALPHEN AAN DEN RUN

Number and Street 2¹

Country: Netherlands

ZIP+4/Postal Code: 2408 AC

If this address is a private residence, check this box: l~~

Telephone Number 317 204 60070

This is (check one).

(~ one of your branch offices or affiliates, p a third-party unaffiliated
recordkeeper. p other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940-

Name of entity where books and records are kept. IRON MOUNTAIN MEXICO S DE RL
DE CV

Number and Street 1.
PARQUE INDUSTRIAL TOLUCA 2000

City
TOLUCA

Number and Street 2.

Country: Mexico

ZIP+4/Postal Code: 50200

If this address is a private residence, check this box* f~

Telephone Number* 800 5526246

This is (check one)

f one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper. (- other.

Briefly describe the books and records kept at this location

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940

Name of entity where books and records are kept. IRON MOUNTAIN LTD

Number and Street 1. 11333 E- 53RD AVE City DENVER

State: Colorado
Number and Street 2

Country: United States

ZIP+4/Postal Code-80239

If this address is a private residence, check this box: f

Telephone Number. 800 934 3453

This is (check one)-

C one Of your branch offices or affiliates. p a third-party unaffiliated recordkeeper. f other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 1: 100 HARBOR DRIVE

City:

JERSEY CITY

State: New Jersey

Country-United States

ZIP+4/Postal Code-07305

If this address is a private residence, check this box- f

Telephone Number:

Facsimile number, if any:

800 934 3453 This is (check one):

f~ one of your branch offices or affiliates, p a third-party unaffiliated recordkeeper f- other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept: IRON MOUNTAIN LTD

Number and Street 1:

6935 FLANDERS DRIVE

City

SAN DIEGO

State.

California

Number and Street 2:

Country

United States 92121

ZIP+4/Postal Code:

If this address is a private residence, check this box: f

Telephone Number:

800 899 4766

Facsimile number, if any:

This is (check one):

(~ one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper. (~ other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940

Name of entity where books and records are kept: IRON MOUNTAIN INTELLECTUAL PROPERTY MGMT

Number and Street 1.

6111 LIVE OAK PARKWAY

City.

State:

Number and Street 2-

Country:

ZIP+4/Postal Code-

NORCROSS

Georgia

United States 30093

If this address is a private residence, check this box- I~"

Telephone Number:

770 239 9200

Facsimile number, if any:

This is (check one)-

f- one of your branch offices or affiliates p a third-party unaffiliated recordkeeper.

p other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE MAINTAINED IN ACCORDANCE WITH LOCAL LAWS AND REGULATIONS.

Name or entity where books and records are kept' CROWN WORLDWIDE (HK) LTD

Number and Street 1.
1 LEUNG YIP STREET

Number and Street 2 ■

City
HONG KONG China

State-

Country:

ZIP+4/Postal Code-

If this address is a private residence, check this box: P

Telephone Number.

852 2636 8388

Facsimile number, if any.

This is (check one)*

C one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper. (- other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

Name of entity where books and records are kept: RED OAK SYSTEM

, Number and Street I ■
1101 ARROW POINT DR

Number and Street 2 •

City
CEDAR PARKState:
TexasCountry.
United States 78613

ZIP+4/Postal Code.

If this address is a private residence, check this box: P

Telephone Number.

15126961432 15128427497

Facsimile number, if any:

This is (check one).

p one of your branch offices or affiliates

a third-party unaffiliated recordkeeper. f other.

Briefly describe the books and records kept at this location MARKETING MATERIALS REVIEW AND
APPROVAL FOR PUBLICATION

Name of entity where books and records are kept-CROWN WORLDWIDE PTE LTD

Number and Street 1.
MALLARDS ROAD

Number and Street 2:

City.
PETERBOROUGH

State:

Country
United KingdomZIP+4/Postal Code*
PE3 8YN

ir this address is a private residence, check this box: P

Telephone Number:
020 7510 9892

Facsimile number, if any:

This is (check one);

(- one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper (- other.

Briefly describe the books and records kept at this location.

BOOKS AND RECORDS REQUIRED TO BE KEPT IN COMPLIANCE WITH THE INVESTMENT ADVISERS ACT OF 1940.

SECTION I.M. Registration with Foreign Financial Regulatory Authorities

List the name and country, in English, of each foreign financial regulatory authority with which you are registered. You must complete a separate Schedule D Section I.M. for each foreign financial regulatory authority with whom you are registered.

Name of Country/Foreign Financial Regulatory
Authority India - Securities and Exchange Board
of India

Other.

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration. If you are filing an umbrella registration, the information in Item 2 should be provided for the filing adviser only.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items. You (the adviser):

17 (1) are a large advisory firm that either:

a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or

b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating amendment and is registered with the SEC; 1~

(2) are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:

a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business; or

b) *not subject to examination by the state securities authority of the state where you maintain your principal office and place of business,*

Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority. (3) Reserved

Item (4) have your principal office and place of business outside the United States;

P (5) are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;

f~ (6) are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;

f~ (7) are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);

1~ (8) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;

If you check this box, complete Section 2.A.(8) of Schedule D.

f~ (9) are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D. f~ (10) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d),

If you check this box, complete Section 2.A.(10) of

Schedule D. P (ii) are an Internet adviser relying on rule 203A-2

(e);

f~ (12) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of

Schedule D. P (13) are no longer eligible to remain registered

with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

P AL P AK P AZ P AR I? CA P CO P CT I? OE P DC P FL P GA T GU P HI P ID
P IL P IN P IA P KS P KY P LA P ME P MD P MA P MI P MN P MS P MO P MT
P NE P NV P NH P NJ P NM P NY P NC P ND P OH P OK P OR P PA P PR P RI
P SC P SD P TN P TX P UT P VT P VI P VA P WA P WV P WI P WY

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(S) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days

after the date my registration with the SEC becomes effective. I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would

be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations'

I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.

I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states

If you are submitting your annual updating amendment, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information-

Application

Number: 803

-

Date of order

Item 3 Form of Organization

If you are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.

A. How are you organized?

- C Corporation
- C Sole Proprietorship
- C Limited Liability Partnership (LLP)
- C Partnership
 - Limited Liability
- Company (LLC) C
- Limited Partnership (LP)
- C Other (specify) :

If you are changing your response to this Item, see Part LA instruction 4.

B. In what month does your fiscal year end each year? DECEMBER

C. Under the laws of what state or country are you organized?

State Country
Delaware United
States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside. If you are changing your response to this Item, see Pan IA Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?

If "yes", complete Item 4.B. and Section 4 of Schedule 0.

B Date of Succession- (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check 'No.' See Part IA Instruction <-'.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy Part IA Instruction 5 a provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are; organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers. 273

- B (1) Approximately how many of the employees reported in 5 A. perform investment advisory functions (including research)?
183
- (2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?
77
- (3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?

- 5
- (4) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives for an investment adviser other than you?
5
- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency? 0
- (6) Approximately how many firms or other persons solicit advisory clients on your behalf? 0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once - do not count each of the firm's employees that solicit

on your behalf. Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many clients for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year? 6
- (2) Approximately what percentage of your clients are non-United States persons? 2%

D for purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (i)(d) or (3)(d) below.

indicate the approximate number of your clients and amount of your total regulatory assets under management (reported in Item 5 F below) attributable to each of the following type of client. If you have fewer than 5 clients in a particular category (other than (d), (e), and (f)) you may check Item 5 D (2) rather than respond to Item 5 O (I).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a client fits into more than one category, select one category that most accurately represents the client to avoid double counting clients and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable

Type of Client	Number	Assets
(a) Individuals (other than high net worth individuals)	r	\$
(b) High net worth individuals	r	\$
(c) Banking or thrift institutions	r	\$
(d) Investment companies	221	\$ 980,781,957,936
(e) Business development companies	1	\$ 122,366
(f) Pooled investment vehicles (other than investment companies and business development companies)	8	\$ 1,779,419,219
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	r	\$
(h) Charitable organizations	r	*
(i) State or municipal government entities (including government pension plans)	r?	\$ 18,851,856,523
(j) Other investment advisers	p	\$ 307,179,072
(k) Insurance companies	r	\$
(l) Sovereign wealth funds and foreign official institutions	r	*
(m) Corporations or other businesses not listed above	r	
(n) Other:	r	*

Compensation Arrangements

E You are compensated for your investment advisory services by (check all that

- apply). I? (l) A percentage of assets under your management P (2) Hourly charges
- P (3) Subscription fees (for a newsletter or periodical)
- P (4) Fixed fees (other than subscription fees)
- P (5) Commissions
- P (6) Performance-based fees**
- p (7) Other (specify)

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?

2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

U.S Dollar Amount

Discretionary:	(a) \$ 1,001,720,535,116 (d)
Non-Discretionary:	(b) \$ 0 (e)
Total:	(c) \$ 1,001,720,535,116 (f)

Part 1A Instruction 5.0. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item

3) What is the approximate amount of your total regulatory assets under management (reported in Item 5 F.(2)(c) above) attributable to clients who are non-United States persons? \$ 1,270,812,244

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that

- apply. f~ (1) Financial planning services
- P (2) Portfolio management for individuals and/or small businesses
- P (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- P (4) Portfolio management for pooled investment vehicles (other than investment companies)
- P (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles) P (6) Pension consulting services
- P (7) Selection of other advisers (including private fund managers)
- f~ (8) Publication of periodicals or newsletters
- J~ (9) Security ratings or pricing services
- I~ (10) Market timing services
- I~ (11) Educational seminars/workshops
- p (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D

H If you provide financial planning services, to how many clients did you provide these services during your last fiscal year?

0 c i-io r n-25

r 26-50

r 51 - 100

r

101

250

251

500

More

than

500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

Yes No

I. (1) Do you participate in a wrap fee program? p (2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:

- a) sponsor to a wrap fee program \$
- b) portfolio manager for a wrap fee program? \$
- c) sponsor to and portfolio manager for the same wrap fee program?

program' p

If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1 (2)(b).

If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.1. (2) of Schedule O.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check Item 5.1.

(1) or enter any amounts in response to Item 5.1.(2).

Yes No

J (1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?
p f?

(2) Do you report client assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?
p
(7

K Separately Managed Account Clients

Yes No

1) Do you have regulatory assets under management attributable to clients other than those listed in Item 5.D.(3)(d)-(f) (separately managed account clients)?

^ p

1) If yes, complete Section 5 '(1) of Schedule D.

2) DO you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise? p If yes, complete Section S X.(Z) of Schedule D.

3) Do you engage in derivative transactions on behalf of any of the separately managed account clients that you advise? p If yes, complete Section 5 X (2) of Schedule D.

4) After subtracting the amounts in Item S.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining

^ p

4) amount of regulatory assets under management?

If yes, complete Section 5.K.(3) of Schedule D for each

custodian. I Marketing Activities

Yes No

1) Do any of your advertisements include:

a) Performance results?

p p

b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-(a)(S))?

p p

c) Testimonials (other than those that satisfy rule 206(4)-(b)(4)(n))?

* p

p

d) Endorsements (other than those that satisfy rule 206(4)-(b)(4)(n))?

pp

e) Third-party ratings?

p p

2) If you answer "yes" to L(l)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of testimonials,
p p

2) endorsements, or third-party ratings?

3) Do any of your advertisements include hypothetical performance?
p p

4) Do any of your advertisements include predecessor performance?
p p

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser

SEC
File
Number
811 -
02345

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
J	\$ 482,294,688,936

SE	File	Nu	81	-
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.				

Series ID	v	Parallel Managed Account Regulatory assets under management	v
	J	\$ 1,956,513,924	

i	SEC
File	
Number	
811	
02661	

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
	\$ 141,856,042

SE	File	Nu	81	-	02
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.					
Series ID	Parallel Managed Account Regulatory assets under management				
	\$ 18,278,031,473				

SE Fil Nu 81
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

[series id - - . * . / * . > ^ ? . * v * r v £ ? ; , ; . ^ ^ ^ ■ / .

Parallel Managed Account IU^ato

,f- ~: 1^,^, ",-

|S000002321

\$ 2,087,741,855 ;

SE Fil Nu 81 -
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID ' X- ■/*< ^ ^ K-,;iJ.c.;>;i Y^~Jj.'-C- Z "Ai^Y"j.

Parallel Managed Account Regulatory assets linder management ^yI^K'- iAl ■■;; -nl,;;; ' j

1

\$ 1,650,251,708 i

SEC
File
Num 811 - 031
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed. Account Regulatory assets:under management:-,; .. : : / .., '-i' :(

S000004031

\$ 403,832,278 |

SEC
File
Number 811-
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

S«rii^iP^=-^

■' "- ■'

■ " ""^j

>^* ^Parallel Mirijgetf ilccoWg'Reguto ■'-V-^..^.-:.'
1\$ 13,653,164,145

SEC
File
Number
811 -
03451

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID: 03618, Parallel Managed Account Regulatory assets under management

\$ 12,775,091,009

SEC
File
Number
811-03618
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID: 03618, Parallel Managed Account Regulatory assets under management
\$ 8,185,274,384

SEC
File
Number
811-03618
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

\$ 488,857,844

SEC
File
Number
811-03618
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

nt of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you

\$ 3,510,547,1

SEC
File
Number
811-03618
Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID
\$ 193,678,512

SEC
File
Numb
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise 811-

Series ID Vv^r.;/^ Parallel Managed Account Regulatory assets under management • I

\$ 2,653,975,719 , !

SEC
File
Numb
Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise. 811-

ISeriesIO- : Parallel Managed AccountRegulatory assets under management ■■ L'-'^~v": !"N.'])

\$ 1,175,714,240 |

SEC
File
Numb
Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise. 811 - 0461

i 1\$ 133,314,493 ¹

SEC
File
Numb
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise. 811 - 0480

\$ 9,329,098,422

SEC File
Number
811 -
04878

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

ISeriesID;;;^^

Parallel Managed Account Regulatory assets under management

KM-;;;", '5 . I

\$ 481,703,492

SEC

File

Numb

811

-

0517

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise-

Parallel Managed Account Regulatory assets under management

\$ 21,693,523,167

SEC File

Number

811 -

05542

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

is<r..s^;.m..^^^

Parallel Managed Account Regulatory assets "under management VV >.:f:>"'-1

\$ 578,132,228

SEC File Number

811 - 05576

Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

\$ 27,018,974,224

SEC

File

Numb

811

-

0560

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series
sl

Parallel Managed Account

\$ 1,197,449,455

SEC
File
Numb 811 - 0561
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

ParalktfMihag^Account^R under maugement - *mwmmmtm*
mm

|\$ 891,578,633

SEC
File
Numb 811-
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

|\$ 4,857,624,389

SEC
File
Numb 811-
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Manag^ Account K^uUtorfm^ets uniSer manaaK'^nt 000,000 J.I

1 \$ 70,226,112,773

SEC
File
Numb 811-
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory aisetaunder ma'M

\$ 57,814,252 |

SEC
File
Numb 811 -
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

advise.

Series id':. . \?){\;±y..~ ^*""■U.r.'^"-S.^V^^Vv.^"!" j ,;:V; .

Parallel Managed Account Regulatory assets under managemehr' :! ' /¹

••■";.«' |

\$ 966,468,446 ¹

SEC

File

Numb

811

-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory assets under management ' " i-^"-l

\$ 345,810,984 :

SEC

File

Numb

811

-

0650

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed ^cbunrjlegubtory assets under majugement

\$ 815,959,952

SEC

File

Numb

811

-

0654

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

/Series ID.'; v ; :-v-?Vl^>^V.vlV^' -V-^yjiYif.'TM- TM;

Parallel Managed Account Regulatory assets under management , ^v^ > . : f..]

\$ 1,400,081,142

SEC

File

Num

811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID ■ ^""r v,^7r^^

Pa>i/eV.'Waiwffe^Xc«i/nf;Reg^

\$ 565,712,263

SEC

File

...

Number

811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Sertevid':T^,r^~^^

' ^T'j^raVfef.*^

\$ 1,653,159,868 j

:

File

Numb

er

811-

06669

SEC

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series 10 \.:~-->oV:r!">vi^^

\$ 4,925,388,748

SEC

File

Number

811 -

06692

, Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

iSeHes.-ID.V-^W;^f;^:VV; . ii<^r; > " ;r; -' t&'XWK&Zp.iih V>Z?*>Z>^'rf':iK&

Am/kftMan'a^KKV.VCcm

I - ■ 1 1 . . - ■ \$ 720,598,378 i

SEC

File

Number

811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID-*.;

j\$ 442,644,183

SEC

File

Numb

811

0708

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Series ID 1-r-. j -^>.;V-^VV-^i/'":!""~ ^i-<|<::~4Z:AS^

Parallel Managed *ccbun£Regulatory7assets u^

\$ 462,082,629 |

SEC

File

Numb 811 - 0713

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Parallel Managed Account Reaulatory assets under management V - ., ' |

i _ \$ 301,600,367

SEC

File

Numb 811 - 0717

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

ISeries ID ", "i' ■ ., . >j .. :^ ^

, V.

! |\$ 495,219,432

SEC File

Number

811 -

07177

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series IO • -1-;L+:J. ■ '■'■'.>'■

!

\Parallel <file:///Parallel> Managed Account Regulatory assets under management 'V ■ / •
|\$ 657,380,431

SEC

File

Numb 811 - 0735

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you

advise

Series' IDy?^ ^"rv'; '...■^^+i^A_ ■-' ^t^v^V^ -' "k .V-V-VI3f"

Parallel Managed AccovntRegulatoY ass«te^

"■.::;>-fiV-.-1. . • Vir!

\$ 409,751,451

SEC
File
Num 811 - 074
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

ParallelMahag"/Accouht'kevvlifo

\$ 472,353,244

SEC
File
Num 811 - 076
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

IS«rie«"Ib.&pV."^ Pa'niilelManaffed:Accourit RhQU& r W"/?k!.t' ■"".'**■: v

1 \$ 749,297,865

SEC
File
Num 811 - 078
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Manages"!Account R&ulaiaaty T-^"Vi

\$ 4,610,936,428 !

SEC
File
Num 811 - 078
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Pmilti"Mma7RilQ~Aiatt*

1 \$ 8,529,848,888

SEC File Number

Parallel Managed Account Regulatory assets under management
\$ 575,950,088

SEC
File
Num 811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory
\$ 902,266,682

SEC
File
Num 811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory
\$ 714,582,543

SEC
File
Num 811 - 091

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory assets under management
\$ 450,200,060 |

SEC
File
Num 811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory assets under management
\$ 10,770,455,778 |

SEC

File

Numb

811-

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

SeriesIDv: "" > • - .XAC^> ■^iX' /-: . 'i^V^~iSi"" .; .-^?^

Parallel Managed Account Regulatory assets uMerVrruinagemeit • ~ • • :^:ik;5-/ ^ i; /S .; i'; .; !]

\$ 2,182,742,388

SEC

File

Numb

811

-

0973

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID> ,r; °^; ':-\h#^^ ;^ii&i*-v.-^> .u>^: ■v'-i-r^: •' V.-'Sr"/

Parallel Managed Account^ReguXaioiy^BsseXs under, management ■'. ■'. ■'. >. !^Vv; ' -r; . ?-^* .; !

S000001970

\$ 5,428,654,616

SEC

File

Numb

811

-

1026

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

series'ib'v..! "r'(">;<;".-y'• .-'.! "••;••'-i'V^T^OV^ ^I' /-".

Parallel Mahaged'Account 1U&ula&

;-V>.';v*! ;..

\$ 1,589,164,495

SEC

File

Number .

811 -

10331

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

jSeries ID' v.y ■.- ■ -ry^vy . '■ ■ . >y-fly'->:-: ■■. ^JparaHel Managed Account Regulate

■■■■ 'V••.]

I

\$ 498,026,870

SEC

File

Numb

811

-

1033

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

SeriesID^> >SrV/T' ... ^/ f'~: . : C: • • ■. f^ ~: -V' f+- ' %~

Parallel Managed Account Regulatory assets under'management ' ' v' - ■! v -

SEC
File
Numb 811 - 1033
Parallel Managed Account regulatory assets under management, \$ 547,158,114

SEC
File
Numb 811 - 1033

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Parallel Managed Account
\$ 931,467,657

SEC
File
Numb 811 - 1054

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Parallel Managed Account regulatory assets under management \$ 1,456,329,314

SEC
File
Numb 811 - 2105

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID, Parallel Managed Account *m* emeritj/kfcf

m
\$ 36,667,084

SEC
File
Numb 811 - 2112

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or s

Parallel Managed Account
\$ 1,035,094,809

SEC
File
Numb 811 - 2117

wtmmmmm
SeHesIP::^?-I

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

lilel Managed Account Regulatory asse^un^
\$ 551,878,622

SEC					File
Number		811			-
21318					

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you

advise.

Series IP >,'/^**"y":.:" yV^Vv iv_ >-v^Cvjf .-! !■ IV-^&I'Na-:■ ■oW;"""/. '!" ^Parallel. Managed Account Regulatory assets under management '!"-i N""
\$ 2,135,524,775

SEC					
File					
Numb		811	-		2134

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID-"/?"".*"";... '■'■jSVVv-' !"J-?-E-;.'/. ■"®?V" !i7.:V':;v' *. Parallel Managed Account Regulatory assets under management '!"^v '!" ^1
\$ 896,272,445

SEC					
File					
Numb		811	-		2134

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID,t^v^v : "TW-: -!A:%<■.'■.■ ■: . '■ ■ Parallel Managed Account Regulatory assets.iinder management ^ "VJ".1 - : :-,^<!\ !
\$ 1,122,287,737

SEC					
File					
Numb		811	-		2141

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Series IP . Parallel Managed Account Regulatory assets under management . ,1

1

\$ 730,695,227 !

SEC File
Number
811 -
21434

Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Series IP ' ' " fc ' » . Vy .. ■ ' . " ■ " ■ " j f . ; . ■ . y ^ . Mv " ; : - . ; ' X ' . ! V X ' ^ <) ■ ■ " ^ ■ ; : v ^ ^ ■ ■ " ^ ^ Jparallel Managed Account Regulatory assets under" management " . : " " " * . ' . ' ■
| \$ 22,601,347,462

SEC File Number

811 - 21457

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

S « r l l e » " l b V - ^ ; V ; 7 / - ^ . " . - } j " i : " **HIS** r a / / e " M « v n a g e d : A c c o u n t , R e g ' u l a t o i V , > s s e i s e m e n
S000011985 | \$ 6,519,901,181

SEC File
Number
811 -
21506

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

sen-id.; , v ~ ? - ^ y ^ - : - r . ^ ^ . . y ^ - w ^ ^ j r . . ^ **Parallel Managed /ccount Regulator^**
\$ 987,661,439

SEC File
Number
811 -

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

SVH « * l b ^ V * : : ^ \$ 450,773,343 j

SEC File
Number
811 -
21624

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

\$ 539,980,578

SEC
File
Numb 811 - 2165

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel AtoniperfAccwunr/Regulate^
\$ 321,783,160 !

SEC
File
Numb 811 - 2170

Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Series ID 'yiv^' ■■ Y/n^J-Yf^~ ■■■f^A^:V;:- Parallel Managed Account Regulatory assets.under ifuihagemen-v;v.>^*>.V ^:|>vv^f...1.-v. 1
£ 647,688,695 !

SEC
File
Numb 811 - 2172

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Series ID /%':! *... Parallel Managed Accouri't.Regulatory assets under.management i. >■■'/ A;¹ j
\$ 897,419,813

SEC
File

Numb 811 - 2176
 Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
 iseriesID:;?V';,;... ^M-;::^A^IM,- v-^ PaHillel Managed Account Reg f"5W;-^O-H^.!
 |S000057851 \$ 70,664,848

SEC
 File
 Numb 811 - 2178
 Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory assets under management
 \$ 1,929,548,422

SEC
 File
 Numb 811 - 2179
 Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
 Series ID • ■■ . |' "r" '"; .■:::- "I. | ■ .- J-V- :V. Parallel Managed Account Regulatory assets under h«nagojnmt"V™^V*;^~V-^.- ' V,j
 \$ 52,798,926

SEC
 File
 Nu 81 - 21
 Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
 Parallel M*r£ge^AccountReguur&^
 \$ 257,282,248 j

SEC
 File
 Num 811 - 220
 Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
 s"H«:ib\';ffiv^ Parallel'Managed Account Regulatory,asseibiVnder.^
 \$ 709,541,952 1

File
Number
811 -
22061

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

S-WiD: iD ^A: ^ V- ■■ ^ V-C ^A: V-: -[^r:] t- * IParaUeiHahaged <file:///ParaUeiHahaged> Account^ ^: ^ V r? ^-
^S: ^A^ /\$ 26,220,785,648 J

SEC
File
Num 811 - 224
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise. '

SerieaiD- -: 1 j: ^5:;:;? 'Wr.:>v j- . * vZ~''' . ■■■ -' -r>' • W: _ v^> i^<- ?ir: l&nileU'Mahag'^AccbuhtRegu^
\$ 2,286,994,816

SEC
File
Num 811 - 226
Provide the regulatory assets under management or all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

ISerte IP .

[\$ 2,646,605,567

SEC File
Number
811 -
22774

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

S«rlgS'D'-j-V L^y^::?y^f(- ■ VV ■ V'- ■■ -.' ■ ■ '-y- y):£~i^£:<U y: \ParalM- <file:///ParalM->Managed Account Rf^ufatbry'asset- under m'anagei.w.t^A
| \$ 1,239,369,302

SEC
File
Numbe 811 - 23213
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Parallel Managed Account Regulatory assets under mahagemeVit** ^

\$ 37,085

SEC File
Number
811 -
23285

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

iSeries IP : ■■ ■■ ' - ■ - ' ; : " : ' V. ^Parallel Managed Account Regulatory assets under management '■ _
i\$ 405,898,293

SEC File
Number
811 -
23339

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series IP :1, ^Parallel Managed Account Regulatory assets under management < .
[i\$ 107,271,895,414

SEC
File
Number 811 - 23340

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you

Parallel Managed Account R^ } : y-frtt/& ; X'y/ ; " ; ' Y-
i\$ 779,684,126

SEC
File
Number 811 - 2334

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
Series ID^

i\$ 17,466,314,889

SEC File
Number
811 -
23343

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory Assets Under Management 100 01/17/23

Parallel/Managed Account Regulatory assets under management \$ 2,247,455,620

SEC
File
Number
811
23345

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

\$ 148,678,962

SEC
File
Number
811
2334

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel/Managed Account Regulatory assets under management \$ 3,002,527,796

SEC File Number

811 - 23357

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise

Parallel Managed Account Regulatory assets under management \$ 187,795,377

SEC
File
Number
811
233
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Parallel Managed Account Regulatory assets under management \$ 420,776,663

SEC		
File		
Num	814	007

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

() \$22,366

SECTION 5.1.(2) Wrap Fee Programs

No Information Filed

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5 D (3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Asset Type	Mid-year	End of year
(i) Exchange-Traded Equity Securities	3%	1%
(ii) Non Exchange-Traded Equity Securities	0%	
(in) U.S. Government/Agency Bonds	0%	
(iv) U.S. State and Local Bonds	0%	

(v) Sovereign Bonds

(vi) Investment Grade Corporate Bonds

(vn) Non-Investment Grade Corporate Bonds

(viii) Derivatives

(ix) Securities Issued by Registered Investment Companies or Business Development Companies

(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)

(xi) Cash and Cash Equivalents

(xii) Other

Generally describe any assets included in "Other"

Asset Type	Mid-year	End of year
(i) Exchange-Traded Equity Securities	%	
(n) Non Exchange-Traded Equity Securities	%	
(in) U.S. Government/Agency Bonds	%	

(iv) U.S. State and Local Bonds %

(v) Sovereign Bonds (vi) Investment Grade Corporate Bonds (vii) Non-Investment Grade Corporate Bonds % % % %

(vm) Derivatives

(ix) Securities Issued by Registered Investment Companies or Business Development Companies J%

(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) j%

(xi) Cash and Cash Equivalents j%

(xn) Other j%

Generally describe any assets included in "Other"

SECTION 5-K(2) Separately Managed Accounts - Use of Borrowings and Derivatives

F No information is required to be reported in this Section 5-K(2) per the instructions of this Section 5-K(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (n) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate gross notional value of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000. Any regulatory assets under management reported in Item 5 D (3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Exposure -	(i) Management	(j) Borrowings	(3) Derivative			
(a) Interest Rate	(b) Foreign Exchange	(c) Credit	(d) Equity	(e) Commodity	(f) Other	
Derivative	Derivative	Derivative	Derivative	Derivative	Derivative	Derivative
Less than 10%	j	*		\$:	%
10-149%		\$	%	%	j	%
150% or more	\$	i	\$	0%		

Optional- Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

(n) End of Year

Gross Notional Under Exposure Management	(1) Regulatory Assets	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate	(b) Foreign Exchange	(c) Credit	(d) Equity	(e) Commodity	(f) Other
			Derivative	Derivative	Derivative	Derivative	Derivative	Derivative
Less than 10%	\$	i	%	j	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	i	%	%	%	%

Optional Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (n) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5 D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	12) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

Complete a separate Schedule D Section 5.K.(3) for each custodian that holds ten percent or more of your aggregate separately managed account regulatory assets under management
Country: United States

- a) Legal name of custodian: BANK OF
NEW YORK MELLON, N.A.
- b) Primary business name of custodian.
BANK OF NEW YORK MELLON, N.A.
- c) The location(s) of the custodian's office(s) responsible for custody of the assets
City State:
NEW YORK New York
- d) Is the custodian a related person of your firm?
- e) If the custodian is a broker-dealer, provide its SEC registration number (if any)
- f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)
HPFHU00Q28E4N0NFVK49
- g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? \$
18,851,856,523

Yes No

r r

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities

are actively engaged in business as a (check all that apply).

- 1) broker-dealer (registered or unregistered)
- 2) registered representative of a broker-dealer
- 3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- 4) futures commission merchant
- 5) real estate broker, dealer, or agent
- 6) insurance broker or agent
- 7) bank (including a separately identifiable department or division of a bank)
- 8) trust company
- 9) registered municipal advisor
- 10) registered security-based swap dealer
- 11) major security-based swap participant
- 12) accountant or accounting firm
- 13) lawyer or law firm
- 14) other financial product salesperson (specify) ■

If you engage in other business using a name that is different from the names reported in Items I.A. or 1 B.(I), complete Section 6.A. of Schedule D.

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 5 B. (2) of Schedule D, and if you engage in this business under a different name, provide that name.

3) Do you sell products or provide services other than investment advice to your advisory clients?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

r f? r r

Yes No

r <?

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business).

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your client. You may omit products and services that you listed in Section 6.B.

(2) above If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is

under common control with you

P P
r r

You have a related person that is a (check all that apply)

- P (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- 2) other investment adviser (including financial planners)
 - 3) registered municipal advisor
 - 4) registered security-based swap dealer
 - 5) major security-based swap participant

p p r r

P (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

f (7) futures commission merchant

P P P

- 8) banking or thrift institution
- 9) trust company
- 10) accountant or accounting firm
- 11) lawyer or law firm

- 11) lawyer or law firm
P (12) insurance company or agency
13) pension consultant
14) real estate broker or dealer
15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

& (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7. A should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7. A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7 A. of Schedule D

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients

You must complete Section 7 A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

1. Legal Name of Related Person.

BLACKROCK SECONDARIES & LIQUIDITY SOLUTIONS (GENPAR), S.A R.L

2. Primary Business Name of Related Person:

BLACKROCK SECONDARIES & LIQUIDITY SOLUTIONS (GENPAR), S.A R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any)

No Information Filed

5 Related Person is* (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

or

p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? f-

7 Are you and the related person under common control? r-

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets
- c) Number and Street 1: Number and Street 2*

City, State, Country ZIP+4/Postal Code.
If this address is a private residence, check this box. f~

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p r?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
C (?)

12. Do you and the related person share the same physical location?
p <?

1. Legal Name of Related Person:

BLACKROCK PRIVATE EQUITY PRIMARIES 2021 (GENPAR) S.A R.L.

2. Primary Business Name of Related Person :

BLACKROCK PRIVATE EQUITY PRIMARIES 2021 (GENPAR) S.A R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- b) '(c) f registered municipal advisor
- d) V registered security-based swap dealer
- e) F" major security-based swap participant
- f) r commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) f~ futures commission merchant
- h) r~ banking or thrift institution
- (i) f trust company
- Q) f~ accountant or accounting firm
- (k) l"" lawyer or law firm
- (1) F~ insurance company or agency

- (m) P pension consultant
(n) I" real estate broker or dealer
(o) f~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- Yes No
r rr
(p) (7 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

f? p

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p fy

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

- b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

- b) maintained at the related person?

- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*

- c) Number and Street 1: Number and Street 2:
City: State- Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. I~

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

- (b) If the answer is yes, under what exemption?

' 10. (a) Is the related person registered with a foreign financial regulatory authority ~>

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK PRIVATE EQUITY CO-INVESTMENTS 2021 (GENPAR) S.A.R.L.

2. Primary Business Name of Related Person.

BLACKROCK PRIVATE EQUITY CO-INVESTMENTS 2021 (GENPAR) S.A.R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any).

- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) f~ other investment adviser (including financial planners)
c) r" registered municipal advisor
d) r registered security-based swap dealer
e) f major security-based swap participant
f) f" commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) 1" futures commission merchant

- h) f~ banking or thrift institution
- (i) l~ trust company
- (j) l~ accountant or accounting firm
- (k) l~ lawyer or law firm
- (l) f~ insurance company or agency
- (m) l~ pension consultant
- (n) l~ real estate broker or dealer
- (o) r* sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) & sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
person?

7. Are you and the related person under common control? Yes No
person?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
person?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets -
- c) Number and Street 1- - Number and Street 2.
City State: Country ZIP+4/Postal Code.
If this address is a private residence, check this box P"

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
person?

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ PC (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. *

Country/English Name of Foreign Financial Regulatory Authority *
[Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector]

11. Do you and the related person share any supervised persons? ⁷ p

12. Do you and the related person share the same physical location? ⁷

1. Legal Name of Related Person.

BLACKROCK MEXICO MANAGER II, S. DE R.L. DE CV.

2. Primary Business Name of Related Person :

BLACKROCK MEXICO MANAGER II, S. DE R.L. DE CV.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (9) P futures commission merchant

- (h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm „
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

7. Are you and the related person under common control? Yes No

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p
- (b) *if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- (c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- (c) Number and Street 1: _____ Number and Street 2' _____
 City: _____ State- _____ Country. _____ ZIP+4/Postal Code. _____
 If this address is a private residence, check this box- ☐ P

9. (a) [f the related person is an investment adviser, is it exempt from registration? Yes No

(b) If the answer is yes, under what exemption? p p

10 (a) Is the related person registered with a foreign financial regulatory authority? C (•

- (b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- Name of Country/Engl ton N»ma,biForeign Financial Regulatory 'AufiiiHyf-i&ih if V ' ' ' ^ ■'. ■'. ^'__1M)^£1
- Mexico - National Commission for Banking and Securities

11. Do you and the related person share any supervised persons? p

12. Do you and the related person share the same physical location? p (7

Legal Name of Related Person-
 SLACKROCK DIVERSIFIED PRIVATE DEBT FUND GP LTD

2. Primary Business Name of Related
 Person-BLACKROCK DIVERSIFIED
 PRIVATE DEBT FUND GP LTD

3. Related Person's SEC File Number (ir any) (e.g., 801-,
 8-, 866-, 802-) or
 Other

4. Related Person's

- a) CRD Number (if any):
- b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

- (a) ☐ Broker-dealer, municipal securities dealer, or government securities broker or dealer

- (D)f"other investment adviser (including financial planners)
- (c) P registered municipal advisor
- (d) ^Pregistered security-based swap dealer
- a) P major security-based swap participant
- (0)Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g)Pfutures commission merchant
- (n)Pbanking or thrift institution
- (i)Ptrust company
- (j)Paccountant or accounting firm
- (k)Plawyer or law firm
- (l)Pinsurance company or agency
- (m)Ppension consultant
- (n)Preal estate broker or dealer
- (0)Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p)Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(S)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:	Number and Street 2:
City:	Country:
State-	ZIP+4/Postal Code:
If this address is a private residence, check this box- P	

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

■12. Do you and the related person share the same physical location?

Yes No

r a-

r a r r

Yes No

r r

a- r r fr

1. Legal Name of Related Person:

BLACKROCK LISI CREDIT
FUND GP, LLC

Primary
Related
BLACKROCK
CREDIT FUND GP, LLC

Business

Name

of
Person:
LISI

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ I registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
Q) ☐ P accountant or accounting
firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or
agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or
dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

f? r

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

-6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

f? C

■ 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p G '

- b) ☐ If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) ☐ independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) ☐ maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
c) Number and Street 1: Number and Street 2.
City State- Country: ZIP+4/Postal Code:

If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?"

p p

9. (b) If the answer is yes, under what exemption'

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

p fi- ■

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons⁷
(T p

12. Do you and the related person share the same physical location⁷
f? p

1 Legal Name of
Related Person :
GEPIF III (GENPAR),
LLC

2. Primary Business Name of
Related Person: GEPIF III
(GENPAR), LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) f" major security-based swap participant
- (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) I" futures commission merchant
- h) P banking or thrift institution
- (i) f~ trust company
- (j) P accountant or accounting firm
- (k) • P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r rr

(p) P" sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

7. Are you and the related person under common control⁷

^ f-

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

r r

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1: City: State: Number and Street 2" Country. ZIP+4/Postal Code:

Yes No

r r

If this address is a private residence, check this box: V

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical

location?

1. Legal Name of Related Person. BOARDWALK I (GENPAR), LLC

2. Primary Business Name of Related Person. BOARDWALK I (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

A Related Person's

(a) CRD Number (if any)-

(P) CIK Number(s) (irany):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) f~ banking or thrift institution
- (i) P trust company
- Q) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) r real estate broker or dealer
- (o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person? p

7. Are you and the related person under common control? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p *

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- c) Number and Street 1: Number and Street 2.
City: State: Country ZIP+4/Postal Code.
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p rr

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Legal Name of
Related Person-
BLACKROCK
NHRS GP, LLC

Primary Business Name of
Related Person: BLACKROCK
NHRS GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any)-

(b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant

- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- Q) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant

- (n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control/ed by the related person? p p

7. Are you and the related person under common control? p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p (*)

8. (P) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? p p

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets'

Number and Street 1:

City:

State:

Number and Street 2:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? p p

(p) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? p ^

10. (o) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? p p

12. Do you and the related person share the same physical location? p

1 Legal Name of Related Person.
BLACKROCK
DIVPEP I, LLC

2 Primary Business Name of Related Person: BLACKROCK DIVPEP I, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any).

No Information Filed

5 Related Person is (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
i) P trust company
j) P accountant or accounting firm
k) P lawyer or law firm

- (t) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P* sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person⁷ p

7. Are you and the related person under common control⁷

(7 p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally p p*

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____
 City- _____ State: _____ Country _____ ZIP+4/Postal Code: _____

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

pp

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

p rr

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. *Legal Name of Related Person:*
BLACKROCK CAPITAL MANAGEMENT, INC.

2. Primary Business Name of
Relat&d Person: BLACKROCK
CAPITAL MANAGEMENT, INC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 57038
or
Other

4. Related Person's

a) CRD Number
(if any):
108069

b) CIKNumber(s) (if any):

CIK^Number^!:-^,^:- ■■ V,;: &V^-.V jf^A>^")*/ " .IK 'Tft y-^>.v. \^A<-.A^:~j

108069

108069

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5. Related Person is: (check all that apply)

- (a) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) other investment adviser (including financial planners)

- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ r banking or thrift institution
- (i) ☐ P trust company
- Q) ☐ accountant or accounting firm
- (k) ☐ r lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ If sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?

Yes No

☐ ☐

7. Are you and the related person under common control?

☐ ☐

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

☐ ☐

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1:	Number and Street 2.	
City:	Country:	ZIP+4/Postal Code
If this address is a private residence, check this box: <input type="checkbox"/>		

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐ ☐

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

☐ ☐

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

☐ ☐

1. Legal Name of Related Person:

FIXED INCOME OPPORTUNITIES NERO
(GENPAR), LLC

2. Primary Business Name of Related Person-

FIXED INCOME OPPORTUNITIES NERO
(GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) f~ other investment adviser (including financial planners)
c) l™* registered municipal advisor
d) l~ registered security-based swap dealer
e) f~ major security-based swap participant
(0) l~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) l~ futures commission merchant
h) P banking or thrift institution
(i) l™ trust company
Q) f~ accountant or accounting firm
(k) f~ lawyer or law firm
(l) f~ insurance company or agency
(m) l~ pension consultant
(n) r™ real estate broker or dealer
(o) J~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?⁷

7. Are you and the related person under common control?⁷

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(S)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?⁷

b) maintained at the related person?⁷

c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets:

c) Number and Street 1- Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: f

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?⁷

p p

9. (b) If the answer is yes, under what exemption?⁷10. (a) Is the related person registered with a foreign financial regulatory authority?⁷

p f?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?⁷

fr C

12. Do you and the related person share the same physical location?⁷

f? C

1. Legal Name of Related Person:

BLACKROCK MEXICO OPERADORA, S.A. DE C.V., SOCIEDAD OPERADORA DE FONDOS DE INVERSION

2. Primary Business Name of Related Person:

BLACKROCK MEXICO OPERADORA, S.A. DE C.V., SOCIEDAD OPERADORA DE FONDOS DE INVERSION

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p)
P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C?

7. Are you and the related person under common control?

(f C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets
c) Number and Street 1. Number and Street 2'

City:

State:

Country

ZIP+4/Postal Code:

If this address is a private residence, check this box- F

9. (a) If the related person is an investment adviser, is it exempt from registration?

(? p

- (b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority?

fT p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

[name of Country/English Name of Fbretfn/rii'nd-

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j Mexico - National Commission for Banking and Securities

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. *Legal Name of Related Person:*
BLACKROCK PRIVATE EQUITY CO-INVESTMENTS 2021 (GENPAR), LLC
2. *Primary Business Name of Related Person :*
BLACKROCK PRIVATE EQUITY CO-INVESTMENTS 2021 (GENPAR), LLC
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other
4. *Related Person's*
a) CRD Number (if any):
b) CIK Number(s) (if any):
No Information Filed
5. Related Person is: (check all that apply)
a) ☐ ^{FTM} broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ F registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ f~ futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
Q) ☐ P accountant or
accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or
agency
(m) ☐ r pension consultant
(n) ☐ P real estate broker or
dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
☒ ☐
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
6. Do you control or are you controlled by the related person?
6. 7 Are you and the related person under common control?
- ^ p
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- p f?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1 Number and Street 2.
City: State. Country: ZIP+4/Postal Code.
If this address is a private residence, check this box. P
9. (a) If the related person is an investment adviser, is it exempt from registration?
p p Yes No
- (b) If the answer is yes, under what exemption?

0. (a) Is the related person registered with a foreign financial regulatory authority ⁷
- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- No Information Filed -

1. Do you and the related person share any supervised persons⁷

2. Do you and the related person share the same physical location⁷

Legal Name of Related Person
APERIO GROUP, LLC

Primary Business Name of Related Person: APERIO
GROUP, LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or ■ Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is¹ (check all that apply)

- a) *FTM broker-dealer, municipal securities dealer, or government securities broker or dealer*
- b) *P other investment adviser (including financial planners)*
- c) *F registered municipal advisor*
- d) *f~ registered security-based swap dealer*
- e) *I" major security-based swap participant*
- f) *ITM commodity pool operator or commodity trading advisor (whether registered or exempt from registration)*
- g) *P futures commission merchant*
- h) *V banking or thrift institution*
- i) *f trust company*
- j) *F~ accountant or accounting firm*
- k) *F lawyer or law firm*
- l) *I- insurance company or agency*
- m) *ITM pension consultant*
- n) *I- real estate broker or dealer*
- o) *1TM sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles*
- p) *I- sponsor, general partner, managing member (or equivalent) of pooled investment vehicles*

Do you control or are you controlled by the related person⁷ Are you and

the related person under common control⁷

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1:	Number and Street 2*
City, State-	Country: ZIP+4/Postal Code.
If this address is a private residence, check this box P*	

- a) If the related person is an investment adviser, is it exempt from registration?
- b) If the answer is yes, under what exemption⁷

. (a) Is the related person registered with a foreign financial regulatory authority ⁷ (b) If the answer is yes, list the name and country* m English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location⁷

¹ Legal Name of Related Person. GCO II FUND
B GP S.A R.L.

2. Primary Business Name of
Related Person: GCO II FUND
B GP S.A R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r rr

(p) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

6. 7 Are you and the related person under common control?

^ P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City State: Number and Street 2: Country ZIP+4/Postal Code-
If this address is a private residence, check this box- ☐

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P <~

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

C G

10 (to) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?

<y p

12 Do you and the related person share the same physical location?

^ p

Legal Related 1824 EQUITY GP, LLC	Name	of Person. PRIVATE
--	------	--------------------------

2. Primary Business Name of Related
Person: 1824 PRIVATE EQUITY
GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or , Other

4 Related Person's

a) CRD Number (if any)

b) CIK Number(s) (irany):

No Information Filed

5 Related Person is: (check all that apply)

a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ P other investment adviser (including financial planners)

c) ☐ P registered municipal advisor

d) ☐ f~ registered security-based swap dealer

e) ☐ f~ major security-based swap participant

e) ☐ i (0 ☐ P commodity pool operator or commodity trading advisor (whether registered or
exempt from registration)

(9) ☐ P futures commission merchant

(h) ☐ P banking or thrift institution

0) ☐ P trust company

0) ☐ P accountant or accounting firm

(k) ☐ P lawyer or law firm

(l) ☐ P insurance company or agency

(m) ☐ P pension consultant

: (n) ☐ P real estate broker or dealer

: (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

(p) ☐ I* sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

r &

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:

City: State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

f* (T

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

No information filed

11. Do you and the related person share any supervised persons?
p p
; 12. Do you and the related person share the same physical location?
^ p

Legal Name of Related Person:

BLACKROCK BOWLING GREEN (GENPAR), LLC

Primary Business Name of Related

Person: BLACKROCK BOWLING
GREEN (GENPAR), LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

i

5 Related Person is* (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ Futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets
c) Number and Street 1' Number and Street 2:
City: State- Country: ZIP+4/Postal Code.
If this address is a private residence, check this box: T

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p ^

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

C G

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Legal Name of Related Person:

BLACKROCK DIVERSIFIED PRIVATE OPPORTUNITIES II GP, LLC

' 2 Primary Business Name of Related Person.

BLACKROCK DIVERSIFIED PRIVATE OPPORTUNITIES II GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or

Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- Q) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

Are you and the related person under common control?

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1:

Number and Street 2.

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

a) If the related person is an investment adviser, is it exempt from registration?

b) If the answer is yes, under what exemption?

. (a) Is the related person registered with a foreign financial regulatory authority ⁷

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

. Do you and the related person share any supervised persons⁷. Do you and the

related person share the same physical location?

Legal Name of Related Person :

BAA CO-INVESTMENT FUND (GENPAR), LLC

Primary	Business	Name	of	Related	Person:	BAA	CO-
INVESTMENT FUND (GENPAR), LLC							

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or
accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or
agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or
dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

8-

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets'

c) Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code.
If this address is a private residence, check this box- <input type="checkbox"/> P			

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐ P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C (?)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons⁷ p

12. Do you and the related person share the same physical location?
^ p

1. Legal Name of Related Person-
TENNNENBAUM SENIOR LOAN
GP IV-A, LLC

2. Primary Business Name of
Related Person TENNNENBAUM
SENIOR LOAN GP 1V-A, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ r other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant

- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- h) (f) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ r pension consultant
- (n) ☐ r real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r rr

- (p) ☐ F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

7. Are you and the related person under common control?

(?) p ■

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally p p*
- b) *independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- b)

c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

(b) if the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P rr

(b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

f? p

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person:

TENNENBAUM SENIOR LOAN MM V, LLC

2. Primary Business Name of Related Person

TENNENBAUM SENIOR LOAN MM V, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) r other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift

institution

h) 0) P trust

company

0) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p ^

7. Are you and the related person under common control?

A.

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code: If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P.

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
BLACKROCK JAPAN CO., LTD.

2. Primary Business Name of Related Person: BLACKROCK JAPAN CO., LTD.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

- a) CRD Number (if any):
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) r futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- j) r accountant or accounting firm
- k) P lawyer or law firm
- l) P insurance company or agency
- m) P pension consultant
- n) P real estate broker or dealer
- o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: I

9 (a) If the related person is an investment adviser, is it exempt from registration?

r r

Yes No

r r

If the answer is yes, under what exemption?

PARTICIPATING AFFILIATE

10. (a) is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/Foreign Financial Regulatory Authority

Japan - Financial Services Agency

Other - JAPAN - KANTO FINANCIAL BUREAU

Other - JAPAN - TOKYO METROPOLITAN GOVERNMENT

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Legal Name of Related
Person-TCP DIRECT
LENDING MM VIII-T,
LLC

Primary Business Name of Related Person:
TCP DIRECT LENDING MM VIII-T, LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or
Other

Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)

No Information Filed

Related Person is: (check all that apply)

- a) ~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ~ other investment adviser (including financial planners)
- c) ~ registered municipal advisor
- d) ~ registered security-based swap dealer
- e) ~ major security-based swap participant
- (0) ~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ~ futures commission merchant
- h) ~ banking or thrift institution (0 1)
- trust company
- (j) ~ accountant or accounting firm
- (k) ~ lawyer or law firm
- (l) ~ insurance company or agency
- (m) ~ pension consultant
- (n) ~ real estate broker or dealer

(o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person? Yes No

Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1: City State* Number and Street 2: Country: ZIP+4/Postal Code:
 If this address is a private residence, check this box* F

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
 No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-

BLACKROCK GLOBAL RENEWABLE POWER FUND III
 (GENPAR), L.P.

Primary Business Name of Related Person:

BLACKROCK GLOBAL RENEWABLE POWER FUND III (GENPAR), L.P.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) F broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) F other investment adviser (including financial planners)
 c) P registered municipal advisor
 d) F registered security-based swap dealer
 e) F major security-based swap participant
 (f) F commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) F futures commission merchant

- h) r banking or thrift institution
(i) Ftrust company
0) Faccountant or accounting
firm
(k) Flawyer or law firm
(1) Finsurance company or
agency
(m) rpension consultant
(n) Freal estate broker or
dealer
(o) Fsponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

- r rr
(p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p f?

8. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code.

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
f. r-

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?
C (?)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
^ p

12. Do you and the related person share the same physical location?

1. Legal Name of Related
Person. SCALA GP S.A
R.L.

2. Primary Business Name of
Related Person: SCALA GPS.A
R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any).

b) CIK Numbers (if any);

No Information Filed

Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ F other investment adviser (including financial planners)
c) ☐ F registered municipal advisor
d) ☐ I" registered security-based swap dealer
e) ☐ I~ major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ ~ futures commission merchant
h) ☐ F banking or thrift institution
(i) ☐ r trust company
fj) ☐ F accountant or accounting firm
(k) ☐ F" lawyer or law firm
(l) ☐ F insurance company or agency
(m) ☐ F pension consultant
(n) ☐ F real estate broker or dealer
(o) ☐ F sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p)
F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?⁷

P ^

Are you and the related person under common control?⁷

^ p

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷

p (?)

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?⁷

b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1:

Number and Street 2'

City:

State-

Country

ZIP+4/Postal Code¹

If this address is a private residence, check this box: F

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?⁷

C (?)

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?⁷

fi- p

12. Do you and the related person share the same physical location?

p-' p

1 Legal Name of Related Person:

BLACKROCK (SINGAPORE) LIMITED

2. Primary Business Name of

Related Person : BLACKROCK

(SINGAPORE) LIMITED

Related Person's
866-, 802-) 801 - 76926

SEC

File

Number

(if any)

(e.g.,

801-,

8-,

Related Person's

a) CRD Number

7. (if any):
164594

b) CIK Number(s) (if any):
\CXK Number
il559921

5. Related Person is* (check all that apply)

a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ P* other investment adviser (including financial planners)

c) ☐ F registered municipal advisor

d) ☐ P registered security-based swap dealer

e) ☐ F major security-based swap participant

(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ F futures commission merchant

h) ☐ F banking or thrift institution

(i) ☐ F trust company

(j) ☐ F accountant or accounting firm

(k) ☐ F lawyer or law firm

(l) ☐ P insurance company or agency

(m) ☐ P pension consultant

(n) ☐ P real estate broker or dealer

(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

^ p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street r Number and Street 2.
City: State: Country ZIP+4/Postal Code-
If this address is a private residence, check this box' P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? p (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

rr r

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name Regulatory Authority

China, People's Republic of - China Securities Regulatory Commission

India - Securities and Exchange Board of India

Singapore - Monetary Authority of Singapore

South Korea - Financial Supervisory Commission / Financial Supervisory Service

11. Do you and the related person share any supervised persons?

p

12 Do you and the related person share the same physical location?

p f?

1. Legal Name of Related

Person: FAIR
(GENPAR), LLC

2 Primary Business Name of

Related Person: FAIR
(GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

'4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

■ 5 Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or accounting
firm ,
k) ☐ P lawyer or law firm
l) ☐ P insurance company or
agency
m) ☐ P pension consultant
n) ☐ P real estate broker or
dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

(? p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2
City State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box- P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

p p

9 (b) If the answer is yes, under what exemption?

(a) (b)

Is the related person registered with a foreign financial regulatory authority?

C !•

If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered.

If the answer is yes, list the name and country, in English, of each foreign material regulatory authority with which the related person is registered.

11

12.

Do you and the related person share any supervised persons? Do you and the related person share the same physical location?

G C G r

1. Legal Name of Related Person-
BLACKROCK PROPERTY CONSULTING (BEIJING) CO., LTD

2. Primary Business Name of Related
Person-BLACKROCK PROPERTY
CONSULTING (BEIJING) CO., LTD

3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

(a) ☐ broker-dealer, municipal securities dealer, or government securities broker
or dealer

(P) ☐ other investment adviser (including financial planners)

c) ☐ registered municipal advisor

d) ☐ registered security-based swap dealer

e) ☐ major security-based swap participant

(O) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(O) ☐ futures

commission merchant

(h) ☐ banking or thrift
institution

1) ☐ trust company

(j) ☐ accountant or accounting firm

(fc) ☐ lawyer or law firm

(l) ☐ insurance company or agency

(rm) ☐ pension consultant

(n) ☐ real estate broker or dealer

(O) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment
vehicles (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment
vehicles

6. Do you control or are you controlled by the related person? Yes No
p &

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p f?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients'
assets'

c) Number and Street 1

Number and Street 2-

Number and Street 1 City, State- ZIP+4/Postal Code: Number and Street 2 Country: If this address is a private residence, check this box P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10 (a) Is the related person registered with a foreign financial regulatory authority? 7

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. No Information Filed

11. Do you and the related person share any supervised persons? p

12 Do you and the related person share the same physical location? 7

1 Legal Name of Related Person: BLACKROCK INVESTMENT MANAGEMENT (TAIWAN) LIMITED

2. Primary Business Name of Related Person: BLACKROCK INVESTMENT MANAGEMENT (TAIWAN) LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-,

8-, 866-, 802-) or Other

4. Related Person's

a) CRD Number (if any)-

b) CIKNumber(s)(ifany):

No Information Filed

a) r

b) P (c) (d) (e) (f)

(g) (h) 0) 0) (k) (l) r r r r r r r r r r r

(m) r

Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm

(n) (o) (P)

insurance company or agency pension consultant real estate broker or dealer

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

r r s-

7. Are you and the related person under common control?

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- c) Number and Street 1: _____ State: _____ Number and Street 2- _____
City: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box: ☐

a) If the related person is an investment adviser, is it exempt from registration?

b) If the answer is yes, under what exemption? FOREIGN
PRIVATE ADVISER

err

Yes No

err

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Taiwan - Financial Supervisory Commission

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person: BLACKROCK DIVPEP II, LLC

Primary Related Person ¹	Business Name	of
DIVPEP 11, LLC		BLACKROCK

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- Q) ☐ r accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant

- (m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
person?
P ^

7. Are you and the related person under common control?
\$ f

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
^ ~ ^

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1- Number and Street 2
City: State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C r?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
^ p

12. Do you and the related person share the same physical location? ^

I. Legal Name of
Related Person.
BLACKROCK DIVPEP
III LLC

2. Primary Business Name of
Related Person. BLACKROCK
DIVPEP III LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(0) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- g) ☐ futures commission merchant
 h) ☐ banking or thrift institution
 (i) ☐ trust company
 0) ☐ accountant or accounting firm
 (k) ☐ lawyer or law firm
 (l) ☐ insurance company or agency
 (m) ☐ pension consultant
 (n) ☐ real estate broker or dealer
 (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) ☐ & sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

c (*)

7. Are you and the related person under common control?

(?) c

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? c
 b) If you are registering or registered with the SEC and you have answered "yes;" to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
 City State: Country: ZIP+4/Postal Code*
 If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

c C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C <•

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

11. (p)

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
 BAA PRIVATE CAPITAL II (GENPAR), LLC

2. Primary Business Name of Related Person.

BAA PRIVATE CAPITAL II (GENPAR), LLC, 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Other

Related Person's

(a) CRD Number (if any).

(b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ other investment adviser (including financial planners)

- c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- p &
b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1. Number and Street 2. ZIP+4/Postal Code:
City State: Country
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

P p
(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?
r G

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11 Do you and the related person share any supervised persons?
^ p No Information Filed

12 Do you and the related person share the same physical location?
^ p

1. Legal Name of Related Person-RED RIVER PRIVATE EQUITY, LLC

2 Primary Business Name of Related Person-RED RIVER PRIVATE EQUITY, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any):
b) CIK Number(s) (if any):

No Information Filed

Related Person is (check all that apply)

(a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

- b) ☐ P other investment adviser (including financial planners)
c) ☐ f registered municipal advisor
d) ☐ I registered security-based swap dealer
e) ☐ I" major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ FT banking or thrift institution
i) ☐ F trust company
Q) ☐ P accountant or accounting firm
(k) ☐ F lawyer or law firm
(l) ☐ F insurance company or agency
(m) ☐ f" pension consultant
(n) ☐ F real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

☐ P ☐ P .

7. Are you and the related person under common control?

☐ C ☐ P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

☐ P ☐ P

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
b) *maintained at the related person?*
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐ P ☐ P .

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

☐ P ☐ P .

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. *Do you and the related person share any supervised persons?*
☐ P ☐ C

12. Do you and the related person share the same physical location?
☐ P ☐ P

1 Legal Name of Related Person:
BLACKROCK FUND MANAGEMENT COMPANY S A

2. Primary Business Name of Related Person:
BLACKROCK FUND MANAGEMENT
COMPANY S A

3. ■ Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any)

(b) CIK Number(s) (if any):

CIK Number ' ;

S Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ futures commission merchanth) ☐ banking or thrift institutioni) ☐ trust companyj) ☐ accountant or accounting firmk) ☐ lawyer or law firml) ☐ insurance company or agencym) ☐ pension consultantn) ☐ real estate broker or dealero) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r c?

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p?

(f) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(C) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City:

State:

Number and Street 2:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration?
p p

(P) If the answer is yes, under what exemption?

FOREIGN PRIVATE ADVISER

10 (a) Is the related person registered with a foreign financial regulatory authority?

(? C

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered⁶

Name of Country/English Name of Foreign Financial Regulatory Authority)

China, People's Republic of - China Securities Regulatory Commission

Other - LUXEMBOURG - LUXEMBOURG TRADE AND COMPANIES REGISTER (THE REGISTRE DE COMMERCE ET DE5 SOCIETES)

11 Do you and the related person share any supervised persons?
p p

12 Do you and the related person share the same physical location?
p p

1 Legal Name of Related

Person: FACULTAS FUND

(GENPAR), LLC

- 2 Primary Business Name of Related
Person-FACULTAS FUND (GENPAR),
LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)*

No Information Filed

5. Related Person is (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company

j) ☐ P accountant or accounting firm

(k) ☐ P lawyer or law firm

(l) ☐ P insurance company or agency

(m) ☐ P pension consultant

(n) ☐ P real estate broker or dealer

(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? Yes No
p p

7. Are you and the related person under common control? Yes No
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2*
City: State- Country: ZIP+4/Postal Code-
If this address is a private residence, check this box. F

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? Yes No
p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? Yes No
p p

p p

12 Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:

VFL CO INVEST
PARTNERS GP, LLC

2 Primary Business Name or Related Person:

VFL CO INVEST PARTNERS GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ r insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) *If sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?*

Yes No

F

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1*

City: State.

If this address is a private residence, check this box. F

Number and Street 2:

Country

ZIP+4/Postal Code:

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?⁷
c?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

	No Information Filed									
11. p p	Do	you	and	the	related	person	share	any	supervised	persons ⁷
12. p p	Do	you	and	the	related	person	share	the	same	physical location?

1. Legal Name of Related Person :
GID PROGRAM GENERAL
PARTNER S.A.R.L

2. Primary Business Name of
Related Person: GID PROGRAM
GENERAL PARTNER S A R L

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ F broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ I other investment adviser (including financial planners)
- c) ☐ F registered municipal advisor
- d) ☐ I registered security-based swap dealer
- e) ☐ I-* major security-based swap participant
- f) ☐ F commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ F futures commission merchant
- h) ☐ F banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant
- n) ☐ P real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

	Yes No									
6. p p	Do	you	control	or	are	you	controlled	by	the	related person ⁷

7. p p	Are	you	and	the	related	person	under	common	control ⁷
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8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:	Number and Street 2 nd
City	Country:
State:	ZIP+4/Postal Code:
If this address is a private residence, check this box: F	

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the

answer is yes, under what exemption⁷

■ 10. (a) Is the related person registered with a foreign financial regulatory authority⁷

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

■ 11. Do you and the related person share any supervised persons⁷ 12. Do you

and the related person share the same physical location?

¹1. Legal Name of Related Person.

BAA CO-INVESTMENT FUND IV (GENPAR), LLC

2. Primary Business Name of Related Person: BAA CO-INVESTMENT FUND IV (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ F other investment adviser (including financial planners)
- c) ☐ F registered municipal advisor
- d) ☐ F registered security-based swap dealer
- e) ☐ F major security-based swap participant
- (Q) ☐ F commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ F futures commission merchant
- h) ☐ F banking or thrift institution
- (i) ☐ F trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ r insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

7. Are you and the related person under common control^P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1- Number and Street 2:

City. State; Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration⁷
p C

(b) If the answer is yes, under what exemption⁷

JO (a) Is the related person registered with a foreign financial regulatory authority⁷
C (?)

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12 Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:
BLACKROCK IMPACT OPPORTUNITIES (GENPAR), LLC
2. Primary Business Name of Related Person:
BLACKROCK IMPACT OPPORTUNITIES
(GENPAR), LLC
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any)-
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

p p

7 Are you and the related person under common control? Yes No

p p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1: Number and Street 2:
City State. Country - ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised

persons? 12. Do you and the related person share the

same physical location?

1. Legal Name of Related Person

BLACKROCK MEXICO MANAGER III, S. DE R.L. DE CV.

2. Primary Business Name of Related

Person. BLACKROCK MEXICO
MANAGER III, S DE R L DE CV

3. Related Person's SEC File Number (if any) (e.g., 801-,

8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☒ V broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☒ f~ other investment adviser (including financial planners)
- c) ☒ I~ registered municipal advisor
- d) ☒ f~ registered security-based swap dealer
- d) ☒ (e) ☒ f~ major security-based swap participant
- (0) ☒ r~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☒ f futures commission merchant
- h) ☒ f~ banking or thrift institution
- (i) ☒ r~ trust company
- (0) ☒ f~ accountant or accounting firm
- (k) ☒ r~ lawyer or law firm
- (l) ☒ I~ insurance company or agency
- (m) ☒ f~ pension consultant
- (n) ☒ f~ real estate broker or dealer
- (o) ☒ f~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☒ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

- Yes No
r t?
7. Are you and the related person under common control?
- 8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(S)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets-
- c) Number and Street 1: Number and Street 2:
City State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box ☐
9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?
- r t? r r

- Yes No
r r
- 10. (a) Is the related person registered with a foreign financial regulatory authority?
- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
- Name of Co^nt^Y/EI^llh Nam- of
Mexico - National Commission for Banking and Securities
11. Do you and the related person share any supervised persons?
12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-
MARKWOOD PRIVATE
OPPORTUNITIES GP, LLC
2. Primary Business Name of Related
Person: MARKWOOD PRIVATE
OPPORTUNITIES GP, LLC
3. Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-,
802-) or
Other
4. Related Person's
a) CRD Number (if any) ■
b) CIK Number(s) (if any):
No Information Filed
5. Related Person is. (check all that apply)
- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ 1" registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
Q) ☐ accountant or
accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or
agency
(m) ☐ pension consultant

(n) P real estate broker or
dealer
(o) r sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
r? r
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
r rr

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
pp
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: State: Number and Street 2:
City: Country: ZIP+4/Postal Code'
Yes No
rr
If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b)
If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?
P p

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?
^ p

12 Do you and the related person share the same physical location?
^ p

Legal Name of Related Person-
BLACKROCK ASIA-PACIFIC PRIVATE CREDIT OPP. FUND II (GENPAR) S.A R.L

2 Primary Business Name of Related Person-
BLACKROCK ASIA-PACIFIC PRIVATE CREDIT OPP. FUND II (GENPAR) S.A R.L

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- 0) P accountant or accounting firm

- (k) P lawyer or law firm
(l) P insurance company or agency
(m) r pension consultant
(n) r real estate broker or dealer
(o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P" sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2: Country: ZIP+4/Postal Code:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: V

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: GID
PROGRAM US GP LLC

2. Primary Business Name of Related Person: GID
PROGRAM US GP LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is* (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
i) P trust company
j) P accountant or accounting firm
k) P lawyer or law firm
l) P insurance company or agency
m) P pension consultant
n) P real estate broker or dealer
o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? 7. Are you and the related person under common control?

Yes No

r g

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

r r

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c)	Number and Street 1	Number and Street 2:
	City.	Country
	State-	ZIP+4/Postal Code.

If this address is a private residence, check this box. P

Yes No

r r

9 (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

g r g r

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person.

8LK2021 PRIVATE OPPORTUNITIES GP, LLC

2 Primary Business Name of Related

Person BLK2021 PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, B-,

866-, 802-) or
Other

■ 4. Related Person's

(a) CRD Number (if any).

(b) CIK Number(s) (if any)-

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- (v) ☐ community pool operator or community leasing service (whether registered or exempt from registration)
- (g) ☐ P futures commission merchant
- (h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

Yes No
f? r

8. (a) Does the related person act as a qualified custodian for your client's assets in connection with advisory services you provide to clients?

- (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:	Number and Street 2:
City:	Country
State:	ZIP+4/Postal Code:
If this address is a private residence, check this box. <input type="checkbox"/>	

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

C C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P r?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of
Related
Person: GCO II
FUND A GP
S.A R.L.

2. Primary Business Name of
Related Person: GCO II FUND
A GP S.A R.L.

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

Related Person is: (check all that apply)

(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealerb) ☐ other investment adviser (including financial planners)c) ☐ registered municipal advisord) ☐ registered security-based swap dealere) ☐ major security-based swap participant(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)g) ☐ futures commission merchanth) ☐ banking or thrift institution(i) ☐ trust company(j) ☐ accountant or accounting firm(k) ☐ lawyer or law firm(l) ☐ insurance company or agency(m) ☐ pension consultant(n) ☐ real estate broker or dealer(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
 p p person?

7. Are you and the related person under common control? Yes No
 p p person?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
 p p person?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2: ZIP+4/Postal Code"
 City Country:
 If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? Yes No
 p p person?

12. Do you and the related person share the same physical location? Yes No
 p p person?

1. Legal Name of Related

Person

PERSON: BLACKROCK
(NETHERLANDS) B V

2. Primary Business Name of
Related Person: BLACKROCK
(NETHERLANDS) B V.

3. Related Person's SEC File Number (if any) (e.g. , 801-, 8-,

866-, 802-) or
Other

4 Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any).

No Information Filed

5. Related Person is* (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant

- (h) P banking or thrift institution
fi) P trust company
(j) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

i Do you control or are you controlled by the related person? Are you and the related person under common controP

Yes No

r a-

a- r

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
P p
b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
P p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients'
assets:
c) Number and Street 1- Number and Street 2:
City: State: Country ZIP+4/Postal Code-
If this address is a private residence, check this box: T

Yes No

- a) If the related person is an investment adviser, is it exempt from registration?
P p
fb) If the answer is yes, under what
exception? FOREIGN PRIVATE

EXEMPTION: FOREIGN PRIVATE
ADVISOR

0. fa) Is the related person registered with a foreign financial regulatory authority ?
P P

b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered |HameTof/cbuntnr/E
| Netherlands - The Netherlands Authority for the Financial Markets

1. Do you and the related person share any supervised persons?
P P

2. Do you and the related person share the same physical location?
P P

Legal Name of
Related Person:
BR/OV GP, LLC

Primary Business Name of
Related Person-BR/OV GP,
LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) Or
Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ r futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant
- n) ☐ P real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ tv sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?
A A

7. Are you and the related person under common control?
A A

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
r r

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:

City.	State.	Country	ZIP+4/Postal Code:
Yes No			
C /			
If this address is a private residence, check this box: P			
9. (a) If the related person is an investment adviser, is it exempt from registration? (b)			
If the answer is yes, under what exemption?			
10. (a) Is the related person registered with a foreign financial regulatory authority ?			
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.			
No Information Filed			
11. Do you and the related person share any supervised persons?			
12. Do you and the related person share the same physical location?			
1. Legal Name of Related Person. TENNENBAUM SENIOR LOAN GP IV-B, LLC			
2. Primary Business Name of Related Person : TENNENBAUM SENIOR LOAN GP IV-B, LLC			
3. Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)			
4. Related Person's			
a) CRD Number (if any).			
b) CIK Number(s) (if any)-			
No Information Filed			
5. Related Person is: (check all that apply)			
a) r broker-dealer, municipal securities dealer, or government securities broker or dealer			
b) P other investment adviser (including financial planners)			
c) r registered municipal advisor			
d) P registered security-based swap dealer			
e) P major security-based swap participant			
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
g) P futures commission merchant			
h) P banking or thrift institution			
(i) P trust company			
O) P accountant or accounting firm			
(k) P lawyer or law firm			
(l) P insurance company or agency			
(m) P pension consultant			
(n) P real estate broker or dealer			
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles			
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles			
Do you control or are you controlled by the related person?			
7. Are you and the related person under common control?			
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?			
b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?			
b) maintained at the related person?			
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.			
c) Number and Street 1' Number and Street 2:			
City State: Country: ZIP+4/Postal Code.			
If this address is a private residence, check this box. P			
9. (a) If the related person is an investment adviser, is it exempt from registration?			
(b) if the answer is yes, under what exemption?			
10. (a) Is the related person registered with a foreign financial regulatory authority ?			
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.			

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?
p p

: 12 Do you and the related person share the same physical location?
P p

1. Legal Name of Related Person:
BLACKROCK ASSET MANAGEMENT
SCHWEIZ AG

2. Primary Business Name of Related
Person, BLACKROCK ASSET
MANAGEMENT SCHWEIZ AG

3. Related Person's SEC File Number (if any) (e.g., 801-, 801 - 78476
Other

4. Related Person's
a) CRD Number (if any): 161987
b) CIK Number(s) (if any

5. Related Person is: (check all that apply)
a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) W other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
f) Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
f) (9) P futures commission merchant
(h) P banking or thrift institution
(i) P trust company
0) Paccountant or accounting firm
(k) Plawyer or law firm
(l) Pinsurance company or agency
(m) Ppension consultant
(n) Preal estate broker or dealer
(o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? . 7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p
b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
c) Number and Street 1: Number and Street 2:
City. State: Country. ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No
r a

9 (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

;Naine:bY.C6untry/En Sffiffi^ffi | Switzerland - Swiss Financial Market Supervisory Authority

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person.

PROJECT GLOW CO-INVESTMENT FUND (GENPAR), L.L.C.

2. Primary Business Name of Related Person:

PROJECT GLOW CO-INVESTMENT FUND (GENPAR), L.L.C.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (0) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(b) maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

Number and Street 1:
City- State-
If this address is a private residence, check this box. P

Number and Street 2:
Country. ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

	Yes	No
9. (a) If the related person is an investment adviser, is it exempt from registration?		
p p		
(b) If the answer is yes, under what exemption?		
(10. (a) is the related person registered with a foreign financial regulatory authority?		
C G		
11 Do you and the related person share any supervised persons? 12 Do you and the related person share the same physical location?		
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.		
No Information Filed		
t? r f? r		
; 1. Legal Name of Related Person: GLOBAL CREDIT OPPORTUNITIES FUND (GENPAR), LLC		
; 2. Primary Business Name of Related Person GLOBAL CREDIT OPPORTUNITIES FUND (GENPAR), LLC		
; 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
Other		
4. Related Person's		
a) CRD Number (if any):		
b) CIK Number(s) (if any).		
No Information Filed		
15. Related Person is. (check all that apply)		
a) <input type="checkbox"/> broker-dealer, municipal securities dealer, or government securities broker or dealer		
b) <input type="checkbox"/> other investment adviser (including financial planners)		
c) <input type="checkbox"/> registered municipal advisor		
d) <input type="checkbox"/> registered security-based swap dealer		
e) <input type="checkbox"/> major security-based swap participant		
(f) <input type="checkbox"/> commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
(g) <input type="checkbox"/> futures commission merchant		
(h) <input type="checkbox"/> banking or thrift institution		
(i) <input type="checkbox"/> trust company		
(j) <input type="checkbox"/> accountant or accounting firm		
(k) <input type="checkbox"/> lawyer or law firm		
(l) <input type="checkbox"/> insurance company or agency		
(m) <input type="checkbox"/> pension consultant		
(n) <input type="checkbox"/> real estate broker or dealer		
(o) <input type="checkbox"/> sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
Yes No		
r		
(p) <input type="checkbox"/> sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
" 6. Do you control or are you controlled by the related person?		
<7. Are you and the related person under common control?		
^ p		
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?		
p p		
b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?		
b) maintained at the related person?		
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-		
c) Number and Street 1: Number and Street 2:		
City: State: Country: ZIP+4/Postal Code:		
If this address is a private residence, check this box: <input type="checkbox"/>		
Yes No		

9 (a) If the related person is an investment adviser, is it exempt from registration?
 p P
 (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ C (b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

11 Do you and the related person share any supervised persons?
 p P No Information Filed

12 Do you and the related person share the same physical location?
 p P

1 Legal Name of Related Person-
 BLACKROCK ALTERNATIVES
 MANAGEMENT, LLC

2 Primary Business Name of Related
 Person. BLACKROCK ALTERNATIVES
 MANAGEMENT, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
 866-, 802-) 801 - 110250
 or
 Other

4. *Related Person's*

a) CRD Number
 (if any).
 288041

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ r trust company
- (j) ☐ P accountant or accounting firm *
- (k) ☐ r lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r ?

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?
 p P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent?

- b) *independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person*⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*

c) Number and Street 1: _____ Number and Street 2' _____
City: _____ State* _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box. P _____

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration⁷

P ^

9. (b) If the answer is yes, under what exemption⁷

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

C G

10. (b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons⁷
P P

12 Do you and the related person share the same physical location⁷

1. Legal Name of Related Person-
BOPAI (GENPAR), LLC

2. Primary Business Name or Related Person:
BOPAI (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any):

(b) dK Number(s) (if any):

No Information Filed

5. Related Person is; (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) F" registered security-based swap dealer
e) P major security-based swap participant
(O) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
h) O) P trust company
(j) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(O) P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
(b) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

7. Are you and the related person under common control⁷

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(C) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11- Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location?

1 Legal Name of Related Person:

BAA FINANCIAL VENTURES II (GENPAR), LLC

Primary Business Name of Related
Person: BAA FINANCIAL
VENTURES II (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is- (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) r futures commission merchant
- h) P banking or thrift institution
- h) 0) P trust company
- h) (j) P accountant or accounting firm
- h) (k) P lawyer or law firm
- h) (l) P insurance company or agency
- h) (m) P pension consultant
- h) (n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No

r (?)

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

^ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- | | |
|---------------------|----------------------|
| Number and Street 1 | Number and Street 2- |
| City: | Country: |
| State | ZIP+4/Postal Code. |
- If this address is a private residence, check this box: P

arr;

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?

Do you and the related person share the same physical location?

1. Legal Name of Related Person:
BLACKROCK PRIVATE EQUITY ERB GP, LLC

2. Primary Business Name of
Related Person BLACKROCK
PRIVATE EQUITY ERB GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Or
Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

7. Are you and the related person under common control?

P P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code¹

If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P P

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

P P

12. Do you and the related person share the same physical location?

P P

1. Legal Name of Related Person:

BLACKROCK LUXEMBOURG MULTI-ALTERNATIVE INCOME G.P. S A R L

2. Primary Business Name or Related Person.

BLACKROCK LUXEMBOURG MULTI-ALTERNATIVE INCOME G.P S A R L

3. Related Person's SEC File Number (if any) (e.g., 801-, 802-, 803-, 804-, 805-, 806-, 807-, 808-, 809-, 810-, 811-, 812-, 813-, 814-, 815-, 816-, 817-, 818-, 819-, 820-, 821-, 822-, 823-, 824-, 825-, 826-, 827-, 828-, 829-, 830-, 831-, 832-, 833-, 834-, 835-, 836-, 837-, 838-, 839-, 840-, 841-, 842-, 843-, 844-, 845-, 846-, 847-, 848-, 849-, 850-, 851-, 852-, 853-, 854-, 855-, 856-, 857-, 858-, 859-, 860-, 861-, 862-, 863-, 864-, 865-, 866-, 867-, 868-, 869-, 870-, 871-, 872-, 873-, 874-, 875-, 876-, 877-, 878-, 879-, 880-, 881-, 882-, 883-, 884-, 885-, 886-, 887-, 888-, 889-, 890-, 891-, 892-, 893-, 894-, 895-, 896-, 897-, 898-, 899-, 900-, 901-, 902-, 903-, 904-, 905-, 906-, 907-, 908-, 909-, 910-, 911-, 912-, 913-, 914-, 915-, 916-, 917-, 918-, 919-, 920-, 921-, 922-, 923-, 924-, 925-, 926-, 927-, 928-, 929-, 930-, 931-, 932-, 933-, 934-, 935-, 936-, 937-, 938-, 939-, 940-, 941-, 942-, 943-, 944-, 945-, 946-, 947-, 948-, 949-, 950-, 951-, 952-, 953-, 954-, 955-, 956-, 957-, 958-, 959-, 960-, 961-, 962-, 963-, 964-, 965-, 966-, 967-, 968-, 969-, 970-, 971-, 972-, 973-, 974-, 975-, 976-, 977-, 978-, 979-, 980-, 981-, 982-, 983-, 984-, 985-, 986-, 987-, 988-, 989-, 990-, 991-, 992-, 993-, 994-, 995-, 996-, 997-, 998-, 999-, 1000-)

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

(a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

(j) P accountant or

accounting firm

(k) P lawyer or law firm

(l) P insurance company or

agency

(m) P pension consultant
(n) P real estate broker or dealer
Yes No

r G

- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

G C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

C G

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets.
c) Number and Street 1: Number and Street 2:
City: State. Country: ZIP+4/Postal Code.
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

C C

9. (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

C G

10 (b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

G C

12 Do you and the related person share the same physical location?

G C

1. Legal Name of Related Person-
BLACKROCK SPECIAL
OPPORTUNITIES GP, LLC

Primary Business Name of Related
Person: BLACKROCK SPECIAL
OPPORTUNITIES GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any)-

(b) CIK Number(s) (if any):

No Information Filed

5 Related Person is- (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) r registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(g) P futures commission merchant

(h) P banking or thrift institution

(i) P trust company

(j) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

P P

7. Are you and the related person under common control?

A A

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P A

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C (?)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

P P

12. Do you and the related person share the same physical location?

A P

1. Legal Name of Related Person-
LINCOLN PENSION PRIVATE EQUITY GP, LLC

2. Primary Business Name of Related
Person: LINCOLN PENSION
PRIVATE EQUITY GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Other

4. Related Person's

a) CRD Number (if any):

b) CIKNumber(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P ☒ major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant

(n) ☐ P real estate broker or dealer

(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ tv sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

☐ P ☐ P

7. Are you and the related person under common control?

☐ P ☐ P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

☐ P ☐ P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location or the related person's office responsible for custody of your clients' assets:

c) Number and Street 1.

Number and Street 2:

City:

State-

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box- ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐ P ☐ P.

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

☐ P ☐ P

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

☐ P ☐ P

12. Do you and the related person share the same physical location?

☐ P ☐ P

1. Legal Name of Related Person:

TANGO CAPITAL OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person

TANGO CAPITAL OPPORTUNITIES GP, LLC J ; 3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealerb) ☐ other investment adviser (including financial planners)c) ☐ registered municipal advisor

☐ ☐ ☐ (d) ☐ r ☐ registered ☐ security-based ☐ swap
dealer ☐ i ☐ (e) ☐ r ☐ major ☐ security-based
swap participant

(0) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)g) ☐ futures commission merchanth) ☐ banking or thriftinstitution 0) ☐ trust

company

0) ☐ accountant oraccounting firm (k) ☐ P

lawyer or law firm

(1) ☐ insurance

company or agency

(m) ☐ pension consultant(n) ☐ real estate broker or dealer(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investmentvehicles : (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Ye

6. Do you control or are you controlled by the related person?

p p

Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1.

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code.

If this address is a private residence, check this box- f~

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

^ p

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person:

TENNENBAUM SENIOR LOAN GP III, LLC

2. Primary Business Name of Related Person: TENNENBAUM SENIOR LOAN GP III, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is- (check all that apply)

- a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☒ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☒ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?
^ p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

8 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? p p

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1: Number and Street 2.
City State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) , if the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK CASCADE OPPORTUNITIES FUND (GENPAR), LLC

2. Primary Business Name of Related Person:

BLACKROCK CASCADE OPPORTUNITIES FUND (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

- a) CRD Number (if any).
- b) CIK Number(s) (if any)-

No Information Filed

- S. Related Person is: (check all that apply)
- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ I registered municipal advisor
- d) ☐ r* registered security-based swap dealer
- e) ☐ f~ major security-based swap participant
- (O) ☐ Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ f~ futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ Paccountant or accounting firm
- (k) ☐ I""lawyer or law firm
- (l) ☐ Pinsurance company or agency
- (m) ☐ Ppension consultant
- (n) ☐ Preal estate broker or dealer
- (o) ☐ Psponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

- 8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- c) Number and Street 1: Number and Street 2:
City State: Country' ZIP+4/Postal Code.
If this address is a private residence, check this box: ☐ P

9 (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷
C G~

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?
[^] p

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
HR US INFRA EQUITY (GENPAR), LLC

2. Primary Business Name of Related Person:
HR US INFRA EQUITY (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 86G-, 802-) or
Other

4. Related Person's
a) CRD Number (if any):
b) CIKNumber(s) (if any)-

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant '
(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
(j) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ r insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r r

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?⁷
☐ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

8. (P) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?⁷ p p

(C) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

Number and Street 1

City,

State

Number and Street 2-

Country

ZIP+4/Postal Code:

If this address is a private residence, check this box ☐ P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?⁷

p p

- (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?⁷

C G

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?⁷
☐ r

12 Do you and the related person share the same physical location?

1. Legal Name of Related Person:

AVIATION HOLDINGS III (GENPAR), LLC

2. Primary Business Name of

Related Person-AVIATION

HOLDINGS III (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866- 802-1107

Other

4. Related Person's

a) CRD Number (if any):

b) CLK Number(s) (if any):

No Information Filed

i 5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- h) ☐ ☐ trust company
- i) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

P P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2. ZIP+4/Postal Code:
City: State: Country:
If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P P

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?

P P

12. Do you and the related person share the same physical location?

P P

Legal Name of Related Person :

AVIATION HOLDINGS GENPAR, LLC

2 Primary Business Name of
Related Person: AVIATION
HOLDINGS GENPAR, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any)

b) CIKNumber(s) (if any):

No Information Filed

■ 5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (0) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ r real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? 7 Are you

and the related person under common control?

&. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1:	Number and Street 2-
City:	Country:
State:	ZIP+4/Postal Code:
If this address is a private residence, check this box. <input type="checkbox"/>	

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location?

Yes No

r rr

rr?rr

Yes No

r r

& rr?r

1. Legal Name of Related Person:

BLACKROCK NTR RENEWABLE POWER FUND (GENPAR), L.P

2. Primary Business Name of Related Person:

BLACKROCK NTR RENEWABLE POWER FUND

(GENPAR), L.P. 3 Related Person's SEC File Number (if any)

(e.g., 801-, 8-, 866-, 802-)

or

Other

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial

planners)

b) ¹ (c) f~ registered municipal

adviser

d) f~ registered security-based swap dealer

e) P major security-based swap participant

(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

0) P accountant or

- accounting firm
(k) P lawyer or law firm
(l) P insurance company
or agency
(m) r pension consultant \
(n) P real estate broker or
dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

" 6. Do you control or are you controlled by the related person?"

' 7. Are you and the related person under common control?

C (?.

;8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p .

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2.
City: State* Country. ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

p p

j (b) If the answer is yes, under what exemption?

: 10. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

; 11. Do you and the related person share any supervised persons?

p p

; 12. Do you and the related person share the same physical location?

p p

' 1. Legal Name of Related Person

BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED

. 2. Primary Business Name of Related Person-

BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any):

(*) CIK Number(s) (if any).

CIKNumber-Vy: '-

.;V.:v 1461626

■.t'Wl'

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ I" major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ r accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r a-

- (p) ☐ W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷.7. Are you and the related person under common control⁷

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

p (?)

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷
- b) maintained at the related person⁷
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: City State: Number and Street 2' Country ZIP+4/Postal Code.
- If this address is a private residence, check this box: ☐ P

9 (a) If the related person is an investment adviser, is it exempt from registration⁷

p p

- (b) If the answer is yes, under what exemption⁷ PARTICIPATING AFFILIATE

10. (a) Is the related person registered with a foreign financial regulatory authority⁷

p p

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
- | Name of Country/Entity | Country | Authority |
|------------------------|--|-----------|
| Australia | Australian Securities and Investments Commission | |

11 Do you and the related person share any supervised persons⁷

p p

12. Do you and the related person share the same physical location⁷

P p

1. Legal Name of Related Person-BLACKROCK POF IV (GP), LLC

2. Primary Business Name of Related Person BLACKROCK POF IV (GP), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any)
- b) CIK Number(s) (if any)

5. Related Person is- (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ P*trust company
- 0) ☐ I*accountant or accounting firm
- (k) ☐ f~lawyer or law firm
- (l) ☐ Vinsurance company or agency
- (m) ☐ Vpension consultant
- (n) ☐ f*real estate broker or dealer
- (o) ☐ Vsponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

- (p) ☐ Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- b) *maintained at the related person?*
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: .
- c) Number and Street 1- Number and Street 2-
City State- Country ZIP+4/Postal Code:
If this address is a private residence, check this box- f

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of
Related Person
BLACKROCK POF
II (GP), L P.

2. Primary Business Name of Related

Person. BLACKROCK POF II (GP),
L P.

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIKNumber(s) (irany):

No Information Filed

Related Person is. (check all that apply)

a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer

b) l~ other investment adviser (including financial planners)

c) l"" registered municipal advisor

d) l~ registered security-based swap dealer

e) P major security-based swap participant

f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P* futures commission merchant

h) P banking or thrift institution

(i) P trust company

(j) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C (•

7. Are you and the related person under common control?

/? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2- Country: ZIP+4/Postal Code:

City: If this address is a private residence, check this box: P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

f* p

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

c (7

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

(• C

12. Do you and the related person share the same physical location?

rz C

1 Legal Name of Related Person-

SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) II, LLC

2. Primary Business Name of Related Person.

SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) II, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4 Related Person's

(3) CRD Number (if any):

(p) CIK Number(s) (if any).

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- h) ☐ (i) trust company

- 0) ☐ "TM accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C (?)

7. Are you and the related person under common control?

(? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c f?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:
City: State: Country ZIP+4/Postal Code.
If this address is a private residence, check this box: ☐

■9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
C C

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷

C G~ .

10. (b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? ⁷
f? C

12. Do you and the related person share the same physical location? ⁷
f? C

■ 1. Legal Name of Related Person:

BLACKROCK BRASIL GESTORA DE INVESTTIMENTOS LTDA.

■ 2. Primary Business Name or Related Person:

BLACKROCK BRASIL GESTORA DE INVESTTIMENTOS LTDA.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) I"" broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) I" registered municipal advisor
- d) I~ registered security-based swap dealer
- e) P major security-based swap participant
- f) I™" commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) r rutures commission merchant
- h) I~ banking or thrift institution
- (i) I~ trust company
- (j) r accountant or accounting firm
- (k) V lawyer or law firm
- (l) r" insurance company or agency
- (m) F" pension consultant
- (n) V real estate broker or dealer
- (o) f~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?

Yes

r

No

< r

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2:
City: State: Country. ZIP+4/Postal Code:
If this address is a private residence, check this box- P

- 9 (a) If the related person is an investment adviser, is it exempt from registration?⁷
(b) If the answer is yes, under what exemption?⁷ FOREIGN
PRIVATE ADVISER

r r

Yes No

r r

10. (a) Is the related person registered with a foreign financial regulatory authority?⁷

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority⁷

Brazil - Securities and Exchange Commission

11. Do you and the related person share any supervised persons?⁷

12. Do you and the related person share the same physical location?⁷

1. Legal Name of Related Person.

CAPITOL HILL CO-INVESTMENT FUND (GENPAR), LLC

2. Primary Business Name of Related Person

CAPITOL HILL CO-INVESTMENT FUND (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g.,

801-, 8-, 866-, 802-) or

Other

4. Related Person's

- (a) CRD Number (if any):

- (b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- (a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
(b) ☐ P other investment adviser (including financial planners)
(c) ☐ P registered municipal advisor
(d) ☐ P registered security-based swap dealer
(e) ☐ P major security-based swap participant
(Q) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ P futures commission merchant
(h) ☐ P banking or thrift institution
(i) ☐ P trust company
(j) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ r insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

*Do you control or are you controlled by the related person?*⁷

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷
p (?)

- (b) If you are registering or registered with the SEC and you have answered "yes." to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

b) *independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are*

b) *maintained at the related person?*

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____
City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box: ☐ *P*

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
p C

9. (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?
p f?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. *Do you and the related person share any supervised persons?*
*(* C*

12. *Do you and the related person share the same physical location?*
r? C

1. *Legal Name of Related Person-*
BLACKROCK MEXICO INFRAESTRUCTURA III, S DE R L. DE CV.

2. *Primary Business Name of Related Person:*
BLACKROCK MEXICO INFRAESTRUCTURA III, S DE R.L. DE CV.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. *Related Person's*
(a) CRD Number (if any):
(b) CIK Number(s) (if any):
No Information Filed

5 Related Person is- (check all that apply)
a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
j) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. *Do you control or are you controlled by the related person?*
c (?)

7. *Are you and the related person under common control?*
*(* C*

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p f?

8. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p
independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

Yes No

rrrr

9. (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?
FOREIGN PRIVATE ADVISER

\ 10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ G c

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Cayman Islands - Cayman Islands Monetary Authority

11. Do you and the related person share any supervised persons?

pp.

12. Do you and the related person share the same physical location?

: 1. Legal Name of Related Person. BR OPPORTUNISTIC GP, LLC

'2 Primary Business Name or Related Person: BR OPPORTUNISTIC GP, LLC

■3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

(a) CRD Number (if any):

(b) CLK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) I- broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) f registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) I**banking or thrift institution
h) (OP trust company
h) (J)raccountant or accounting
firm
h) (k)r lawyer or law firm
h) (l)P insurance company or
agency
h) (m) P pension
consultant
h) (n)P real estate broker or
dealer
(o)P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r ff

- (p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

. 6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

' (c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets;

Number and Street 1:

City:

State"

Number and Street 2:

Country:

ZIP+4/Postal Code.

If this address is a private residence, check this box- P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

(a) (b)

Is the related person registered with a foreign financial regulatory authority?

If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

p p

12 Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:

TOPANGA PRIVATE
OPPORTUNITIES GP, LLC

2. Primary Business Name of Related

Person: TOPANGA PRIVATE
OPPORTUNITIES GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

- a) CRD Number (if any):
- b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
p p person?

7. Are you and the related person under common control? Yes No
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- d) Number and Street 1' Number and Street 2- ZIP+4/Postal Code:
City State: Country
If this address is a private residence, check this box: ☐

9- (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons? Yes No
p p

12. Do you and the related person share the same physical location? Yes No
p p

1. Legal Name of Related
Person-BLACKROCK
INTERNATIONAL

LIMITED

2. Primary Business Name of Related Person :
BLACKROCK INTERNATIONAL LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 802-, 866-, 802-) 801 - 51087
or
Other

4. Related Person's

a) CRD
b) CIK Number(s) (if any): []
CIK Numbciv&^:^^;:-Yg:*^i/^: ""V 1322981

5. Related Person is" (check all that apply)

- a) f" broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) f registered municipal advisor
- d) F~ registered security-based swap dealer
- e) i"" major security-based swap participant
- (O) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g) futures commission merchant
- (h) I~ banking or thrift institution
- (i) f~ trust company
- O) i"" accountant or accounting firm
- (k) I* lawyer or law firm
- (l) f~ insurance company or agency
- (m) r* pension consultant
- (n) f~ real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) f~ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

r f?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: f~

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

r r

Yes No

r (?)

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/Entity Name of Foreign Financial Regulatory Authority

South Korea	-	Financial Supervisory Service	United Kingdom - Financial Conduct Authority	Commission	/	Financial
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11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-

BLACKROCK ASSET MANAGEMENT INTERNATIONAL INC.

2. Primary Business Name of Related Person:

BLACKROCK ASSET MANAGEMENT
INTERNATIONAL INC.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) ____an_yy

11579406

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- h) (i) ☐ P trust company
- h) (j) ☐ P accountant or accounting firm
- h) (k) ☐ P lawyer or law firm
- h) (l) ☐ P insurance company or agency
- h) (m) ☐ P pension consultant
- h) (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r (?)

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

^ P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1 Number and Street 2-
City. State: Country: ZIP+4/Postal Code-

Yes No

r r

If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

U Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical

location?

1. Legal Name of Related Person
BR CO-INVESTMENT ALFA BETA
GP, LLC

2. Primary Business Name of
Related Person-BR CO-
INVESTMENT ALFA BETA GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-,

8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- 0) ☐ accountant or accounting firm

- (k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

■ 6. Do you control or are you controlled by the related person?

Yes No

r r?

■ 7. Are you and the related person under common control?

■ 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State: Number and Street 2. Country ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

r r?

r r

Yes No

r r

■ 10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

■ 11. Do you and the related person share any supervised persons? ■ 12. Do you and the related person share the same physical location?

r? r r r r

1. Legal Name of
Related
Person: POF
IV GP S.A.R.L.

■ 2. Primary Business Name of
Related Person: POF IV GP
S.A.R.L.

3. Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-)

Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)

No Information Filed

5 Related Person is (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners),
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or arc you controlled by the related person?

p ^

7 Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1- State Number and Street 2: Country: ZIP+4/Postal Code"
If this address is a private residence, check this box ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r r?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Legal Name of Related Person

Legal Name of Related Person:
BLACKROCK ASSET MANAGEMENT NORTH ASIA LIMITED

Primary Business Name of Related Person:
BLACKROCK ASSET MANAGEMENT NORTH
ASIA LIMITED

Related Person's SEC File Number (if any) (e.g., 801-866-, 802-) 801 - 77343

Related Person's

a) CRD Number
(if any)
165482

b) CIK Number(s) (if any)

No Information Filed

Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ r registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant
- n) ☐ r real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person? Are you and the related person under common control?

Yes No
r c?

(a) *Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?*

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*

c) *If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:*

c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

- a) If the related person is an investment adviser, is it exempt from registration?
b) If the answer is yes, under what exemption?

Yes No
r c?

- a) Is the related person registered with a foreign financial regulatory authority?
b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/Entity Name of

China, People's Republic of - China Securities Regulatory Commission
Hong Kong - Securities and Futures Commission
India - Securities and Exchange Board of India
Other - HONG KONG - SECURITIES AND FUTURES COMMISSION
South Korea - Financial Supervisory Commission / Financial Supervisory Service

Do you and the related person share any supervised persons?

Do you and the related person share the same physical location?

Legal Name of Related Person.

TOTAL ALTERNATIVES FUND (GENPAR), LLC

Primary Related ALTERNATIVES (GENPAR), LLC	Business Person.	Name	of TOTAL FUND
Related	Person's	SEC	File
866-, 802-) or Other	Number	(if any)	(e g , 801-, 8-,

Related Person's

- a) CRD Number (if any)
b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ P accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ P insurance company or agency
m) ☐ P pension consultant
n) ☐ P real estate broker or dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
7. Are you and the related person under common control?
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P
9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

Yes No
r r?

ra*rr

Yes No
r r

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person :
MIDDLE MARKET SENIOR FUND GP S.A.R.L
2. Primary Business Name of
Related Person. MIDDLE
MARKET SENIOR FUND
GP S.A.R.L
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Other

- 4 Related Person's
a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ r registered security-based swap dealer
e) ☐ P major security-based swap participant

|

- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ r* futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or accounting firm
k) ☐ P lawyer or law firm
l) ☐ r insurance company or agency
m) ☐ P pension consultant
n) ☐ P real estate broker or dealer
o) ☐ P~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
p p

7. Are you and the related person under common control?
p p,

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
b) *If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.*
c) Number and Street 1- Number and Street 2*
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- ☐ P

9- (a) if the related person is an investment adviser, is it exempt from registration?
p p

(b) If the answer is yes, under what exemption?

10. (a) is the related person registered with a foreign financial regulatory authority?
p p ■

10. (b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?
p p

12. Do you and the related person share the same physical location?
p p

1. Legal Name of
Related Person-
GCO LUX GP
SARL

2. Primary Business Name of
Related Person-GCO LUX GP
SARL

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866

-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ f other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- h) ☐ O ☐ P trust company
- i) ☐ P accountant or accounting firm
- (k) ☐ r lawyer or law firm

- £1) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ f~ real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) or pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

^ ^

7. Are you and the related person under common control? ^

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

r ^

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
- r r
- b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2- Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

^ r

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r C

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

(r C

12 Do you and the related person share the same physical location?
r r

1 Legal Name of Related Person:
BLACKROCK ERI PRIVATE OPPORTUNITIES GP S.A R L.

2 Primary Business Name of Related Person:
BLACKROCK ERI PRIVATE OPPORTUNITIES
GP S.A R L.

3 Related Person's SEC File Number (if any) (e g , 801-, 8-,
866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any)
b) CIK Number(s) (if any).

No Information Filed

5. Related Person is- (check all that apply)

- a) r broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) f~ registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(0) Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) l~ futures commission merchant
h) P banking or thrift institution
(i) P trust company
0) Paccountant or accounting firm
(k) Plawyer or law firm
(l) rinsurance company or agency
(m) Ppension consultant
(n) Preal estate broker or dealer
(o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person

■ 7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
c r r

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients'
assets:
c) Number and Street 1: Number and Street 2'
City State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box. l~"

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

■ 11. Do you and the related person share any supervised persons? ; 12. Do you and the related person share

the same physical location?

the same physical location?

City

City

1. Legal Name of Related Person.
BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.
2. Primary Business Name of Related Person. BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- (a) CRD Number (if any):

(b) CIK Number(s) (if any):

5. Related Person is: (check all that apply)
- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) ☐ other investment adviser (including financial planners)
 - c) ☐ registered municipal advisor
 - d) ☐ registered security-based swap dealer
 - e) ☐ major security-based swap participant
 - f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) ☐ futures commission merchant
 - h) ☐ banking or thrift institution
 - i) ☐ trust company
 - j) ☐ accountant or accounting firm
 - k) ☐ lawyer or law firm
 - l) ☐ insurance company or agency
 - m) ☐ pension consultant
 - n) ☐ real estate broker or dealer
 - o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 - p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- | | | | | | |
|---|------|-------|----------------------|---------|--------------------|
| Number and Street 1 | City | State | Number and Street 2: | Country | ZIP+4/Postal Code. |
| If this address is a private residence, check this box- P | | | | | |
9. (a) If the related person is an investment adviser, is it exempt from registration?
- (b) If the answer is yes, under what exemption?
- EXCLUDED FROM THE DEFINITION "INVESTMENT ADVISOR" BY VIRTUE OF BEING A BANK

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

r r r r

Yes No

Name of Country/Entity: ^

China, People's Republic of - China Securities Regulatory Commission

India - Securities and Exchange Board of India

United Kingdom - Financial Conduct Authority

11. Do you and the related person share any supervised persons? >

12. Do you and the related person share the same physical location?

1. Legal Name of
Related Person'
BLACKROCK NAF
FUND A GP, LLC

2 Primary Business Name of
Related Person'
BLACKROCK NAF FUND A
GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8
-, 866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or
thrift institution (f) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____
City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box: I~

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BIS NYC INFRASTRUCTURE EMERGING MANAGER OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person:

BIS NYC INFRASTRUCTURE EMERGING MANAGER OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4 Related Person's

a) CRD Number (if any):

b) CIKNumber(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) I*** broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) fTM registered municipal advisor
- d) f~ registered security-based swap dealer
- e) f~ major security-based swap participant
- f) f~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) f~ futures commission merchant
- h) I~ banking or thrift institution
- i) rTM trust company
- j) "~* accountant or accounting firm
- (k) P lawyer or law firm
- (l) I~ insurance company or agency
- (m) r~ pension consultant
- (n) real estate broker or dealer
- (o) r~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____

c) Number and Street 1: City: State: Number and Street 2: Country ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

P P

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ?

P G

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11 Do you and the related person share any supervised persons? 7

P P

12 Do you and the related person share the same physical location?

P P

1. Legal Name of Related Person:

BAA PRIVATE CAPITAL III (GENPAR), LLC

2. Primary Business Name of

Related Person: BAA PRIVATE
CAPITAL III (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any)-

b) CIKNumber(s) (if any).

No Information Filed

5. Related Person is (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- j) P accountant or accounting firm
- k) P lawyer or law firm
- l) P insurance company or agency
- m) P pension consultant
- n) P real estate broker or dealer
- o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

P P

7 Are you and the related person under common control? 7

P P

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? 7

P / *

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets
- c) Number and Street 1' City- State: Number and Street 2: Country. ZIP+4/Postal Code:
If this address is a private residence, check this box* P
9. (a) If the related person is an investment adviser, is it exempt from registration?
p p
9. (b) If the answer is yes, under what exemption?
10. (a) Is the related person registered with a foreign financial regulatory authority?
p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

- 1 Do you and the related person share any supervised persons?
- 2 Do you and the related person share the same physical location?

Legal Name of Related Person

BLACKROCK MCKINNEY OPPORTUNITIES GP, LLC

Primary Business Name of Related Person. BLACKROCK
MCKINNEY OPPORTUNITIES GP, LLC

Related Person's SEC File Number (if any) (e.g., 801-, S-, 866-, 802-)

or
Other

Related Person's

- a) CRD Number (if any)-
- b) CIK Number(s) (if any)-

No Information Filed

Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P~ futures commission merchant
- h) P~ banking or thrift institution
- i) P trust company
- j) P accountant or accounting firm
- k) P lawyer or law firm
- l) P insurance company or agency
- m) P pension consultant
- n) P real estate broker or dealer
- o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

Are you and the related person under common control?

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1: _____ Number and Street 2: _____
 City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
 If this address is a private residence, check this box: P _____

a) If the related person is an investment adviser, is it exempt from registration?

b) If the answer is yes, under what exemption⁷

. (a) Is the related person registered with a foreign financial regulatory authority ⁷ (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

. Do you and the related person share any supervised persons⁷

Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK (CHANNEL ISLANDS) LIMITED

2. Primary Business Name of Related Person. BLACKROCK (CHANNEL ISLANDS) LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

laKWumberⁱ

a) CRD Number (if any):

b) CIK Number(s) (if any)-

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ P other investment adviser (including financial planners)
 c) ☐ P registered municipal advisor
 d) ☐ P registered security-based swap dealer
 e) ☐ P major security-based swap participant
 (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ P futures commission merchant
 h) ☐ P banking or thrift institution
 (i) ☐ P trust company
 (0) ☐ P accountant or accounting firm
 (k) ☐ P lawyer or law firm
 (l) ☐ r insurance company or agency
 (m) ☐ P pension consultant
 (n) ☐ r real estate broker or dealer
 (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6- Do you control or are you controlled by the related person⁷
 p p

7 Are you and the related person under common control⁷
 ^ p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷
 p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: If this address is a private residence, check this box. P		Number and Street 2- Country.	ZIP+4/Postal Code:
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9 (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

'10- (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. jName of Counts/English Name of foreign Financial. Regulatory Auihgthy ■* ^kA&^^VV^^yj- v-y .-uft ?.y^i^^ jJersey - Jersey Financial Services Commission

Yes No

n~ r

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person: ■
BLACKROCK MASTER HEDGE FUND (GENPAR), LLC

, 2. Primary Business Name of Related Person.
BLACKROCK MASTER HEDGE FUND (GENPAR), LLC

;3. Related Persons SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-)

I

:4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

S. Related Person is: (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ~ other investment adviser (including financial planners)

c) P" registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

0) P accountant or accounting firm

(k) r lawyer or law firm

(l) P insurance company or agency

(m) r pension consultant

(n) P real estate broker or dealer

j (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

li (p) W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

!

Yes No

ii 6. Do you control or are you controlled by the related person?

p p

■7. Are you and the related person under common control?

p p

:8. (a) Does-the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

' (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

' (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

'

Number and Street 1 - Number and Street 2.
City. State. Country: ZIP+4/Postal Code.
If this address is a private residence, check this box: P

Yes No
(a) If the related person is an investment adviser, is it exempt from registration?

p P

(b) If the answer is yes, under what exemption?

(a) Is the related person registered with a foreign financial regulatory authority?

r10 p r?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

p P

12 Do you and the related person share the same physical location?

p P

1. Legal Name of Related Person.

OAK MARSH GLOBAL OPPORTUNITIES FUND
(GENPAR), LLC

Primary Business Name of Related Person-

OAK MARSH GLOBAL OPPORTUNITIES FUND (GENPAR), LLC
Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) I™ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) I™~ other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) I~ registered security-based swap dealer
- e) I™~ major security-based swap participant
- (0 F commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) I~ futures commission merchant
- h) I~ banking or thrift institution
- (i) f* trust company
- Q) P accountant or accounting firm
- (k) I~ lawyer or law firm
- (l) f™ insurance company or agency
- (m) I" pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

^, p

■\$. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

p P
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1. Number and Street 2nd
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: f~

Yes No
r r

- 9 (a) If the related person is an investment adviser, is it exempt from registration? (b)
If the answer is yes, under what exemption?"

10. (a) Is the related person registered with a foreign financial regulatory authority ?
C (+

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?
p p

- ' 12. Do you and the related person share the same physical location?

1 Legal Name of Related Person-

FM PRIVATE OPPORTUNITIES GP, LLC

2 Primary Business Name of Related Person: FM PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

- a) CRD Number (if any).
b) CIK Number(s) (if any):

5 Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) l~ major security-based swap participant
(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
h) 0) P trust
company
h) Q) P
accountant or accounting firm
h) (k) f~ lawyer or law firm
h) (l) P insurance company or agency
h) (m) P pension consultant
h) (n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No
r r?

- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

; 7. Are you and the related person under common control?

(+ C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

r- r?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(S)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2-
City: State: Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? <

c C

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

c (*)

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

f? c

12. Do you and the related person share the same physical location?

(* c

Legal Name of Related Person.

GLOBAL ENERGY & POWER INFRASTRUCTURE GP, L.P

2. Primary Business Name of Related Person:

GLOBAL ENERGY & POWER INFRASTRUCTURE GP, L.P

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person "s

(a) CRD Number (if any):

(b) CIK Number(s) (if any)-

5. Related Person is" (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) I- registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) I- banking or thrift institution
(i) P trust company
(j) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

Yes No

r a

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(0) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

(C) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1.

City

State.

Number and Street 2:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(t?) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

r r r

Yes No

r r

a- r a- r

1 Legal Name of
Related Person.
FUTURE
ADVISOR, INC

2 Primary Business Name of
Related Person : FUTURE
ADVISOR, INC

3 Related Person's SEC File Number (if any) (e.g , 801-, 8
-, 866-, 802-) 801 - 71929
or
Other

4 Related Person's

a) CRD

b) CIK Number(s) (if any)-

QK Number ■^tr^v - .

1556846 ~~~

uri^xity^ ^^^■

^rr.»V'4-^H- ^\;...;";-;:;:;V;V i-i.i-;■...*{■:KV

5 Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer

- (e) I~ major security-based swap participant
 (0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 (g) P futures commission merchant
 (h) P banking or thrift institution
 (i) r trust company
 (Q) P accountant or accounting firm
 (k) P lawyer or law firm
 (l) P insurance company or agency
 (m) P pension consultant
 (n) P real estate broker or dealer
 (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

r r?

7. Are you and the related person under common control?

(? c .

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c (?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
 b) maintained at the related person?
 c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 c) Number and Street 1: Number and Street 2.
 City: State. Country: ZIP+4/Postal Code:
 If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? c (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

c r r

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

f ? c

12. Do you and the related person share the same physical location?

c (*

Legal Name of Related Person:
 BLACKROCK FINANCIAL
 MANAGEMENT, INC

Primary
 Related
 Financial
 INC

Business

Person:

Name

of
 BLACKROCK
 MANAGEMENT,

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 -48433

Related Person's

- a) CRD Number
 (if any).
 10710S

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)
- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) ☐ other investment adviser (including financial planners)
 - c) ☐ registered municipal advisor
 - d) ☐ registered security-based swap dealer
 - e) ☐ major security-based swap participant
 - f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) ☐ futures commission merchant
 - h) ☐ banking or thrift institution
 - i) ☐ trust company
 - j) ☐ accountant or accounting firm

- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

Yes No

☐ ☐

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- (c) Number and Street 1" City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

☐ ☐ ☐ ☐

Yes No

☐ ☐

10. (a) Is the related person registered with a foreign financial regulatory authority?
- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- Name of Country/English Name of Foreign Financial Regulatory Authority*:
- Canada - Alberta Securities Commission
 - Canada - British Columbia Securities Commission
 - Canada - Manitoba Securities Commission
 - Canada - New Brunswick Securities Commission
 - Canada - Newfoundland and Labrador, Financial Services Regulation Division
 - Canada - Northwest Territories, Office of the Registrar of Securities
 - Canada - Nova Scotia Securities Commission
 - Canada - Nunavut, Registrar of Securities
 - Canada - Ontario Securities Commission
 - Canada - Prince Edward Island, Securities Office

Canada - Quebec, Financial Markets Authority
Canada - Saskatchewan Financial Services Commission
Canada - Yukon Territories, Registrar of Securities
Ireland - Central Bank of Ireland

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK ENERGY OPPORTUNITY FUND GP, LLC

2 Primary Business Name of Related Person.

BLACKROCK ENERGY OPPORTUNITY FUND GP, LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

4. Related Person's

(a) CRD Number (if any)-

(b) CLK Number(s) (if any)-

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ r major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- 0) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ r pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?
C fl*

7. Are you and the related person under common control?
f? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
c <?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State. Number and Street 2- Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration?

r C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?⁷
C ?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?
f? C

12 Do you and the related person share the same physical location?
f? C

1 Legal Name of Related Person:
BLACKROCK GLOBAL RENEWABLE POWER FUND II (UK
GENPAR) LLP

2. Primary Business Name of Related Person:

' BLACKROCK GLOBAL RENEWABLE POWER FUND II (UK
GENPAR) LLP 3. Related Person's SEC File Number (if any)
(e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ futures commission merchant

h) ☐ banking or thrift institution

(i) ☐ trust company

(j) ☐ accountant or accounting firm

(k) ☐ lawyer or law firm

(l) ☐ insurance company or agency

(m) ☐ pension consultant

(n) ☐ real estate broker or dealer

(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? ⁷ Are

you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1- City State: Number and Street 2- Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?
10. (a) *Is the related person registered with a foreign financial regulatory authority?*
(D) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Yes No
r r

r r? r r

Yes No
r r

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?
^ p

1. Legal Name of
Related Person.
FACULTAS FUND
2 (GENPAR), LLC

2 Primary Business Name of
Related Person: FACULTAS
FUND 2 (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 301-, 8
-, 866-, 802-) or
Other

4. *Related Person's*

- a) CRD Number (if any):
b) CIK Number(s) (if any).

No Information Filed

- 5 Related Person is: (check all that apply)
- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) ☐ other investment adviser (including financial planners)
 - c) ☐ registered municipal advisor
 - d) ☐ registered security-based swap dealer
 - e) ☐ major security-based swap participant
 - f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) ☐ futures commission merchant
 - h) ☐ banking or thrift institution
 - i) ☐ trust company
 - Q) ☐ accountant or accounting firm

- (k) P lawyer or law firm
(l) P insurance company or agency

- (m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

cf

7. Are you and the related person under common control?

f? C.

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

cf

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

c C

; (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

fr C

112. Do you and the related person share the same physical location?

fr c

11. Legal Name of Related Person.

I TENNENBAUM SPECIAL SITUATIONS MM IX, LLC

Primary Business Name of Related Person: TENNENBAUM SPECIAL SITUATIONS MM IX, LLC

13. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

14. Related Person's

- (a) CRD Number (if any).

(b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ r registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ 0) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ & sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

r rr

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person-
BLACKROCK PRIVATE EQUITY
WY, LLC

2. Primary Business Name of
Related Person: BLACKROCK
PRIVATE EQUITY WY, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5- Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- Q) ☐ P accountant or accounting firm
- (k) ☐ r lawyer or law firm
- (l) ☐ r insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
p p person?

7. Are you and the related person under common control? Yes No
p p person?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally

p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1-

City:

State.

Number and Street 2'

Country:

ZIP+4/Postal Code-

If this address is a private residence, check this box. F~

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
p C
9. (b) If the answer is yes, under what exemption?
10. (a) Is the related person registered with a foreign financial regulatory authority?
C fr ,
10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed
11. Do you and the related person share any supervised persons?
f? C
12. Do you and the related person share the same physical location?
f? C

1. Legal Name of
Related Person:
BLACKROCK RRR
(GENPAR), LLC

2. Primary Business Name of
Related Person
BLACKROCK RRR
(GENPAR), LLC
3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

4. Related Person's
- a) CRD Number (if any):
- b) CIK Number(s) (if any):
No Information Filed

5. Related Person is: (check all that apply)
- a) r broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) l" other investment adviser (including financial planners)
- c) f™ registered municipal advisor
- d) l~ registered security-based swap dealer
- e) r* major security-based swap participant
- (0 lcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) r banking or thrift institution
f r. ,
- 0) r~accountant or accounting firm
- (k) Vlawyer or law firm
- (l) Pinsurance company or agency
- (m)l"pension consultant
- (n) rreal estate broker or dealer
- (o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
7. Are you and the related person under common control?

Yes No

C ?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p G

- b) ir you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' Tunds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1. Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P

9. (a) IT the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

Legal Name of Related Person.
BLACKROCK CREDIT ALPHA (GENPAR), L.L.C.

Primary Business Name of Related
Person: BLACKROCK CREDIT
ALPHA (GENPAR), L.L.C.

3. Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any).
b) CIK Number(s) (if any)-.

No Information Filed

5 Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
i) P trust company
j) P accountant or accounting firm
k) P lawyer or law firm
l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
p p

7. Are you and the related person under common control? Yes No
p p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State' Country: ZIP+4/Postal Code

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p p

(b) If the answer is yes, under what exemption?

(a) (b)
Is the related person registered with a foreign financial regulatory authority?

If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location? Yes No
(i~ c)

1. Legal Name of
Related Person: BL
LEPUS GENPAR LLC

2. Primary Business Name of
Related Person: BL LEPUS
GENPAR LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) F~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) f~ registered security-based swap dealer
- e) (~ major security-based swap participant
- (0 f~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) ,
- g) l~ futures commission merchant
- h) f~ banking or thrift institution
- (i) f~ trust company ■
- 0) J~ accountant or accounting firm
- (k) l~ lawyer or law firm
- (l) r~ insurance company or agency

- (m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

c *

7. Are you and the related person under common control?

f T C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c <?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2: ZIP+4/Postal Code:
City: State: Country.
- If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

C C ■

- (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

f T C

12. Do you and the related person share the same physical location?

f ? C

1. Legal Name of Related Person.

BLACKROCK HOMESTEAD PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person.

BLACKROCK HOMESTEAD PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any)
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor

- d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
(j) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

(S. Do you control or are you controlled by the related person⁷? Are you and the related person under common control?

Yes No

P P

8- (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to events?
P P

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
b) *If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets'*

c) Number and Street 1* City. State' Number and Street 2. Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?
P P

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?⁷
P P

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
P P

12. Do you and the related person share the same physical location?
P P

¹ Legal Name or Related Person:

PORTFOLIO ADMINISTRATION &
MANAGEMENT LTD.

² Primary Business Name of Related Person

2. Primary Business Name of Related Person-
PORTFOLIO ADMINISTRATION &
MANAGEMENT LTD.

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ r^m registered municipal advisor
d) ☐ fTM registered security-based swap dealer
e) ☐ major security-based swap participant
(0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (9) ☐ P futures commission merchant
(h) ☐ P banking or thrift institution
(i) ☐ P trust company
0) ☐ P accountant or accounting firm (k) ☐ P lawyer or law firm (l) ☐ P insurance company or agency (m) ☐ P pension consultant
(n) ☐ r real estate broker or dealer ^
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ P^m sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

P P

7. Are you and the related person under common control?

P P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?*
b) maintained at the related person?
c) if you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.
c) Number and Street 1. Number and Street 2
City. State- Country: ZIP+4/Postal Code-
If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

(b) if the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C (*)

(b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?

P p

12. Do you and the related person share the same physical location?

P p

Legal Related Name	of Person-
BLACKROCK FUND ADVISORS	

2. Primary Business Name of Related
Person: BLACKROCK FUND
ADVISORS

, 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) 801 - 22609 or

Other

- a) CRD
Number
(if any).
105247
- b) CIK Number(s) (if any):
CIK Number 1006249
- ^
- ^P ^y>-^:£-iv-
- :', v...^I^M^^lii.ii^S^d!

5. Related Person is: (check, all that apply)
- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) P other investment adviser (including financial planners)
 - c) r~ registered municipal advisor
 - d) P registered security-based swap dealer
 - e) P major security-based swap participant
 - (O)Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) P futures commission merchant
 - h) P banking or thrift institution
 - (i) P trust company
 - (j)Paccountant or accounting firm
 - (k)Plawyer or law firm
 - (l)Pinsurance company or agency
 - (m)Ppension consultant
 - (n)Preal estate broker or dealer
 - (o)Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 - (p)Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles
- 6- Do you control or are you controlled by the related person? 7. Are you and the related person under common control?

Yes No
r c?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1.

Number and Street 2:

City:

State-

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority ■

India - Securities and Exchange Board of India

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-

BLACKROCK GLOBAL RENEWABLE POWER FUND III (GENPAR), LLC

2 Primary Business Name of Related Person-

BLACKROCK GLOBAL RENEWABLE POWER FUND III (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is- (check all that apply)

(5) broker-dealer, municipal securities dealer, or government securities broker or dealer

(b) other investment adviser (including financial planners)

(C) f-registered municipal advisor

d) P- registered security-based swap dealer

e) I- major security-based swap participant

f) r- commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) F- futures commission merchant

h) V banking or thrift institution

(i) V trust company

O) accountant or accounting firm

(k) lawyer or law firm

(l) insurance company or agency

(m) pension consultant

(h) f- real estate broker or dealer

(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

C fr

r? r r (7

(b) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? ⁷

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets •

c) Number and Street 1- Number and Street 2.
City, State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: I-"

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p .

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

P p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related

Person: NC GARNET
FUND (GENPAR), LLC

2. Primary Business Name of
Related Person. NC GARNET
FUND (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e g., 801-, 8-, 866

-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is- (check all that apply)

a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer

b) f~ other investment adviser (including financial planners)

c) f registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

(j) P accountant or accounting firm

(k) r lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

- (m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

■ 6 Do you control or are you controlled by the related person⁷ 7. Are you

and the related person under common control⁷

■ 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

Yes No

r a-

r a-r r

Yes No

r r

10. (a) Is the related person registered with a foreign financial regulatory authority? ☐ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11. *Do you and the related person share any supervised persons?*
^ ^

12. *Do you and the related person share the same physical location?*
^ ^

1. Legal Name of Related Person:
TFO PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of
Related Person: TFO
PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company

- j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p p

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2: ZIP+4/Postal Code:
City: State: Country:
If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person.

BLACKROCK ADVISORS
LLC

(UK) LIMITED

,2. Primary Business Name of
Related Person: BLACKROCK
ADVISORS (UK) LIMITED

Related Person's SEC File Number (if any) (e.g. , 801-, 8-,
866-, 802-) 802 - 76133

Related Person's

- a) CRD
Number
(if any)
162380
- b) CIK Number(s) (if any):
CIK Number C^V ^~^
10345S1

■ 5. Related Person is (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ r major security-based swap participant
- (0 ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ r banking or thrift institution '
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer

(o)

(p)

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

'6. Do you control or are you controlled by the related person? 7. Are you and the related person under common control?

Yes No

r r?

■ 8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: State: Number and Street 2.
City. Country: ZIP+4/Postal Code.
If this address is a private residence, check this box: P

9 (a) If the related person is an investment adviser, is it exempt from registration?

- (b) If the answer is yes, under what exemption?

PARTICIPATING AFFILIATE

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Yes No

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10. (a) Is the related person registered with a foreign financial regulatory authority?⁷

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name

China, People's Republic of - China Securities Regulatory Commission

Other - SAUDI ARABIA - CAPITAL MARKET AUTHORITY

South Korea - Financial Supervisory Commission / Financial Supervisory Service

United Kingdom - Financial Conduct Authority

11. Do you and the related person share any supervised persons?⁷

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person.

TENNENBAUM ENHANCED YIELD MM I, LLC

2. Primary Business Name of

Related Person:

TENNENBAUM

ENHANCED YIELD MM I,

LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or

Other

4. Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ P other investment adviser (including financial planners)

c) ☐ P registered municipal advisor

d) ☐ P registered security-based swap dealer

e) ☐ P major security-based swap participant

f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ P futures commission merchant

h) ☐ P banking or

thrift institution

h) ☐ P

trust company

Q) ☐ P accountant or accounting firm

(k) ☐ P lawyer or law firm

(l) ☐ P insurance company or agency

(m) ☐ r pension consultant

(n) ☐ r real estate broker or dealer

(o) ☐ f sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?⁷

7. Are you and the related person under common control?⁷

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally

p p

i independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination Tor your clients' funds or securities that are maintained at the related person⁷

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1: Number and Street 2.

City: State: Country ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration⁷

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(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons⁷

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12. Do you and the related person share the same physical location?

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■ 1. Legal Name of Related Person:

GLOBAL ENERGY 8i POWER
INFRASTRUCTURE GP II, L.P.

2. Primary Business Name of Related Person :

GLOBAL ENERGY 8i POWER
INFRASTRUCTURE GP II, L.P.

; 3 Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-)

4. Related Person's

(a) CRD Number (if any):

! (b) CIK Number(s) (if any):

No Information Filed

;5. Related Person is- (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

(j) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) r pension consultant

(n) r real estate broker or dealer

(o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

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Are you and the related person under common control?

8. ☐ a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- ☐ b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- ☐ c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- ☐ c) Number and Street 1: _____ State: _____ Number and Street 2: _____
City: _____ Country: _____ ZIP+4/Postaf Code- _____
If this address is a private residence, check this box: ☐ P

9. ☐ a) If the related person is an investment adviser, is it exempt from registration? Yes No

☐ b) If the answer is yes, under what exemption?

10. ☐ a) Is the related person registered with a foreign financial regulatory authority?

☐ r rr

10. ☐ b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. ☐ a) Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: BLACKROCK PRIVATE EQUITY AK, LLC

2. Primary Business Name of Related Person. BLACKROCK PRIVATE EQUITY AK, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802

-) or Other

4. Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)

No Information Filed

5 Related Person is (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant
- n) ☐ P real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) 17 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

Yes No

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r c r r

Number and Street 1
City State.
Number and Street 2.
Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: I~"

9 (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? 7

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? 7

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11. 12 Do you and the related person share the same physical location?

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1. Legal Name of
Related Person:
SVOF/MM, LLC,
SERIES G

2. Primary Business Name of Related Person:

SVOF/MM, LLC, SERIES G 3 Related Person's SEC File

Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) l~ other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) f~ registered security-based swap dealer
- e) f~ major security-based swap participant
- (0) l~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) f~ futures commission merchant
- h) F~ banking or thrift institution
- (i) l~ trust company
- (0) r~ accountant or accounting firm
- (k) f~ lawyer or law firm
- (l) r~ insurance company or agency
- (m) l~ pension consultant
- (n) f~ real estate broker or dealer
- (o) f~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

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(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

r r C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

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- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street V Number and Street 2:
City State: Country ZIP+4/Postal Code-
If this address is a private residence, check this box: f~

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

I. Legal Name of
Related Person-

CAMP BAY
FUND
(GENPAR), LLC

2. Primary Business Name of
Related Person: CAMP
BAY FUND (GENPAR),
LLC

3. Related Person's SEC File Number (if any) (e.g., 801-,

8-, 866-, 802-) or
Other

'4. Related Person's

- a) CRD Number (if any)-

- b) CIK Number(s) (if any).

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ f~ registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
Q) P accountant or accounting firm
£k) P lawyer or law firm
l) P insurance company or agency
m) P pension consultant
n) P real estate broker or dealer
o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

- | | |
|--|---------------------|
| c) Number and Street 1 | Number and Street 2 |
| City | Country. |
| State- | ZIP+4/PoStal Code. |
| If this address is a private residence, check this box. <input type="checkbox"/> | |

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

- (0) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

Yes No

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r rr rr

Yes No

r r

Do you and the related person share the same physical location?

Legal Name of Related
Person. ORANGE PEP GP,
LLC

Primary Business Name of Related
Person. ORANGE PEP GP, LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any)-

No Information Filed

Related Person is: (check all that apply)

- a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☒ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☒ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☒ banking or thrift institution
- i) ☐ trust company
- j) ☒ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☒ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☒ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?

p p.

Are you and the related person under common control?

p p

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- b) maintained at the related person?

- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

Number and Street 1: Number and Street 2.
City. State- Country: ZIP+4/Postal Code-
If this address is a private residence, check this box. P

Yes No

- a) If the related person is an investment adviser, is it exempt from registration?

p p

- b) If the answer is yes, under what exemption?

- a) is the related person registered with a foreign financial regulatory authority?

C (*

- b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

Do you and the related person share any supervised persons?

p p

Do you and the related person share the same physical location?

p p .

Legal	Name	of
Related		Person:
BLACKROCK	SONJ	II
GP, LLC		

- 2 Primary Business Name of
Related Person.
BLACKROCK SONJ II GP,
LLC

3. Related Person's SEC File Number (if any) (e g., 801-, 8

-, 866-, 802-) or
Other

- 4 Related Person's

- a) CRD Number (if any):

- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) r other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(O) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
h) O) r trust company
O) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency

- (m) Pension consultant
(n) Real estate broker or dealer
(o) Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:	Number and Street 2
City:	Country
State:	ZIP+4/Postal Code:
If this address is a private residence, check this box- P	

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location?

Yes No
r r?

r t r r r

Yes No
r r

r? r? r

1. Legal Name of Related Person:
MERCURY CARRY
COMPANY LIMITED

2. primary Business Name of Related Person.

MERCURY CARRY
COMPANY LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ f~ other investment adviser (including financial planners)
c) ☐ l" registered municipal advisor
d) ☐ l"" registered security-based swap dealer
e) ☐ P major security-based swap participant
(0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ r~ banking or thrift institution (0 ☐ P trust company)
(j) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ r insurance company or agency
(m) ☐ P pension consultant
(n) ☐ r real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
p p

7. Are you and the related person under common control?
(? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1* Number and Street 2*
City State Country: ZIP+4/Postal Code
If this address is a private residence, check this box ☐

9. (a) if the related person is an investment adviser, is it exempt from registration?
p (-

9. (b) if the answer is yes, under what exemption?

i 10 (a) Is the related person registered with a foreign financial regulatory authority?
C (*

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? c

12. Do you and the related person share the same physical location?
p p

1. Legal Name of Related
Person: BLACKROCK
LIFE LIMITED

2. Primary Business Name of
Related Person: BLACKROCK
LIFE LIMITED

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's
(a) CRD Number (if any)

(b) CIK Number(s) (if any)-

1549649 I

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(Q) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
o) ☐ P accountant or
accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or
agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or
dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r i?

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1" Number and Street 2-
City: State. Country: ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9 (a) If the related person is an investment adviser, is it exempt from registration?
p p

(b) If the answer is yes, under what exemption? FOREIGN INSURANCE COMPANY

10 (a) Is the related person registered with a foreign financial regulatory authority ?
p p

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
Name of Country/English Name of Foreign Financial Regulatory Authority
United Kingdom - Financial Conduct Authority
United Kingdom - Prudential Regulation Authority

11 Do you and the related person share any supervised persons?
p p

12. Do you and the related person share the same physical location?
p p

1 Legal Name of Related Person-
BAA CO-INVESTMENT FUND V (GENPAR), LLC

2. Primary Business Name of Related Person: BAA CO-INVESTMENT FUND V (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4 Related Person's
a) CRD Number (if any).
b) CIK Number(s) (if any).

No Information Filed

5 Related Person is (check all that apply)
a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) r registered security-based swap dealer
e) P major security-based swap participant
(OP) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
i) P trust company
O) P accountant or accounting firm
(k) P lawyer or law firm
i) (l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer

Yes No

r r r
; (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

■ 7. Are you and the related person under common control?
P C

*: 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p (*)

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person'

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: T

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p f

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:

LONG TERM PRIVATE CAPITAL
GP S.A R.L

2. Primary Business Name of Related Person:

LONG TERM PRIVATE CAPITAL
GP S.A R.L

3. Related Person's SEC File Number (if any) (eg , 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any).

b) CLK Number(s) (if any)

No Information Filed

Related Person is: (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ other investment adviser (including financial planners)

c) ☐ registered municipal advisor

d) ☐ registered security-based swap dealer

e) ☐ major security-based swap participant

f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ futures commission merchant

h) ☐ banking or thrift institution

i) ☐ trust company

j) ☐ accountant or accounting firm

k) ☐ lawyer or law firm

l) ☐ insurance company or agency

m) ☐ pension consultant

n) ☐ real estate broker or dealer

o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
7. Are you and the related person under common control?
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City. State. Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P
9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?
10. (a) Is the related person registered with a foreign financial regulatory authority?
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed
11. Do you and the related person share any supervised persons?
12. Do you and the related person share the same physical location?

Yes No
C r

r r r r r

Yes No
r r

Legal
of
Person:
BLACKROCK
DIVPEP
LLC

Name
Related

IV

2 Primary Business Name of
Related Person-
BLACKROCK DIVPEP IV
LLC

■ 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any):

No Information Filed

■ 5. Related Person is (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company

Q) ☐ accountant or accounting firm(k) ☐ lawyer or law firm(l) ☐ insurance company or agency(m) ☐ pension consultant(n) ☐ real estate broker or dealer(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
p p

7. Are you and the related person under common control? Yes No
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1: Number and Street 2-
City: State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11. Do you and the related person share any supervised persons? Yes No
p p

12. Do you and the related person share the same physical location? Yes No
p p

Legal Name of Related Person:
BLACKROCK REALTY ADVISORS INC

Primary Business Name of
Related Person: BLACKROCK
REALTY ADVISORS INC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 54217

Related Person's
a) CRD Number

- a) SEC Number
(if any):
109457
- b) CIK Number(s) (if any):
CIK Number:
1579407

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P" other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ r trust company
- o) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ r insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer

- (o) ☐ P" sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

p p

7. Are you and the related person under common control? Yes No

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- b) *maintained at the related person?*
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1- City: State: Number and Street 2*. Country ZIP+4/Postal Code:
- ir this address is a private residence, check this box: ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11. Do you and the related person share any supervised persons? Yes No

p p

12. Do you and the related person share the same physical location? Yes No

p p

¹ Legal Name of Related Person:
BLACKROCK GSA PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person. BLACKROCK GSA PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

4. *Related Person's*

- a) CRD Number (if any).
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

Yes No

C P

Are you and the related person under common control?

8. (a) *Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?*

- ☐ P
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: State- Number and Street 2.
City: Country: ZIP+4/Postal Code*
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐ P

9. (b) If the answer is yes, under what exemption⁷

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons⁷

P C

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person-
RED RIVER PRIVATE EQUITY III, LLC

2. Primary Business Name of
Related Person: RED RIVER
PRIVATE EQUITY III, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ r broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ r other investment adviser (including financial planners)
- c) ☐ r registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ r trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person⁷

7. Are you and the related person under common control⁷

P C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5J) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person⁷
- b) maintained at the related person⁷
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1
City: State: Number and Street 2
Country ZIP+4/Postal Code:
If true address is a private residence, check this box ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?
If not, why?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share the same physical location?
If not, why?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK INVESTMENT MANAGEMENT (KOREA) LIMITED

2. Primary Business Name of Related Person:

BLACKROCK INVESTMENT MANAGEMENT (KOREA) LIMITED 3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

^

1559919 -

5- Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or
accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or
agency
m) ☐ pension consultant
n) ☐ real estate broker or
dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

or

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

pp

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

pp

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2
City. State. Country:
If this address is a private residence, check this box- P ZIP+4/Postal Code:

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
P p

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority? (* C

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

[i m ^^

[South Korea - Financial Supervisory Commission / Financial Supervisory Service

11. Do you and the related person share any supervised persons? Yes No
P p

12. Do you and the related person share the same physical location? Yes No
P p

1. Legal Name of Related Person :
BLACKROCK ASSET MANAGEMENT DEUTSCHLAND AG

2. Primary Business Name of Related Person:
BLACKROCK ASSET MANAGEMENT
DEUTSCHLAND AG

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

1415064

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) r registered municipal advisor
- d) P registered security-based swap dealer
- e) r" major security-based swap participant
- f) f~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- j) P accountant or accounting firm
- (k) f~"lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
P p

7. Are you and the related person under common control? Yes No
P p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P
P

8. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

P
P

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: f

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
P P

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

11. Do you and the related person share any supervised persons? 12 Do you and the related person share the same physical location?

10 (a) Is the related person registered with a foreign financial regulatory authority? PC

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

Name of

Authority

Germany - German Federal Financial Supervisory Agency

PCCP

1. Legal Name of Related Person:

BLACKROCK US COMMERCIAL REAL ESTATE WHOLE LOAN FUND (GENPAR), LTD.

2. Primary Business Name of Related Person:

BLACKROCK US COMMERCIAL REAL ESTATE WHOLE LOAN FUND (GENPAR), LTD.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or

4. Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) r~ registered security-based swap dealer
- e) P major security-based swap participant
- (Q) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? ⁷ Are you

and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and¹ thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:	Number and Street 2.
City	Country
State:	ZIP+4/Postal Code
If this address is a private residence, check this box: P	

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer 15 yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

Yes No

C P

C P

C C

Yes No

I I

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: BLACKROCK EXECUTION SERVICES

2. Primary Business Name of Related Person: BLACKROCK EXECUTION SERVICES

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 8 -48719

or
Other

4 Related Person's

a) CRD Number (if any): 30428

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any) ■

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

(p) 17 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1 Number and Street 2.
City State. Country ZIP+4/Postal Code
If this address is a private residence, check this box ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?
p <-

12. Do you and the related person share the same physical location?
p /-

1. Legal Name of Related Person:

PRIVATE EQUITY PARTNERS GPLP VII, L.P.

2. Primary Business Name of
Related Person, PRIVATE
EQUITY PARTNERS GPLP VII,
L.P.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ P insurance company or agency
- m) ☐ P pension consultant
- n) ☐ P real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1.	Number and Street 2.	
City:	Country-	ZIP+4/Postal Code:
If this address is a private residence, check this box: <input type="checkbox"/> P		

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11 Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location?

1. Legal Name of Related Person:

ISHARES (DE) I INVESTMENTAKTIENGESSELLSCHAFT MIT TEILGESELLSCHAFTSVERMAGEN

2. Primary Business Name of Related Person:

(SHARES (DE) I INVESTMENTAKTIENGESSELLSCHAFT MIT TEILGESELLSCHAFTSVERMAGEN

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or

Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)

1512562

5- Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ F" registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or
accounting firm
k) ☐ P lawyer or law firm
l) ☐ P insurance company or
agency
m) ☐ P pension consultant
n) ☐ P real estate broker or
dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r r

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

^ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location or the related person's office responsible for custody of your clients' assets:

Number and Street 1: Number and Street 2:
City State- Country. ZIP+4/Postal Code-

Yes No

r r

If this address is a private residence, check this box ☐

9. (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption? PARTICIPATING AFFILIATE

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

r r C or

jName of Cotmtry/Eng Regulatory Authority
j Germany - German Federal Financial Supervisory Agency

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person

BLACKROCK HEARTLAND PRIVATE OPPORTUNITIES GP, LLC

2 Primary Business Name of Related Person

BLACKROCK HEARTLAND PRIVATE

BLACKROCK HARTLAND PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any).

(b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ ~ registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P Futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
Q) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

P P

7. Are you and the related person under common control?

P C- ■

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*
c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: T

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
P C

12. Do you and the related person share the same physical location?
P P

1. *Legal Name of Related Person:*
GLOBAL ENERGY & POWER INFRASTRUCTURE ADVISORS, L.L.C.

2. *Primary Business Name of Related Person*
GLOBAL ENERGY & POWER INFRASTRUCTURE ADVISORS, L.L.C.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. *Related Person's*

a) CRD Number (if any).

b) CIK Number(s) (if any).

No Information Filed

Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)

- c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P* commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ V futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or accounting firm
k) ☐ r lawyer or law firm
l) ☐ P insurance company or agency
m) ☐ P pension consultant
n) ☐ r real estate broker or dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

7. *Are you and the related person under common control?*

Yes No

r r r

r r r

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p
r r

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*

at the related person:

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City State* Number and Street 2. Country: ZIP+4/Postal Code.

Yes No

rr

If this address is a private residence, check this box: P

9. (a) Is the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ⁷ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

p P

12 Do you and the related person share the same physical location?

p r

1 Legal Name of Related

Person: FV GP, LLC

2. Primary Business Name of

Related Person: FV GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

A Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution

(i) P trust company

Q) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p)

P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?

p (?)

Are you and the related person under common control?

p p

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State. Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P

Yes No

a) If the related person is an investment adviser, is it exempt from registration? .

p p

b) If the answer is yes, under what exemption?

. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

. Do you and the related person share any supervised persons?

(* C

. Do you and the related person share the same physical location?

p. p

Legal Name of Related Person.

TCP DIRECT LENDING FUND VIII-A MM, LLC

Primary Business TCP Name DIRECT of Related
Person: FUND VIII^A MM, LLC LENDING

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- Q) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer

(o) P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P manager, general partner, managing member (or equivalent) of pooled investment vehicles

(P) ☐ sponsor, general partner, managing member (or equivalent) or pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

^ ^

7 Are you and the related person under common control?

^ r

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

r ^

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

r P independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

C'ty:

State-

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9 (a) If the related person is an investment adviser, is it exempt From registration?

P P

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

^ P

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-NMERB
SIERRA BLANCA GP, LLC,2. Primary Business Name of Related Person: NMERB
SIERRA BLANCA GP, LLC,3 Related Person's SEC File Number (if any) (e g , 801-, 8-,
866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealerb) ☐ other investment adviser (including financial planners)c) ☐ registered municipal advisord) ☐ registered security-based swap dealere) ☐ major security-based swap participant(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)g) ☐ futures commission merchanth) ☐ banking or thrift institution(i) ☐ trust companyj) ☐ accountant or accounting firm(k) ☐ lawyer or law firm(l) ☐ insurance company or agency(m) ☐ pension consultant

- (n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? Yes No
c ff , person?

7 Are you and the related person under common control? Yes No
--

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2-

City:

State:

Country.

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷ CP

! (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
!

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:
COIN PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of
Related Person. COIN PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or

Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ other Investment adviser (including financial planners)

c) ☐ registered municipal advisor

d) ☐ registered security-based swap dealer

e) ☐ major security-based swap participant

f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ futures commission merchant

- h) P banking or thrift institution
 (i) r trust company
 Q) P accountant or accounting firm
 (k) P lawyer or law firm
 (l) P insurance company or agency
 (m) P pension consultant
 (n) P real estate broker or dealer
 (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

p p

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? ~

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
 b) *maintained at the related person?*
 c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:
 City. State.
 If this address is a private residence, check this box: P

Number and Street 2:
 Country: ZIP+4/Postal Code.

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P r

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

P ^

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

^ P

12. Do you and the related person share the same physical location?

r

1. Legal Name of Related Person:
 BLACKROCK INVESTMENT
 MANAGEMENT, LLC

2. Primary Business Name of Related
 Person. BLACKROCK INVESTMENT
 MANAGEMENT, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
 866-, 802-) 801 - 56972 or
 Other

4. Related Person's

- a) CRD
 Number (if
 any): 108928
 b) CIK Number(s) (if any):

108928

108928

5. Related Person is* (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ f~ major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or
accounting firm
k) ☐ P lawyer or law firm
l) ☐ P insurance company or
agency
m) ☐ P pension consultant
n) ☐ P real estate broker or
dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r f?

c t?

£p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
(- C
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1*

Number and Street 2:

City:

State

Country:

. zip+4/Postal Code*

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? P

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person BLK 2019
EVERGREEN GP S.A R L.

2. Primary Business Name of Related Person : BLK
2019 EVERGREEN GP S.A R L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- b) ☐ (C) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ r major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ r banking or thrift institution
- (i) ☐ P trust company
- 0) accountant or accounting firm
- (k) lawyer or law firm
- (l) insurance company or agency
- (m) pension consultant
- (n) real estate broker or dealer
- (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection, with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8(a) above, provide the location of the related person's office responsible for custody of your clients' assets
- c) Number and Street 1: City State: Country: ZIP+4/Postal Code.
- Number and Street 2.
- If this address is a private residence, check this box: ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10- (a) Is the related person registered with a foreign financial regulatory authority?

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK PRIVATE EQUITY PRIMARIES 2021 (GENPAR), LLC

2. Primary Business Name of Related Person:

BLACKROCK PRIVATE EQUITY PRIMARIES 2021 (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866

-, 802-) or
Other

A. Related Person's

- a) CRD Number (if any):
- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ I~ registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- g) P futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- 0) r~ accountant or accounting firm
- (k) f~ lawyer or law firm
- (l) l"" insurance company or agency
- (m) F pension consultant
- (n) F real estate broker or dealer
- (o) F sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) l? sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p p

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1. Number and Street 2
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person'

BLACKROCK ASIA-PACIFIC PRIVATE CREDIT OPP FUND II (GENPAR) LLC

2. Primary Business Name or Related Person-
BLACKROCK ASIA-PACIFIC PRIVATE CREDIT OPP. FUND II (GENPAR) LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company
- j) ☐ accountant or accounting firm
- k) ☐ lawyer or law firm
- l) ☐ insurance company or agency
- m) ☐ pension consultant
- n) ☐ real estate broker or dealer
- o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State: Country: ZIP+4/Postal Code:
Number and Street 2:
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person :

BLACKROCK PRIVATE INCOME SOLUTIONS (GENPAR), LLC

2. Primary Business Name of Related Person. BLACKROCK PRIVATE INCOME SOLUTIONS (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant

- h) P banking or thrift institution
- h) £i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- £n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2:
City: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Yes No
f? r

r r r r

Yes No
r r

r r

I Legal Name of Related Person:

RED RIVER PRIVATE
EQUITY II, LLC

Primary Business Name of Related Person:

RED RIVER PRIVATE EQUITY II, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any).

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ I™ other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant

(0 ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) ☐ P futures commission merchant " (h) ☐ P banking or thrift institution (i) ☐ f~ trust company 0) ☐ r accountant or accounting firm (k) ☐ f~ lawyer or law firm (l) ☐ f™ insurance company or agency (m) ☐ r~ pension consultant (n) ☐ P real estate broker or dealer

- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

i 6. Do you control or are you controlled by the related person?

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'7. Are you and the related person under common controP

f? C

'8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally p P
- b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code-
If this address is a private residence, check this box- P

Yes No

19. (a) If the related person is an investment adviser, is it exempt from registration?

p C

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
P C

12. Do you and the related person share the same physical location?
p p

1. Legal Name of Related Person :
BLACKROCK MSV PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person
BLACKROCK MSV PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

if

p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

ts. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

pf

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

fp

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*

c) Number and Street 1: _____ Number and Street 2- _____
City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box* ☐

Yes No

9- (a) If the related person is an investment adviser, is it exempt from registration?

pf

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?
p ^

12 Do you and the related person share the same physical location?

1 Legal Name of Related Person-
1885 PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related
Person 1885 PRIVATE
OPPORTUNITIES GP, LLC

3 Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(O) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

p (*

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

(ii) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

; independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City:

State:

Number and Street 2*

Country.

ZIP+4/Postal Code:

If this address is a private residence, check this box. P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p.

(b) If the answer is yes, under what exemption?

'10. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

111. Do you and the related person share any supervised persons?

p p

112. Do you and the related person share the same physical location? - ,

(? r

1. Legal Name of Related Person:

BLK2018 CORE PRIVATE
EQUITY GP, LLC

2. Primary Business Name of

Related Person: BLK2018
CORE PRIVATE EQUITY GP,
LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ P other investment adviser (including financial planners)
 c) ☐ P registered municipal advisor
 d) ☐ P registered security-based swap dealer
 e) ☐ P major security-based swap participant
 (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ P futures commission merchant
 h) ☐ P banking or thrift institution
 (i) ☐ P trust company
 (j) ☐ I"" accountant or accounting firm
 (k) ☐ P lawyer or law firm
 (l) ☐ P insurance company or agency

(m) ☐ P pension consultant(n) ☐ P real estate broker or dealer

(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ P sponsor,
 general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

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7. Are you and the related person under common control?

p c

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c (?)

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
 (- p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets'

c) Number and Street 1: City: State: If this address is a private residence, check this box: P		Number and Street 2: Country: ZIP+4/Postal Code:	
		Yes No	

9. (a) If the related person is an investment adviser, is it exempt from registration?
c C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?
C <*

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11 Do you and the related person share any supervised persons?
p f

12 Do you and the related person share the same physical location?
p f

1. Legal Name of Related Person-
BLACKROCK PROPERTY FRANCE SARL

2. Primary Business Name of
Related Person. BLACKROCK
PROPERTY FRANCE SARL

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

Other

4. Related Person's
a) CRP Number (if any)

b) CIK Number(s) (if any)-
No Information Filed

5. Related Person is. (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

i) P trust company

j) P accountant or accounting firm

k) P lawyer or law firm

l) P insurance company or agency

m) P pension consultant

n) P real estate broker or dealer

o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

r p

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operational independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: *V*

9. (a) If the related person is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption? FOREIGN
PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
BV PE OPPORTUNITIES GP S.A R.L.

2. Primary Business Name of Related Person. BV PE
OPPORTUNITIES GP S.A R.L.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) Or
Other

4. Related Person's

a) CRD Number (if any);

b) CIK Number(s) (if any);

No Information Filed

Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (Q) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

Are you and the related person under common control?

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1: City State: Number and Street 2: Country: ZIP+4/Postal Code.
If this address is a private residence, check this box ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

per-

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

per

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered-

No Information Filed

11. Do you and the related person share any supervised persons?

per

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK GEMINI II PRIVATE OPPORTUNITIES GP, LLC,

2. Primary Business Name of Related Person:

BLACKROCK GEMINI II PRIVATE OPPORTUNITIES GP, LLC,

3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or Other

4. Related Person's

- a) CRD Number (if any):

- b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? 7 Are you and the related person under common control?

Yes No

r rr

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p
- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p*
- b) *independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are*
- b) *maintained at the related person?*
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets-
- c) Number and Street 1: State- Number and Street 2: ZIP+4/Postal Code'
City Country.
If this address is a private residence, check this box: P

9. (a) (b)

If the related person is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption'

Yes No

C C

10. (a) *Is the related person registered with a foreign financial regulatory authority ?*

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

:

No Information Filed

iii. *Do you and the related person share any supervised persons?*

; 12 Do you and the related person share the same physical location?

1. Legal Name of
Related Person.
BLACKROCK
HOF (GP), LLC,
2. Primary Business Name of
Related Person:
BLACKROCK HOF (GP),
LLC,

'3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)-

CIK Number(s) (if any)

No Information Filed

5. Related Person is: (check all that apply)

- 1 (a) ☐ F broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ F registered municipal advisor
d) ☐ F registered security-based swap dealer
e) ☐ P major security-based swap participant
(0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ r trust company
(0) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

p p

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

i (b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally

p independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1

City

State

Number and Street 2:

Country:

ZIP+4/Postal Code

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11. Do you and the related person share any supervised persons? 12 Do you and the related person share the same physical location?

P r p r

1 Legal Name of Related Person:

FAIR LANE INVESTMENT PARTNERS (GENPAR), LLC

2. Primary Business Name of Related Person.

FAIR LANE INVESTMENT PARTNERS (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or

Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

- 5 Related Person is- (check all that apply)
- (a) Pbroker-dealer, municipal securities dealer, or government securities broker or dealer
 - (P) Pother investment adviser (including financial planners)
 - (C) Pregistered municipal advisor
 - (d) f"registered security-based swap dealer
 - (e) Pmajor security-based swap participant
 - (O) Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) P futures commission merchant
 - h) r banking or thrift institution
 - (i) Ptrust company
 - Q) r accountant or accounting firm
 - (k) Plawyer or law firm
 - (l) Pinsurance company or agency
 - (m) Ppension consultant
 - (n) Preal estate broker or dealer
 - (o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

c P
c P

- (p) & sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your events' funds or securities that are maintained at the related person?

- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1: City State: Number and Street 2: Country. ZIP+4/Postal Code-

Yes No

c C

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11. Do you and the related person share any supervised persons?
p. p No Information Filed

12. Do you and the related person share the same physical location?
^ <-

1. Legal Name of Related Person
TOTAL ALTERNATIVES FUND (GENPAR) LLC

2 Primary Business Name of
Related Person: TOTAL
ALTERNATIVES FUND
(GENPAR) LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 866-, 802-) or
Other

4 Related Person's

4. Related Person(s)

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer

Yes No

ra

- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common controP

GC

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

pp

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
Number and Street 1: Number and Street 2:
City: State « Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

pp.

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person.

APO GLOBAL HEALTHCARE
GP S A R.L

Primary
Related
HEALTHCARE GP S A R.L.

Business
Person

Name
APO

of
GLOBAL

3 Related Person's SEC File Number (if any) (e g , 801-, 8

-, 866-, 802-) or
Other

4 *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ rother investment adviser (including financial planners)
- b) ☐ • (c)P registered municipal advisor
- d) ☐ F registered security-based swap dealer
- e) ☐ F major security-based swap participant
- f) ☐ t~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ Fbanking or thrift institution
- h) ☐ (OP trust company
- 0) Paccountant or accounting firm
- (k) Plawyer or law firm
- (l) Pinsurance company or agency
- (m)Ppension consultant
- (n) Preal estate broker or dealer
- (o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (P) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 *Do you control or are you controlled by the related person?*

7. *Are you and the related person under common control?*

8. (a) *Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?*

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*

c) *If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:*

c) Number and Street 1-	Number and Street 2-	
City:	Country:	ZIP+4/Postal Code:
If this address is a private residence, check this box. P		

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10 (a) *Is the related person registered with a foreign financial regulatory authority?*

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 *Do you and the related person share any supervised persons?*

12 Do you and the related person share the same physical location?

Yes No
r tr

r f? r r

Yes No
r r

e r

1. Legal Name of Related Person-
BLACKROCK OPERATIONS (LUXEMBOURG) SARL.
- 2 Primary Business Name of Related Person
BLACKROCK OPERATIONS (LUXEMBOURG) S.A R.L
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
or
Other

Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

No Information Filed

' 5 Related Person is: (check all that apply)

- (a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- i (b) P" other investment adviser (including financial planners)
- c) r™ registered municipal advisor
- d) f" registered security-based swap dealer
- e) P major security-based swap participant
- (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) l" futures commission merchant
- h) f™ banking or thrift institution
- (i) P trust company
- 0) P accountant or accounting firm
- (k) r lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer

Yes No

C P

- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

P C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally

P P

[independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

Number and Street 1:

Number and Street 2

City

State-

Country.

ZIP+4/Postal Code:

If this address is a private residence, check this box- P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

P P

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

P C

12. Do you and the related person share the same physical location?

C P

1. Legal Name of Related Person: BAA REAL ASSETS (GENPAR), LLC

2. Primary Business Name of Related Person: BAA REAL ASSETS (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

\$. Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) F registered municipal advisor
- d) P registered security-based swap dealer
- e) I major security-based swap participant
- (f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) F futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) F lawyer or law firm

- (l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

P P

7. Are you and the related person under common control?

P P

8- (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.
c) Number and Street 1. Number and Street 2:
City: State Country: ZIP+4/Postal Code.
If this address is a private residence, check this box P

Yes No

P P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical

location?

1. Legal Name of Related Person-BAA REAL ASSETS II (GENPAR), LLC

2. Primary Business Name of Related Person : BAA REAL ASSETS II (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

4 Related Person '\$

- a) CRD Number (if any)-
b) CIK Number(s) (if any)

No Information Filed

Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) r other investment adviser (including financial planners)
c) P registered municipal advisor

- d) ☐ P registered security-based swap dealer
 e) ☐ P major security-based swap participant
 (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ P futures commission merchant
 h) ☐ P banking or thrift

institution

- h) (i) ☐ P trust

company

- h) (j) ☐ P

accountant or accounting firm

- h) (k) ☐ P lawyer or

law firm

- h) (l) ☐ P insurance

company or agency

- 1 (m) ☐ r pension consultant

- (n) ☐ P real estate broker or dealer

- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p p

- *8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- ; (b) if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- i (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

Yes No

- .9. (a) If the related person is an investment adviser, is it exempt from registration?

P p

- (b) if the answer is yes, under what exemption?

:10. (a) is the related person registered with a foreign financial regulatory authority? CP

- (b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

■ No Information Filed

- i 11. Do you and the related person share any supervised persons?

p p

- : 12. Do you and the related person share the same physical location?

p p

** 1. Legal Name of Related Person:

BLACKROCK INVERWOOD PRIVATE OPPORTUNITIES GP, LLC

12. Primary Business Name of Related Person.

BLACKROCK INVERWOOD PRIVATE OPPORTUNITIES GP, LLC

! 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Other

4. Related Person's

- a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

15. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- i) ☐ trust company

- Q) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*

c) Number and Street 1: City, State, Country: ZIP+4/Postal Code:
Number and Street 2:
If this address is a private residence, check this box: ☐

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Yes No
r f?

r f? f f

Yes No
r r

1. Legal Name of Related Person-
MULTI-ALTERNATIVE OPPORTUNITIES FUND (GENPAR), LLC

2 Primary Business Name or Related Person:
MULTI-ALTERNATIVE OPPORTUNITIES FUND (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any);
b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ r registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ r commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ r banking or thrift institution"
i) ☐ P trust company
Q) ☐ P accountant or accounting firm
k) ☐ r lawyer or law firm
l) ☐ P insurance company or agency
m) ☐ P pension consultant
n) ☐ P real estate broker or dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?

: 7 Are you and the related person under common control?
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p P

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
maintained at the related person?

(c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

•[Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p C ■

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with
which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

P P

1. Legal Name of Related Person.

BLACKROCK DIVERSIFIED PRIVATE
OPPORTUNITIES GP, LLC

2 Primary Business Name of Related Person:

BLACKROCK DIVERSIFIED PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is: (check all that apply)

- (a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer ! (b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- 0) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

P P

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State: Number and Street 2-
City: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box" P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P P

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

11 Do you and the related person share any supervised persons?
^ p No Information Filed

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
TENNENBAUM SENIOR LOAN
GP II, LLC

2. Primary Business Name of
Related Person: TENNENBAUM
SENIOR LOAN GP II, LLC

3. Related Person's SEC File Number (if any) (e.g , 801-, 8-,
866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any).

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- Q) P accountant or
accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or
agency
- (m) P pension consultant
- (n) P real estate broker or
dealer
- (o) P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

CP

- (p) I* sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?
^ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

pp

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2.

City: State: Country ZIP+4/Postal Code:
 If this address is a private residence, check this box: f~

Yes No

a) If the related person is an investment adviser, is it exempt from registration?

p C

b) If the answer is yes, under what exemption?

0. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

1. Do you and the related person share any supervised persons?

p p

2. Do you and the related person share the same physical location?
 p p .

Legal Name of Related Person:

BLACKROCK SECONDARIES & LIQUIDITY SOLUTIONS
 (GENPAR), LLC Primary Business Name of Related
 Person :

BLACKROCK SECONDARIES & LIQUIDITY SOLUTIONS
 (GENPAR), LLC Related Person's SEC File Number (if any)
 (e g , 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) l~ other investment adviser (including financial planners)
- c) f" registered municipal advisor
- d) V registered security-based swap dealer
- e) f~ major security-based swap participant
- f) f™ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) r futures commission merchant
- h) r™ banking or thrift institution
- i) f" trust company
- 0) l'accountant or accounting firm
- (k) f™ lawyer or law firm
- (l) l"insurance company or agency
- (m) f~pension consultant
- (n) rreal estate broker or dealer
- (o) l'sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?
 p
 p

Are you and the related person under common control?
 p

p

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? pp
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? pp
- (c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets*
- | | | | |
|--|----------------------|--------------------|--|
| Number and Street 1: | Number and Street 2. | ZIP+4/Postal Code: | |
| City: | Country: | | |
| If this address is a private residence, check this box. I- | | | |
- | | | | | | | | | | | | | | |
|-----|----|-----|---------|--------|----|----|------------|----------|----|----|--------|------|-------------------------|
| a) | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | Yes No
registration? |
| p p | | | | | | | | | | | | | |
- b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-
COASTLINE FUND (GENPAR), LLC2 Primary Business Name of
Related Person:
COASTLINE FUND
(GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

(a) CRD
Number (if
any)

(b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- (a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) I- other investment adviser (including financial planners)
- (c) P registered municipal advisor
- (d) P registered security-based swap dealer
- (e) P major security-based swap participant
- (f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g) P futures commission merchant
- (h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(D) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.

Number and Street 1

City

State:

If this address is a private residence, check this box¹ P.

Number and Street 2:

Country:

ZIP+4/Postal Code

9. (a) If the related person is an investment adviser, is it exempt from registration? (p) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Yes No

r r r r

Yes No

r r

a- r

Legal Name of Related Person.

NEIL ENHANCED OPPORTUNITIES FUND (GENPAR), LLC

2. Primary Business Name of Related Person :

NEIL ENHANCED OPPORTUNITIES FUND (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIKNumber(s) (irany):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or accounting firm
k) ☐ P lawyer or law firm
l) ☐ P insurance company or agency
m) ☐ P pension consultant
n) ☐ P real estate broker or dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ P* sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C?

7. Are you and the related person under common control?

G C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c P*

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City: State: Country- ZIP+4/Postal Code:
If this address is a private residence, check this box- P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p r

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

c (*)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

(*) C

12. Do you and the related person share the same physical location?

r? C

1. *Legal Name of Related Person:*GLOBAL ENERGY & POWER INFRASTRUCTURE II
ADVISORS, L.L.C.

2. Primary Business Name of Related Person.

GLOBAL ENERGY & POWER INFRASTRUCTURE II ADVISORS, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is" (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ r major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ r insurance company or agency
- m) ☐ P pension consultant "
- n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r p

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p f

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

r- a

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(S)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State Number and Street 2. Country ZIP+4/Postal Code:
City: State
If this address is a private residence, check this box. P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P P

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

<~

1, Legal Name of Related Person
HIGH STREET GP, LLC

2 Primary Business Name of
Related Person HIGH STREET
GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or

Other

Related Person's

a) CRD Number (if any)-

b) dK Number's) (if any) ■

No Information Filed

Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p)
P ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?

P P

Are you and the related person under common control?

P P

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

P P

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code

If this address is a private residence, check this box- P

a) If the related person is an investment adviser, is it exempt from registration?

P P

b) If the answer is yes, under what exemption?

a) Is the related person registered with a foreign financial regulatory authority ⁷

b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

Do you and the related person share any supervised persons?

Do you and the related person share the same physical location?

Legal Name of Related Person-BLACKROCK DIVPEP V, LLC

Primary Business Name of Related Person. BLACKROCK DIVPEP V, LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check, all that apply)

- a) ☐ F" broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r a

- (p) ☐ P" sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

^ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your events' assets-
- c) Number and Street 1- Number and Street 2-
City: State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

p ^

r? r a c

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person-
BLACKROCK GEMINI PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person:
BLACKROCK GEMINI PRIVATE
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g , 801-, 8-,

866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any)-

No Information Filed

Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)

- c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift

institution

- h) ; (i) P

trust company

- (j) P accountant or accounting firm

i (k) P lawyer or law firm

- (l) P insurance company or agency

- (m) P pension consultant

- (n) P real estate broker or dealer

- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

■ 6. Do you control or are you controlled by the related person?

■ 7 Are you and the related person under common control?

p p

. 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets*

- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

City. '< If this address is a private residence, check this box: P	State.	Country.	ZIP+4/Postal Code.
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Yes No
registration⁷

9 (a) If the related person is an investment adviser, is it exempt from registration⁷

p p

(b) If the answer is yes, under what exemption⁷

10. (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

'11 Do you and the related person share any supervised persons?

p p

; 12 Do you and the related person share the same physical location⁷

p p

11 Legal Name of Related Person
NDSIB PRIVATE OPPORTUNITIES GP, LLC

12. Primary Business Name of
Related Person NDSIB
PRIVATE OPPORTUNITIES
GP, LLC

j 3 Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

14 Related Person's
a) CRD Number (if any):
b) CIK Number(s) (if any).

No Information Filed

[5. Related Person is: (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ other investment adviser (including financial planners)

c) ☐ registered municipal advisor

d) ☐ P registered security-based swap dealer

d) ☐ ; (e) ☐ P major security-based swap participant

(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ P futures commission merchant

h) ☐ P banking or thrift institution

(i) ☐ trust company

0) ☐ P accountant or accounting firm

(k) ☐ P lawyer or law firm

(l) ☐ P insurance company or agency

(m) ☐ P pension consultant

(n) ☐ P real estate broker or dealer

(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

p r

7. Are you and the related person under common control⁷

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally*
p p

b) *independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are*

b) *maintained at the related person?*

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code.

If this address is a private residence, check this box: P

9 (a) If the related person is an investment adviser, is it exempt from registration?
p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

f (•

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12 Do you and the related person share the same physical location? p p

1. Legal Name of Related Person-

BLACKROCK HAJAR PRIVATE
OPPORTUNITIES GP, LLC

2 Primary Business Name of Related Person:

BLACKROCK HAJAR PRIVATE
OPPORTUNITIES GP, LLC

3- Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any).

No Information Filed

5 Related Person is. (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) r other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift

institution

h) ☒ P trust

company

0) P accountant or accounting firm

(k) P lawyer or law firm

(l) P insurance company or agency

(m) P pension consultant

(n) P real estate broker or dealer

- (o) ☐ P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p P

7. Are you and the related person under common control?

p C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
p P
 b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 c) Number and Street 1: Number and Street 2:
 City: State' Country: ZIP+4/Postal Code:
 If this address is a private residence, check this box: ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p P

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

P C

12. Do you and the related person share the same physical location?

p C

1 Legal Name of Related Person-
PRIVATE EQUITY PARTNERS VII GP (US) L P.

2. Primary Business Name of Related Person: PRIVATE EQUITY PARTNERS VII GP (US) L.P.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any):
 b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ P other investment adviser (including financial planners)
 c) ☐ P registered municipal advisor
 d) ☐ P registered security-based swap dealer
 e) ☐ P major security-based swap participant
 (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ P futures commission merchant
 h) ☐ P banking or thrift institution
 (i) ☐ r trust company
 (j) ☐ P accountant or accounting firm
 (k) ☐ r lawyer or law firm
 (l) ☐ P insurance company or agency

- (m) ☐ Pension consultant.
(n) ☐ Real estate broker or dealer
(o) ☐ Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?
p p

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally
p p

¹ independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

Number and Street 1:

City:

State:

Number and Street 2:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with
which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
p p

12. Do you and the related person share the same physical location?
p p

1. Legal Name of Related Person-
BLK2020 PRIVATE OPPORTUNITIES GP, LLC

2 Primary Business Name of Related
Person: BLK2020 PRIVATE
OPPORTUNITIES GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

(a) CRD Number (if
any):

(b) CIK Number(s) (if any):

No Information Filed

S Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant

- h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ Accountant or accounting firm
(k) ☐ Lawyer or law firm
(l) ☐ Insurance company or agency
(m) ☐ Pension consultant
(n) ☐ Real estate broker or dealer
(o) ☐ Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

☐

- (p) ☐ Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? ☐

7 Are you and the related person under common control? ☐

☐

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? ☐

☐

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
b) *maintained at the related person?*
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

Number and Street 1:

City: State:

If this address is a private residence, check this box: ☐

Number and Street 2: Country:

9. (3) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?
10. (a) Is the related person registered with a foreign financial regulatory authority?
(b) If the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.
No Information Filed
11. Do you and the related person share any supervised persons?
- 12 Do you and the related person share the same physical location?

1. Legal Name of Related Person:
BIS BRAZOS INFRASTRUCTURE GP, LLC

2. Primary Business Name of Related Person: BIS
BRAZOS INFRASTRUCTURE GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's

- a) CRD Number (if any):
b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- g) ☐ P Tutures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- Q) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1.

Number and Street 2

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: T

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

■ 11. Do you and the related person share any supervised

persons? . 12 Do you and the related person share the same

physical location?

1. Legal Name of Related Person-

0AA CUSTOM PARTNERSHIPS (GENPAR), LLC

2. Primary Business Name of Related

Person: BAA CUSTOM

PARTNERSHIPS (GENPAR), LLC

3. Related Person's SEC File Number (irany) (e.g., 801-, 8-,

866-, 802-) or

Other

4. delated Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

'5. Related Person is: (check all that apply)

a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ P other investment adviser (including financial planners)

c) ☐ P registered municipal advisor

d) ☐ P registered security-based swap dealer

e) ☐ P major security-based swap participant

(0 ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ P futures commission merchant

h) ☐ P banking or thrift institution

(i) ☐ P trust company

(j) ☐ r accountant or accounting firm

(k) ☐ P lawyer or law firm

- (l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(0) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

(• r

- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

^ p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets¹
c) Number and Street 1. Number and Street 2-
City State- Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9 (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p r

- (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? CP (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons? p p

/

12 Do you and the related person share the same physical location? p p

1. Legal Name of Related Person.
1SHARES DELAWARE TRUST SPONSOR LLC

; 2. Primary Business Name of
Related Person. ISHARES
DELAWARE TRUST
SPONSOR LLC

3 Related Person's SEC File Number (if any) (e g , 801-, 8-,
866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any).
- b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f" other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) f~ registered security-based swap dealer
- e) l"" major security-based swap participant
- f) F" commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) l~" futures commission merchant
- h) r~ banking or thrift

institution (O f" trust
company

O) ,f~ accountant or accounting firm (k) r~ lawyer or law firm (l) l" insurance company or agency (m) f™
pension consultant (n) f~ real estate broker or dealer [(o) r* sponsor or syndicator of limited partnerships
(or equivalent), excluding pooled investment vehicles (p) r~ sponsor, general partner, managing member (or
equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

r- p

7 Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?*

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

City

State:

Country.

ZIP+4/Postal Code-

.; If this address is a private residence, check this box: l~*

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

j

; 10 (a) Is the related person registered with a foreign financial regulatory authority? CP

(b) If the answer is yes, list the name and country, in English of each foreign Financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

Legal Name of Related Person-

BAA PRIVATE CAPITAL 2002 (GENPAR), LLC

2. Primary Business Name of
Related Person BAA PRIVATE

CAPITAL 2002 (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ F other investment adviser (including financial planners)
- c) ☐ F registered municipal advisor
- d) ☐ r registered security-based swap dealer
- e) ☐ F major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ r~ banking or thrift institution
- i) ☐ f trust company
- j) ☐ F accountant or accounting firm
- k) ☐ F lawyer or law firm
- *(l) ☐ f insurance company or agency
- (m) ☐ F pension consultant
- (n) ☐ F real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

7. *Are you and the related person under common control?*

8. (a) *Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?*

b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1-	Number and Street 2.
City:	Country:
State.	ZIP+4/Postal Code:
If this address is a private residence, check this box. <input type="checkbox"/> P	

9. (a) If the related person is an investment adviser, is it exempt from registration? ☐ (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ⁷

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered-

No Information Filed

11 *Do you and the related person share any supervised persons?*

12 *Do you and the related person share the same physical location?*⁷

Yes No

r r?

r r

Yes No

r r

1. Legal Name of Related Person.
BLACKROCK ASSET MANAGEMENT IRELAND LIMITED

2. Primary Business Name of Related Person-
BLACKROCK ASSET MANAGEMENT IRELAND LIMITED

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-)

or
Other

4. Related Person's
a) CRD Number (if any).
b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)
a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) I" registered security-based swap dealer
e) P major security-based swap participant
(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
(i) f~ trust company
(j) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) r pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p (?)

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2:
City State- Country. ZIP+4/Postal Code:
If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p p

- (b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

NamelfCouinVy/Ehg^bifr

Ireland - Central Bank of Ireland

[United Kingdom - Financial Conduct Authority

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11. Do you and the related person share any supervised persons? Yes No

p p

12. Do you and the related person share the same physical location? Yes No

p p

Legal Name of Related Person:

BLACKROCK ASSET MANAGEMENT CANADA LIMITED / GESTION D'ACTIFS BLK

Primary Business Name of Related

Person: BLACKROCK ASSET

MANAGEMENT CANADA LIMITED

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 802 - 76230

4 Related Person's

- a) CRD Number (if any)- 162262
- b) CIK Number(s) (if any)- aK NumberV f v^r^-. vj;H-y;-:- rj^---.j. ^: ^ ^ ^ VY.f--f^b;^ 1050459

5. Related Person is- (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- Q) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm

- (l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

& Do you control or are you controlled by the related person?

Yes No

ra-

7 Are you and the related person under common control?

8- (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

(c) Number and Street 1: Number and Street 2
City. State- Country ZIP+4/Postal Code
If this address is a private residence, check this box. P

9 (a) If the related person is an investment adviser, is it exempt from registration?

- (b) If the answer is yes, under what exemption? PRIVATE
FUND ADVISER

ro~

rr

Yes No

<7r

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Name of Country/English Name of

Country/English Name of

Canada - Alberta Securities Commission
Canada - British Columbia Securities Commission
Canada - Manitoba Securities Commission
Canada - New Brunswick Securities Commission
Canada - Newfoundland and Labrador, Financial Services Regulation Division
Canada - Northwest Territories, Office of the Registrar of Securities
Canada - Nova Scotia Securities Commission
Canada - Nunavut, Registrar of Securities
Canada - Ontario Securities Commission
Canada - Prince Edward Island, Securities Office
Canada - Quebec, Financial Markets Authority
Canada - Saskatchewan Financial Services Commission

Canada - Yukon Territories, Registrar of
Securities 11 Do you and the related person share any
supervised persons?

12. Do you and the related person share the same physical location?

Legal Name of Related Person-
BLACKROCK MEXICO INFRAESTRUCTURA II, S DE R.L. DE CV

2. Primary Business Name of Related Person:
BLACKROCK MEXICO INFRAESTRUCTURA II, S. DE R L DE CV.

.3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 8Q2-)

or
Other

;4. Related Person's '

a) CRD Number (ir any):

b) CIK Number(s) (if any):

No Information Filed

: 5. Related Person is: (check all that apply)

- a) ☐ F broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ F other investment adviser (including financial planners) (C) ☐ F registered municipal advisor
d) ☐ F registered security-based swap dealer
e) ☐ I" major security-based swap participant
(0) ☐ F commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(9) ☐ F futures commission merchant
(h) ☐ P banking or thrift institution
(i) ☐ I" trust company
(0) ☐ F accountant or accounting firm
(k) ☐ P lawyer or law firm I (l)

P insurance company or agency

(m) ☐ P pension consultant

(h) ☐ P real estate broker or dealer : (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

i 6. Do you control or are you controlled by the related person?

p p

17. Are you and the related person under common control? x

f? P

i 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p

i independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City.

State

Number and Street 2.

Country

ZIP+4/Postal Code:

If this address is a private residence, check this box- P

Yes No

■9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

(b) If the answer is yes, under what exemption?

' 10. (a) Is the related person registered with a foreign financial regulatory authority ?
r f?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

'11. Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related Person:

TCP DIRECT LENDING MM
VIII-S, LLC

Primary Related Person	Business Person	Name TCP	of DIRECT
LENDING MM VIII-S, LLC			

3. Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-,

802-) or
Other

4 Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is* (check all that apply)

- a) ☐ r broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ r*commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ f~ futures commission merchant
- h) ☐ Pbanking or thrift institution
- h) ☐ (OP trust company
- h) ☐ Q)P accountant or accounting firm
- h) ☐ (k)Plawyer or law firm
- h) ☐ (l)r insurance company or agency
- h) ☐ (m) P pension consultant
- h) ☐ (n)P real estate broker or dealer
- (o) ☐ Psponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r a-
r t?

(p) ☐ Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1. Number and Street 2-
City: State*, Country, ZIP+4/Postal Code.
If this address is a private residence, check this box: P

Yes No

r r

9- (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority? ⁷

C (7

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?⁷

^ P

12. Do you and the related person share the same physical location?

^ f.

1 Legal Name of Related Person CO-
INVESTMENT INCOME FUND
(GENPAR), LLC

2 Primary Business Name of Related Person
CO-INVESTMENT INCOME FUND
(GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ f~ banking or thrift institution
- (i) ☐ P trust company
- 0) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person? p

7. Are you and the related person under common control? ' p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? p (*)

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

City: State: Country: ZIP+4/Postal Code-
Number and Street 1: Number and Street 2:
If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? ' p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? " p p

12. Do you and the related person share the same physical location? p p

1. Legal Name of Related Person:
BLACKROCK CAPITAL INVESTMENT ADVISORS, LLC

2. Primary Business Name of Related Person. BLACKROCK CAPITAL INVESTMENT ADVISORS, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 112118
or
Other

4. Related Person's

- a) CRD Number
(if any):
290336
b) CIK Number(s) (if any)
CIK Number(s) (if any):

5. Related Person is- (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) I" registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(OP)commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
(i) P trust company
(j)Paccountant or accounting firm
(k)Plawyer or law firm

(k) lawyer or law firm

(l) Insurance company or agency

(m) Pension consultant

(n) Real estate broker or dealer

(o) Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8- (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1:

Number and Street 2:

City.

State-

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box. P

9- (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

Yes No

r r

r? r

r a c r

Yes No

r r

1. Legal Name of Related Person-
EMPIREPM B 2017-10 (GENPAR), LLC

2 Primary Business Name of
Related Person
EMPIREPM B 2017-10
(GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any).

No Information Filed

Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer

- (e) ☐ P major security-based swap participant
(f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
h) ☐ O) P trust company
h) ☐ O) P accountant or accounting firm
h) ☐ (k) P lawyer or law firm
h) ☐ (l) P insurance company or agency
h) ☐ (m) P pension consultant
h) ☐ (n) P real estate broker or dealer
(o) ☐ r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
(p) ☐ I* sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

Are you and the related person under common control?

P P

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- P

Yes No

a) If the related person is an investment adviser, is it exempt from registration?

P P

b) if the answer is yes, under what exemption?

■ (a) Is the related person registered with a foreign financial regulatory authority?

P P

(b) if the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is registered.

No Information Filed

Do you and the related person share any supervised persons?

P P

. Do you and the related person share the same physical location? 1

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Legal Name of Related Person:
SVOF/MM, LLC

Primary Business Name of Related
Person. SVOF/MM, LLC

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
801 - 63473
or
Other

Related Person's

- a) CRD Number (if
any)-132205
b) CIK Number(s) (if any):

No Information Filed

Related Person is. (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift
institution
h) ☐ (OP) trust company
0) ☐ accountant or accounting firm

- (k) ☐ Lawyer or law firm
(l) ☐ Vinsurance company or agency
(m) ☐ Pension consultant
(n) ☐ Real estate broker or dealer
(o) ☐ Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

rr r

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your events' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State. Country ZIP+4/Postal Code-
If this address is a private residence, check this box- ☐ P .

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the
answer is yes, under what exemption?

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Yes No

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10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

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Ireland - Central Bank of Ireland

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person¹

BLACKROCK DIRECT LENDING IX GP, LLC

2 Primary Business Name of

Related Person:

BLACKROCK DIRECT

LENDING IX GP, LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

or

Other

4 Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- 0) ☐ r accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles ,

(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?

Yes No

r c?

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (-

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

assets:			
c)	Number and Street 1: City: If this address is a private residence, check this box: P	Number and Street 2: Country:	ZIP+4/Postal Code:
			Yes No
9.	(a)	If the related person is an investment adviser, is it exempt from	registration?
c C			
* (b) If the answer is yes, under what exemption?			
10.	(a)	Is the related person registered with a foreign financial regulatory authority	?
C (7			
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.			
No Information Filed			
11.	Do	you and the related person share any supervised	persons?
(7 c			
12.	Do	you and the related person share the same physical	location?
(7 C			
Legal of Person: GAIA (GENPAR), LLC		Name Related BAA IMC	
■ 2. Primary Business Name of Related Person: BAA GAIA IMC (GENPAR), LLC			
13. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
4. Related Person's			
a) CRD Number (if any):			
b) CIK Number(s) (if any)-			
No Information Filed			
15 Related Person is. (check all that apply)			
'< (a) P broker-dealer, municipal securities dealer, or government securities broker or dealer			
b) P other investment adviser (including financial planners)			
c) P registered municipal advisor			
d) P registered security-based swap dealer			
e) P major security-based swap participant			
(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
g) P futures commission merchant			
h) P banking or thrift institution			
(i) P trust company			
0) P accountant or accounting firm			
(k) P lawyer or law firm			
(l) P insurance company or agency			
(m) P pension consultant			
(n) P real estate broker or dealer			
(o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment			
vehicles (p) W sponsor, general partner, managing member (or equivalent) of pooled investment			
vehicles			
			Yes No
6.	Do	you control or are you controlled by the related	person?
c (7			
Are you and the related person under common control?			

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1: Number and Street 2"
City: State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r f?

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

P p

12. Do you and the related person share the same physical location?

P p

1. Legal Name of Related Person:

BAA CO-INVESTMENT FUND III (GENPAR), LLC

2 Primary Business Name of Related Person.

BAA CO-INVESTMENT FUND III (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,

802-) or
Other

4 Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any)-

No Information Filed

5 Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
(i) P trust company
(j) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent)) excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

p ^

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:

City: State: Country: ZIP+4/Postal Code:

IT this address is a private residence, check this box- P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

p C

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

C f?

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person.

SULLIVAN WAY PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person:

SULLIVAN WAY PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution (0 ☐ trust company)
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm

- (l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- | | | | |
|-------------------------------|---|---------------------------------|--------------------|
| Number and Street 1-
City: | State-
If this address is a private residence, check this box <input type="checkbox"/> | Number and Street 2.
Country | ZIP+4/Postal Code: |
|-------------------------------|---|---------------------------------|--------------------|

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p?

- (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
- No Information Filed

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

Legal Name of Related Person-

ORANGE 2015 DISLOCREDIT FUND (GENPAR), LLC

2. Primary Business Name of Related Person

-ORANGE 2015 DISLOCREDIT FUND
(GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any).
- b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution

- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

P P

6 7. Are you and the related person under common control?

P P

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) *If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- b) *If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.*
- c) *Number and Street 1* *Number and Street 2:*
City State- Country ZIP+4/Postal Code.
If this address is a private residence, check this box. ☐ P

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P P

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

P P

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

P P

12 Do you and the related person share the same physical location?

1. *Legal Name of Related Person:*
BLACKROCK PRIVATE EQUITY NM II, LLC

2. *Primary Business Name of Related Person :* BLACKROCK PRIVATE EQUITY NM II, LLC

3. *Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other*

4. *Related Person's*

a) *CRD Number (if any):*

b) *CIK Number(s) (if any):*

No Information Filed

5. *Related Person is: (check all that apply)*

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)

- c) ☐ P registered municipal advisor
d) ☐ ☐ registered security-based swap dealer
e) ☐ ☐ major security-based swap participant
(f) ☐ ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ ☐ futures commission merchant
h) ☐ ☐ banking or thrift institution
(i) ☐ ☐ trust company
j) ☐ ☐ accountant or
accounting firm
(k) ☐ ☐ lawyer or law firm
(l) ☐ ☐ Insurance company or
agency
(m) ☐ ☐ pension consultant
(n) ☐ ☐ real estate broker or
dealer
(o) ☐ ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

- r ?
(p) ☐ W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

p c

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p f?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2
City: State: Country: ZIP+4/Postal Code¹
If this address is a private residence, check this box. ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?
p c

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
BLACKROCK SECURITIZED INVESTORS
(GENPAR), LLC

Primary Business Name of Related
Person-BLACKROCK SECURITIZED
INVESTORS (GENPAR), LLC

*3. Related Person's SEC File Number (if any) (e.g., 801-, 8

-, 866-, 802-) or

Other

4 Related Person's

- a) CRD Number (if any).
- b) CIK Number(s) (if any).

No Information Filed

5. Related Person is. (check all that apply)

- a) ☐ F broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ r pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination of your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City, State Number and Street 2: Country ZIP+4/Postal Code:

If this address is a private residence, check this box. ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (f) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

Yes No
C F

r a r r

Yes No

r r

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person :
BLACKROCK INVESTMENT MANAGEMENT (DUBLIN) LIMITED

2. Primary Business Name of Related Person-BLACKROCK INVESTMENT MANAGEMENT (DUBLIN) LIMITED

3. Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)

or

Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ I" registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- h) (i) ☐ P trust company
- h) (j) ☐ P accountant or accounting firm
- h) (k) ☐ P lawyer or law firm
- h) (l) ☐ P insurance company or agency
- h) (m) ☐ P pension consultant
- h) (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

(p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

6. 7 Are you and the related person under common control?

rr f

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(- p

b) if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2.
City: State* Country: ZIP+4/Postal Code-
If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p p

(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10 (a) Is the related person registered with a foreign financial regulatory authority? <? C

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

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| Ireland - Central Bank of Ireland
j

11 Do you and the related person share any supervised persons? p c

12. Do you and the related person share the same physical location? c f?

1 Legal Name of Related Person:
MP AVIATION HOLDINGS (GENPAR), LLC

2. Primary Business Name of
Related Person. MP AVIATION
HOLDINGS (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e g., 801-, 8-,

866-, 802-) or
Other

Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (irany):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) I"" registered municipal advisor
- d) f~ registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- Q) P accountant or accounting firm
- (k) r lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No

p r

6. Are you and the related person under common control?

P P

8. (a) Does the related person act as a qualified custodian for your events in connection with advisory services you provide to clients?

P P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
- If this address is a private residence, check this box- P

Yes No

P P

9 (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised

persons?

12 Do you and the related person share the same physical

location?

1 Legal Name of Related Person:

BLACKROCK MD PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person. BLACKROCK MD PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is. (check all that apply)

- a) broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) other investment adviser (including financial planners)
- c) registered municipal advisor
- d) registered security-based swap dealer
- e) major security-based swap participant
- (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) futures commission merchant
- h) banking or thrift institution
- h) 0) V trust company

- (j) f~ accountant or accounting firm
- (k) r~ lawyer or law firm ,
- (l) f~ insurance company or agency
- (m) f~ pension consultant i
- (n) f~ real estate broker or dealer
- (o) f~ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person? Are you and

the related person under common control?

- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? /

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City: State. Country: ZIP+4/Postal Code-
If this address is a private residence, check this box: V

- a) If the related person is an investment adviser, is it exempt from registration?
- b) if the answer is yes, under what exemption?

. (a) Is the related person registered with a foreign financial regulatory authority ? (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

. Do you and the related person share any supervised persons? . Do you and

the related person share the same physical location?

Legal Name of Related Person.

BLK2018 PRIVATE OPPORTUNITIES GP, LLC

Primary Business Name of Related Person: BLK2018
PRIVATE OPPORTUNITIES GP, LLC

Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-) or
Other

Related Person's

- a) CRD Number (if any)
- b) CIK Number(s) (if any)

No Information Filed

Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) f~ registered municipal advisor
- d) r registered security-based swap dealer
- e) f~ major security-based swap participant
- f) f~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- Q) P accountant or
accounting firm
- (k) r lawyer or law firm
- (l) P insurance company or
agency
- (m) P pension consultant
- (n) P real estate broker or
dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

YES NO

(p) P" sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City State: Number and Street 2: Country. ZIP+4/Postal Code:

Yes No

If

If this address is a private residence, check this box: V

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

12 Do you and the related person share the same physical location?

1 Legal Name of Related Person-
BLACKROCK POF III (GP), LLC

2- Primary Business Name of Related Person: BLACKROCK POF III (GP), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5- Related Person is- (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) P futures commission merchant

h) P banking or thrift institution

(i) P trust company

Q) r accountant or accounting firm

(k) P lawyer or law firm

(l) r insurance company or agency

- (m) P pension consultant
(n) P real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) or pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p (*)

7. Are you and the related person under common control?

rTC

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (7)

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1: State: Number and Street 2: ZIP+4/Postal Code:
City: Country:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

C (*)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

rTC

12. Do you and the related person share the same physical location?

pC

1. Legal Name of Related Person:
BLUE PENINSULA FUND (GENPAR), LLC

2. Primary Business Name of
Related Person: BLUE
PENINSULA FUND
(GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)

No Information Filed

5. Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant,
(f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant

- h) P banking or thrift institution
- i) P trust company
- Q) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) r real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

r (•

7 Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2:
City State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box. f~

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P p

9 (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

p p

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person:
BLACKROCK FUND
MANAGERS LIMITED

2 Primary Business Name of

Refated Person : BLACKROCK
FUND MANAGERS LIMITED

3 Related Person's SEC File Number (if any) (e.g , 801-, 8-,

866-, 802-) or
Other

4 Related Person's

a) CRD Number (if any).

b) CIK Number-is) (if any

jaK Number ■ ■ _ _ _ . - . ' . ■ _ . - ' -v '
11388402

5 Related Person is. (check ali that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- Q) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? Yes No
P ^ person?

7 Are you and the related person under common control? Yes No

P P

7 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No

P P

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

9. (a) if the related person is an investment adviser, is it exempt from registration? (b) if the answer is yes, under what exemption?
FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

Yes No

r? r

Name of Court

United Kingdom - Financial Conduct Authority

111 Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location?

r? r r a-

; 1. Legal Name of Related Person:

BLACKROCK PRIVATE EQUITY NM, LLC

• 2 Primary Business Name of

Related Person:

BLACKROCK PRIVATE

EQUITY NM, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-,

8-, 866-, 802-) or

Other

4 Related Person's

a) CRD Number (if any)-

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

a) P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) P other investment adviser (including financial planners)

c) P registered municipal advisor

d) P registered security-based swap dealer

e) P major security-based swap participant

(O) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(Q) P futures commission merchant

(h) r banking or thrift institution

(O) P trust company

(j) P accountant or accounting firm

(k) r lawyer or law firm

(l) P insurance company or agency

(m) r* pension consultant

(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment

vehicles (p) P sponsor, general partner, managing member (or equivalent) of pooled investment

vehicles

Yes No

6. Do you control or are you controlled by the related person?

p p

7 Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally

p p independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

City. State. Country. ZIP+4/Postal Code-
If this address is a private residence, check this box. P

9 (a) If the related person is an investment adviser, is it exempt from registration? Yes No

p p

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLACKROCK GLOBAL RENEWABLE POWER FUND II (GENPAR), L.P

2. Primary Business Name of Related Person:

BLACKROCK GLOBAL RENEWABLE POWER FUND II (GENPAR), L.P.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant ,
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

r? C

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

r- /

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: _____ Number and Street 2: _____
City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box: ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? Yes No

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? Yes No

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:
HEATHROW FOREST
OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person: HEATHROW FOREST
OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other

4. Related Person's
a) CRD Number (if any):
b) CIK Number(s) (if any):
No Information Filed

5. Related Person is: (check all that apply)

a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company,
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ insurance company or agency
m) ☐ pension consultant
n) ☐ real estate broker or dealer
o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7. Are you and the related person under common control? ^

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p (?)

b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State Number and Street 2" Country ZIP+4/Postal Code:
City: State Country ZIP+4/Postal Code:
If this address is a private residence, check this box F

Yes No

9 (a) If the related person is an investment adviser, is it exempt from registration?

P p

9 (b) If the answer is yes, under what exemption?

10 (a) is the related person registered with a foreign financial regulatory authority?

C (?)

10 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

p p

12 Do you and the related person share the same physical location?

^ p

Legal Name of
Related Person
BLACKROCK
INVESTMENTS, LLC

2. Primary Business Name of Related

Person: BLACKROCK
INVESTMENTS, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-,
802-) 8 - 48436 or
Other

4. Related Person's

- a) CRD
Number (if
any) 38642
b) CIK Number(s) (if any)
CIK Number,

1528987

5. Related Person is: (check all that apply)

- a) 17 broker-dealer, municipal securities dealer, or government securities broker or dealer
b) I" other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) f" major security-based swap participant
(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
a) P futures commission merchant

g/ .
h) P banking or thrift
institution
h) " 0) P trust
company
■ 0) P accountant or accounting firm
(k) P lawyer or law firm
(l) P insurance company or agency
(m) P pension consultant
(n) r real estate broker or dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
" Yes No

i 6 Do you control or are you controlled by the related person?⁷
p p

,7. Are you and the related person under common control?
p p

, 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷
p p
(b) if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
i independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
maintained at the related person?
(c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
Number and Street 1. Number and Street 2:
City: State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

i 9. (a) if the related person is an investment adviser, is it exempt from registration? Yes No
p p
(b) if the answer is yes, under what exemption?

,. 10. (a) Is the related person registered with a foreign financial regulatory authority?⁷
p p
(b) if the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11 Do you and the related person share any supervised persons?⁷
p p

|12. Do you and the related person share the same physical location?
p p

1. Legal Name of Related Person

BLACKROCK MEXICO INFRAESTRUCTURA I, S. DE R.L. DE CV.

■2. Primary Business Name of Related Person-

BLACKROCK MEXICO INFRAESTRUCTURA I, S. DE R.L. DE CV.

Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-)

or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ I major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- o) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ 1~ pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r r?

r r?

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-

c) Number and Street 1. State: Number and Street 2
City Country ZIP+4/Postal Code-
If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons? 12 Do you and the related person share the

same physical location?

Yes No

r r

r? r r r?

1 Legal Name of
Related Person
BLACKROCK
(LUXEMBOURG)S
, 2. Primary Business
Name of Related Person:
BLACKROCK
(LUXEMBOURG)S A.

3 Related Person's SEC File Number (if any) (e.g., 333-896-802)

3. Related Person's SEC File Number (if any) (e.g., 0015, 05, 0005, 0027)

Related Person's

(a) CRD Number (if any)-

(b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ other investment adviser (including financial planners)
 c) ☐ registered municipal advisor
 d) ☐ registered security-based swap dealer
 e) ☐ major security-based swap participant
 f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ futures commission merchant
 h) ☐ banking or thrift institution
 i) ☐ trust company
 j) ☐ accountant or accounting firm
 k) ☐ lawyer or law firm
 l) ☐ insurance company or agency
 m) ☐ pension consultant
 n) ☐ real estate broker or dealer
 o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

pp

7. Are you and the related person under common control?

pp

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

pp

b) *if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally*

independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

maintained at the related person?

c) if you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1: Number and Street 2:
 City: State: Country: ZIP+4/Postal Code.

Yes No

pp

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration?

(b) if the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

Luxembourg, Grand Duchy of - Commission de Surveillance of the Finance Sector

11. Do you and the related person share any supervised persons?

pp

12. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person :
PROJECT FINALE CO-INVESTMENT FUND (GENPAR), L.L.C

2 Primary Business Name of Related Person.
PROJECT FINALE CO-INVESTMENT FUND (GENPAR), LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's
a) CRD Number (if any):
b) CIK Number(s) (if any)

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- f) ☐ I commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ () P trust company
- j) ☐ P accountant or accounting firm
- k) ☐ P lawyer or law firm
- l) ☐ r insurance company or agency
- m) ☐ P pension consultant
- n) ☐ P real estate broker or dealer
- o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- p) ☐ F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
b) If you are registering or registered with the SEC and you have answered "yes" to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1. Number and Street 2:
City- State- Country: ZIP+4/Postal Code.
If this address is a private residence, check this box- ☐ P

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

Yes No
r r?

r t? r r

Yes No
r r

10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ ^ (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

	No Information Filed									
11	Do	you	and	the	related	person	share	any	supervised	persons?
^ P										

12. Do you and the related person share the same physical location?

1 Legal Name of Related Person.
SPECIAL CREDIT OPPORTUNITIES (GENPAR), LLC

2 Primary Business Name of Related
Person SPECIAL CREDIT
OPPORTUNITIES (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any)-

No Information Filed

Related Person is (check all that apply)

- a) r broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer

- (e) r~ major security-based swap participant
(f) ~ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) f" futures commission merchant
h) P banking or thrift
institution 0) P trust
company
(j) P accountant or accounting firm (k) P lawyer or law firm (l) r insurance company or agency (m) P
pension consultant (n) P real estate broker or dealer l (o) P sponsor or syndicator of limited partnerships
(or equivalent), excluding pooled investment vehicles (p) P sponsor, general partner, managing member (or
equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

p p

7. Are you and the related person under common control?

p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p p

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City

State:

Country:

Zip+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

f-p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) IV, LLC

2. Primary Business Name of Related Person-

SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) IV, LLC

13. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any):

(b) CIK Number(s) (if any):

No Information Filed

15. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- f) ☐ (9)P futures commission merchant
- (h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm

- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

f C

7 Are you and the related person under common control?

IT r

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? ,
- (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- (c) Number and Street 1 City: State- Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box- -

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
- (b) If the answer is yes, under what exemption?

r r

10. (a) Is the related person registered with a foreign financial regulator/ authority ?

C rr

- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- No Information Filed

11. Do you and the related person share any supervised persons?

c r

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person.
TENNENBAUM SPECIAL SITUATIONS
IX-S GP, LLC

2. Primary Business Name of Related Person. TENNENBAUM SPECIAL
SITUATIONS IX-S GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4 Related Person's

- a) CRD Number (if any):
- b) CIK Number(s) (if any)

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- d) ☐ registered security-based swap dealer
- e) ☐ major security-based swap participant
- f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- h) (l) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer

- (o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) - sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

7. (T C) Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
p f?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p

b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2.
City. State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: P

Yes No

9. (a) Is the related person is an investment adviser, is it exempt from registration?

p C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? p (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority
with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

r? C =

12. Do you and the related person share the same physical location?

p p.

1. Legal Name of Related Person

TENNENBAUM
HEARTLAND GP, LLC

2. Primary Business Name of
Related Person: TENNENBAUM
HEARTLAND GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) f~ other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) l~" major security-based swap participant
f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution
i) P trust company
Q) P accountant or accounting firm
k) P lawyer or law firm
l) r insurance company or agency
(m) P pension consultant
(n) P real estate broker or dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6 Do you control or are you controlled by the related person?

p p

7. Are you and the related person under common control?

p p

(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p r

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11 Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person:

BLK2019 PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related

Person: BLK2019 PRIVATE
OPPORTUNITIES GP, LLC

3- Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866

-, 802-) or
Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) P other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer
e) P major security-based swap participant
(0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) P futures commission merchant
h) P banking or thrift institution

- (i) ☐ trust company
 (j) ☐ accountant or accounting firm
 (k) ☐ lawyer or law firm
 (l) ☐ insurance company or agency
 (m) ☐ pension consultant
 (n) ☐ real estate broker or dealer
 (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? Yes No
 p p person?

7. Are you and the related person under common control?
 p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
 p p

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
 b) maintained at the related person?
 c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-
 c) Number and Street 1: State Number and Street 2. ZIP+4/Postal Code:
 City: Country:

If this address is a private residence, check this box. ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?
 (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
 No Information Filed

11 Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location?

1. Legal Name of Related Person-
 BLACKROCK ASF PRIVATE OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person: BLACKROCK
 ASF PRIVATE OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
 Other

4. Related Person's

- a) CRD Number (if any).
 b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
 b) ☐ other investment adviser (including financial planners)
 c) ☐ registered municipal advisor
 d) ☐ registered security-based swap dealer
 e) ☐ major security-based swap participant
 f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 g) ☐ futures commission merchant
 h) ☐ banking or thrift institution
 i) ☐ trust company
 Q) ☐ accountant or accounting firm

- (k) ☐ lawyer or law firm
(l) ☒ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets.

(c) Number and Street 1: _____ Number and Street 2: _____
City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
If this address is a private residence, check this box. ☐

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons?
p p

12. Do you and the related person share the same physical location?

1. Legal Name of Related
Person: BR CORE PLUS
GP, LLC

2. Primary Business Name of Related
Person: BR CORE PLUS GP, LLC

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

A Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5- Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
Q) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(1) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

(p) r sponsor, general partner, managing member (or equivalent) or pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No
p ^

7. Are you and the related person under common control? Yes No
^ P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No
(- p

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: Number and Street 2:
City State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: T

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
P p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? Yes No
c (?)

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? Yes No
p p

12. Do you and the related person share the same physical location? Yes No

1. Legal Name of Related Person¹
TENNNENBAUM WATERMAN GP, LLC

2 Primary Business Name of
Related Person-TENNNENBAUM
WATERMAN GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's

a) CRD Number (if any).

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ P registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
(0 ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ r banking or thrift institution
(i) ☐ P trust company
0) ☐ P accountant or
accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or
agency

agency
 (m) P pension consultant
 (n) P real estate broker or dealer
 (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 Yes No
 r r?
 (p) F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control? C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c (?
 b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
 b) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 c) Number and Street 1. Number and Street 2:
 City: State. Country: ZIP+4/Postal Code:
 IT this address is a private residence, check this box P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

c C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r P

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
 (? r

12. Do you and the related person share the same physical location?
 tT r

1. Legal Name of Related Person-
 CARBON VII GP LLC

2. Primary Business Name of Related Person

CARBON VII GP LLC

3 Related Person's SEC File Number (if any) (e.g., 80T-

8-, 866-, 802-) or
 Other

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5 Related Person is- (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal, advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant

- (j) ☐ Major security-based swap participant
(0) ☐ Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
(i) ☐ P trust company
0) ☐ P accountant or accounting firm
(k) ☐ P lawyer or law firm
(l) ☐ P insurance company or agency
(m) ☐ P pension consultant
(n) ☐ P real estate broker or dealer
(o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? 7. Are

you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets"

Number and Street 1:		Number and Street 2:	
City	State-	Country.	ZIP+4/Postal Code.
If this address is a private residence, check this box. <input type="checkbox"/>			

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the re-ated person is registered
No Information Filed

11 Do you and the related person share any supervised persons? 12 Do you

and the related person share the same physical location?

Yes No

r f? r r

Yes No

r r

1 Legal Name of
Related Person:
HIGH CEDAR GP,
LLC

LLC

2 Primary Business Name of
Related Person. HIGH
CEDAR GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 8Q1-, 8-, 866-, 802-)

or
Other

4. *Related Person's*

a) CRD Number (if any):

b) CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ other investment adviser (including financial planners)
c) ☐ registered municipal advisor
d) ☐ registered security-based swap dealer
e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ futures commission merchant
h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

7

7. Are you and the related person under common control?

8

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

9

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City- State' Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

10

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

11

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

BLACKROCK ALTERNATIVE ADVISORS (GENPAR), LLC

2. *Primary Business Name of Related Person:*

Primary Business Name of Related Person:
BLACKROCK ALTERNATIVE ADVISORS (GENPAR), LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

Other

4. Related Person's

(a) CRD Number
(if any):

(b) CLK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1		Number and Street 2.	
City	State:	Country.	ZIP+4/Postal Code:
If this address is a private residence, check this box: <input type="checkbox"/> Private residence			

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) *Is the related person registered with a foreign financial regulatory authority?*

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11 Do you and the related person share any supervised persons? 12. Do you

and the related person share the same physical location⁷

Yes No

r rr

r rrrr

Yes No

r r

1. Legal Name of Related Person-
TENNENBAUM SPECIAL
SITUATIONS MM IX-A, LLC

2. Primary Business Name of Related
Person TENNENBAUM SPECIAL
SITUATIONS MM IX-A, LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8
-, 866-, 802-) or
Other

4. *Related Person's*

a) CRD Number (if any)

b) CIK Number(s) (if any) .

No Information Filed

5. Related Person is: (check all that apply)

a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer

b) ☐ P other investment adviser (including financial planners)

c) ☐ P registered municipal advisor

d) ☐ P registered security-based swap dealer

te) ☐ P major security-based swap participant

f) ☐ r commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

g) ☐ P futures commission merchant

h) ☐ P banking or thrift institution

(i) ☐ P trust company

0) ☐ P accountant or

accounting firm

(k) ☐ r lawyer or law firm

(l) ☐ P insurance company or

agency

agency
(m) r pension consultant
(n) P real estate broker or
dealer
(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
C fr-
(p) F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

(7 C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

p <?

- b) IT you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person? '
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code.
If this address is a private residence, check this box: P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

p p

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

p p

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

(• f

12. Do you and the related person share the same physical location?

p p

1. Legal Name of Related
Person > TENNENBAUM
CAPITAL PARTNERS, LLC

Primary Business Person: Name of
Related Related Person: of
CAPITAL PARTNERS, LLC TENNENBAUM

Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) 801 -60384

Related Person's

a) CRD Number
(if any):
113203

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) F other investment adviser (including financial planners)
c) P registered municipal advisor
d) P registered security-based swap dealer

- d) ☐ r registered security-based swap dealer
- e) ☐ r major security-based swap participant
- f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- o) ☐ P accountant or accounting firm

- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ r real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: City: State. Number and Street 2: Country. ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐ P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

Yes No

f? r

r f? r r

Yes No

r a

rr r r rr

1. Legal Name of

Related Person:
BLACKROCK POF
I, L.P.

2. Primary Business Name of
Related Person.
BLACKROCK POF I, L.P.

3- Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or
Other

4 Related Person's

a) CRD Number (if any)

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is- (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?⁷
p p

7. Are you and the related person under common control?⁷
p p

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?⁷
P fr -■

8. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?⁷
p p

;(c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City:

State:

If this address is a private residence, check this box. ☐

Number and Street 2.

Country:

ZIP+4/Postal Code:

9. (a) If the related person is an investment adviser, is it exempt from registration?⁷
p p

;(b) If the answer is yes, under what exemption?

: 10. (a) Is the related person registered with a foreign financial regulatory authority?⁷
p p

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?⁷

P P

12 Do you and the related person share the same physical location?
P P

1 Legal Name of Related Person:

PROJECT TETL INVESTCO
(GENPAR), LLC

Primary of	Related	Business	Person	Name
PROJECT INVESTCO LLC				TETL (GENPAR),

; 3. Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)

, 4. Related Person's

I (a) CRD Number (if any):

(b) CIK Number(s) (if any).

No Information Filed

■ 5 Related Person is: (check all that apply)

- a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- b) ; (c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

■ 6. Do you control or are you controlled by the related person? i 7 Are you and the related person under common control?

Yes No

P (?)

(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

(ti) If you are registering or registered with the SEC and you have answered "yes," to question 8 (a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1. City State. Number and Street 2: Country. ZIP+4/Postal Code.
If this address is a private residence, check this box. I-

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? 12 Do you

and the related person share the same physical location?

Yes No

r r

ff r

1. Legal Name of Related Person: GCO LUX
MULTI-FEEDER GP
S.A.R.L.

2. primary Business Name of Related Person: GCO LUX
MULTI-FEEDER GP S A.R.L.

3 Related Person's SEC File Number (if any) (e.g., 801-, 8
-, 866-, 802-) or
Other

4. Related Person's

(a) CRD Number (if any):

(W CIK Number(s) (if any):

No Information Filed

5 Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (Q P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) r lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer

- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person?

7 Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1. Number and Street 2
City: State- Country ZIP+4/Postal Code:

Yes No
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r te r r

If this address is a private residence, check this box: P

9. (a) If the related person is an investment adviser, is it exempt from registration? Yes No
p p

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority? Yes No
C (7

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
No Information Filed

11. Do you and the related person share any supervised persons? Yes No
p p

12. Do you and the related person share the same physical location? Yes No
p p

1. Legal Name of Related Person:
SVOF/MM, LLC, SERIES I

12. Primary Business Name of
Related Person. SVOF/MM, LLC,
SERIES I

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any).
- b) CIK fNumber(s) (if any).

No Information Filed

5. Related Person is- (check all that apply)

- 1 (a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (0) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- Q) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

P P

7. Are you and the related person under common control?

P P

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) *if you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?*
- b) *maintained at the related person?*
- c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.
- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐ P

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

P P

9. (b) If the answer is yes, under what exemption?

Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

rr r fi- r

1. Legal Name of
Related

Person :
BLACKROCK
GP VI LTD

2. Primary Business Name of
Related Person:
BLACKROCK GP VI LTD

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4. Related Person's

(a) CRD
Number (if
any):

(b) CIKNumber(s)(if any):

No Information Filed

Related

(a) r

(e) r
(o) r (g) r

(h)

(i) (J)

(k)

(l)

(m) r

(n) r

(o) r

(p) p

Person is- (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered

municipal advisor registered security-based swap dealer major security-based swap participant

commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company

accountant or accounting firm

lawyer or law firm

insurance company or agency

pension consultant

real estate broker or dealer

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets

c) Number and Street 1-	Number and Street 2.	ZIP+4/Postal Code:
City	Country.	
If this address is a private residence, check this box. -		

9 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

r fi-r r

Yes No

r r

10 (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

fi- r C T

1. Legal Name of Related Person:
TENNENBAUM ENERGY OPPORTUNITIES GP, LLC

2. Primary Business Name of Related Person:
TENNENBAUM ENERGY OPPORTUNITIES GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,
866-, 802-) or
Other

4. Related Person's

^ (a) CRD Number (if any):

(b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ P other investment adviser (including financial planners)
- c) ☐ P registered municipal advisor
- d) ☐ P registered security-based swap dealer
- e) ☐ P major security-based swap participant
- (f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ P futures commission merchant
- h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or dealer
- (o) ☐ r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p)
- ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person?

C r T

7. Are you and the related person under common control?

(7 C

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

c (7

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
p c
- b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets-
- c) Number and Street 1: Number and Street 2:

City: State: Country: ZIP+4/Postal Code:
 If this address is a private residence, check this box. T

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?

c C

9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

C (7

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons?
 (7 C

12. Do you and the related person share the same physical location?
 (7 C

Legal Name of Related
 Person: TSCL PRIVATE
 MARKETS GP, LLC

Primary Business Name of Related Person:

TSCL PRIVATE MARKETS GP, LLC

3. Related Person's SEC File Number (if any) (e g , 801-, 8-,

866-, 802-) or
 Other

4. Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is. (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- (0) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (0) P accountant or accounting firm
- (k) P lawyer or law firm
- (l) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer
- (o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

1 Yes No

6. Do you control or are you controlled by the related person?

P ^

7. Are you and the related person under common control? ^

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

P P

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible for custody of your clients' assets.

c) Number and Street 1-

Number and Street 2:

City:

State-

Country.

ZIP+4/Postal Code-

Yes No

P P

If this address is a private residence, check this box. P

9. (a) If the related person is an investment adviser, is it exempt from registration? (b)

If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person

BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED

2 Primary Business Name of Related Person.

BLACKROCK INVESTMENT MANAGEMENT
(UK) LIMITED

3 Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-) 802 - 76129

4 Related Person's

a) CRD
Number
(if any)-
162379

b) CIK Number(s) (if any)-

1388401

5. Related Person is: (check all that apply)

- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) P other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) r registered security-based swap dealer
- e) P major security-based swap participant
- f) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) P banking or thrift institution
- i) P trust company
- j) P accountant or accounting firm
- k) P lawyer or law firm
- l) P insurance company or agency
- m) P pension consultant
- n) P real estate broker or dealer
- o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- P) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

- Yes No
r c?
- Are you and the related person under common control?
- a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: P
- a) If the related person is an investment adviser, is it exempt from registration?
- b) If the answer is yes, under what exemption?
PRIVATE FUND ADVISER
10. (a) Is the related person registered with a foreign financial regulatory authority?
- (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.
- Narwof Couhity/Englbh Na
India - Securities and Exchange Board of India
United Kingdom - Financial Conduct Authority
11. Do you and the related person share any supervised persons?
12. Do you and the related person share the same physical location?
1. Legal Name of Related Person. TCP DIRECT LENDING VIII MM, LLC
2. Primary Business Name of Related Person: TCP DIRECT LENDING VIII MM, LLC
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other
- 4 Related Person's
- a) CRD Number (if any)
- b) CIK Number(s) (if any).
- No Information Filed
5. Refated Person is: (check all that apply)
- a) P broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) f~ other investment adviser (including financial planners)
- c) I registered municipal advisor
- d) P registered security-based swap dealer
- e) P major security-based swap participant
- f) " commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- (v) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (9) ☐ futures commission merchant
- (h) ☐ P banking or thrift institution
- (i) ☐ P trust company
- (j) ☐ P accountant or
accounting firm
- (k) ☐ P lawyer or law firm
- (l) ☐ P insurance company or
agency
- (m) ☐ P pension consultant
- (n) ☐ P real estate broker or
dealer
- (o) ☐ r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

r a

r a-

- (p) ☐ P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related

person? 7 Are you and the related person under

common control?

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally
(- p
b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are
b) maintained at the related person?

c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

c) Number and Street 1: State- Number and Street T
- City Country ZIP+4/Postal Code.
If this address is a private residence, check this box ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? p (b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority ?

C {•

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11 Do you and the related person share any supervised persons?

p p

12. Do you and the related person share the same physical location? p p

1. Legal Name of Related

Person: HIGH ROCK
GP, LLC

2 Primary Business Name or

Related Person: HIGH ROCK
GP, LLC

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-,

866-, 802-) or
Other

4. Related Person's

- a) CRD Number (if any)-
b) CIK Number(s) (if any)-

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ P broker-dealer, municipal securities dealer, or government securities broker or dealer
b) ☐ P other investment adviser (including financial planners)
c) ☐ F registered municipal advisor
d) ☐ P registered security-based swap dealer
e) ☐ P major security-based swap participant
f) ☐ P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ P futures commission merchant
h) ☐ P banking or thrift institution
i) ☐ P trust company
j) ☐ P accountant or accounting firm
k) ☐ R lawyer or law firm
l) ☐ R insurance company or agency
m) ☐ R pension consultant
n) ☐ P real estate broker or dealer
o) ☐ P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ F sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6 Do you control or are you controlled by the related person? Yes No

7 Are you and the related person under common control? Yes No

8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? Yes No

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

City:

State-

If this address is a private residence, check this box: P

Number and Street 2:

Country:

ZIP+4/Postal Code:

9 (a) If the related person is an investment adviser, is it exempt from registration? Yes No

(b) If the answer is yes, under what exemption?

10 (a) Is the related person registered with a foreign financial regulatory authority? Yes No

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered
No Information Filed

11 Do you and the related person share any supervised persons? Yes No

12 Do you and the related person share the same physical location? Yes No

1. Legal Name of Related Person.

BLACKROCK GLOBAL RENEWABLE POWER FUND III (LUX GENPAR), S.A.R.L.

2. Primary Business Name of Related Person.

BLACKROCK GLOBAL RENEWABLE POWER FUND III (LUX GENPAR), S.A.R.L.

3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

4 Related Person's

a) CRD Number (if any):

b) CIK Number(s) (if any):

b) CIK Number(s) (if any):

No Information Filed

5. Related Person is: (check all that apply)

- a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- b) ☐ other investment adviser (including financial planners)
- c) ☐ registered municipal advisor
- j (d) ☐ registered security-based swap dealer (e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) ☐ futures commission merchant
- h) ☐ banking or thrift institution
- (i) ☐ trust company
- 0) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- Yes No
- r rr
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

A f

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? ☐
- b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?
- b) maintained at the related person?
- c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
- c) Number and Street 1: City: State- ZIP+4/Postal Code: Number and Street 2: Country:
- If this address is a private residence, check this box: ☐

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration?
- (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority?

r fr

10. (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered

No Information Filed

11. Do you and the related person share any supervised persons?

A f

12. Do you and the related person share the same physical location? (-

Item 7 Private Fund Reporting

B. Are you an adviser to any private fund?

If "yes," then for each private fund that you advise, you must complete a Section ~ 3 (I) of Schedule O, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part IA. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.8.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.8.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.8.(2) of Schedule O.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.8.(1) or 7.8 (2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Proprietary Interest in Client Transactions

■ A Do you or any related person:
Yes
No

- 1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?⁷ p
- (?)
- 2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?⁷ p
- p
- 3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary (ownership) interest (other than those p p
- 3) mentioned in Items 8.A.(1) or (2))?⁷

Sales Interest in Client Transactions

B. Do you or any related person:
Yes No

- 1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory client securities are sold to or bought from p p the brokerage customer (agency cross transactions)?⁷
- 2) recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for which you or any related person serves as p p underwriter or general or managing partner?⁷
- 3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a p p
- 3) broker or registered representative of a broker-dealer)?⁷

Investment or Brokerage Discretion

C. Do you or any related person have discretionary authority to determine the:
Yes No

- 1) securities to be bought or sold for a client's account?⁷ p p
- 2) amount of securities to be bought or sold for a client's account?⁷ p p
- 3) broker or dealer to be used for a purchase or sale of securities for a client's account? p p
- 4) commission rates to be paid to a broker or dealer for a client's securities transactions? p p

D. If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?⁷ p p

E. Do you or any related person recommend brokers or dealers to clients?⁷ p p

- F. If you answer "yes" to E. above, are any of the brokers or dealers related persons?
- G. (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with client securities transactions?
- (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) or the Securities Exchange Act of 1934?
- H. (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?
- (2) Do you or any related person, directly or indirectly, provide any employee compensation that is specifically related to obtaining clients for the firm (cash or non-cash compensation in addition to the employee's regular salary)?
- I. Do you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related person) for client referrals?

In your response to Item 8.1., do not include the regular salary you pay to an employee.

In responding to Items 8.H. and 8.1., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- A. (1) Do you have custody of any advisory clients?
- Yes No
- a) cash or bank accounts?
- b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.

(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody.

U.S. Dollar Amount	Total Number of Clients
(a) \$ (b)	

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

B. (1) In connection with advisory services you provide to clients, do any of your related persons have custody of any of your advisory clients'?

- a) cash or bank accounts?
- b) securities?

Yes No

re

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have custody:

U.S. Dollar Amount	Total Number of Clients
(a) \$ (b)	

C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply

- A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- An independent public accountant conducts an annual surprise examination of client funds and securities.
- An independent public accountant prepares an internal control report with respect to custodial services when you or your related persons are qualified custodians for client funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9 C of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.5.(1) of Schedule O)

0 Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients?
Yes No

1) you act as a qualified custodian

p p

2) your related person(s) act as qualified custodian(s)

p p

If you checked "yes" to Item 9.D (2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7. A of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F. If you or your related persons have custody of client funds or securities, how many persons, including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients?

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you. If you are filing an umbrella registration, the information in Item 10 should be provided for the filing adviser only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?
p p

If yes, complete Section 10 A. of Schedule D.

B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.3 of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

B. If any person named in Schedules A, B, or C, or in Section 10 A of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):

1) Full legal name of the public reporting company:

BLACKROCK, INC.

2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company): 1364742

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the filing adviser and all relying advisers under an umbrella registration.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank,

see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 1 I.A.(1), II.A.(2), II.B.(1), II.B.(2), II.D.(4), and 11. H (1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Yes No

Do any of the events below involve you or any of your supervised persons?

p (•

For "yes" answers to the following questions, complete a Criminal Action DRP.

A. In the past ten years, have you or any advisory affiliate-

Yes No

1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?

p p

2) been charged with any felony?

p p

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item II.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any advisory affiliate:

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related

p p

business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?

(2) been charged with a misdemeanor listed in Item 11 B.(1)?

p p

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item II.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP.

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:

Yes No

1) found you or any advisory affiliate to have made a false statement or omission?

p p

2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?

p p

3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

p p

4) entered an order against you or any advisory affiliate in connection with investment-related activity?

p p

5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?

p p

D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:

1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?

p p

2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?

p p

3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

p p

4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?

p p

5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, order, from associating with an

by
p

5) investment-related business or restricted your or any advisory affiliate's activity?

E. Has any self-regulatory organization or commodities exchange ever:

1) found you or any advisory affiliate to have made a false statement or omission?

p p

2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)⁷

p p

3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted⁷

p p

4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association

p p

with other members, or otherwise restricting your or the advisory affiliate's activities⁷

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended⁷

p p

G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11 C, II.D. or 11.E ⁷

p p

G. For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court:

Yes No

a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity⁷

p p

b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations⁷

p p

c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory

p

p

c) authority⁷

(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11 H.(i)⁷

p

p

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

Yes No

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year⁷

p p

If "yes," you do not need to answer Items 12.B. and 12.C.

B Do you:

(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5 F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? p p

(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year⁷

p p

C. Are you:

1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5 F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? p p

2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year⁷ p p

Schedule A

Direct Owners and Executive Officers

- Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- Direct Owners and Executive Officers. List below the names of:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act),
Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (u) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security
 - if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital,
 - in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee, and
 - if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (n) if managed by elected managers, all elected managers.
- Do you have any indirect owners to be reported on Schedule B? ☐ Yes ☐ No
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or

members, the class of securities owned (if more than one is issued).

6. Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%

A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PRICRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BLACKROCK CAPITAL HOLDINGS, INC.	DE	SOLE MEMBER	09/2006	E	Y	N
WALTCHER, DANIEL, RUSSELL	I	DIRECTOR	01/2010	NA	Y	N 12903300
shedlin, Gary, Stephen	I	CHIEF FINANCIAL OFFICER	05/2013	NA	Y	N 2094106
PARK, CHARLES, CHOON SIK	II	CHIEF COMPLIANCE OFFICER	06/2014	NA	Y	N 2704483
GOLDSTEIN, ROBERT, LAWRENCE	JI	CHIEF OPERATING OFFICER	06/2014	NA	Y	N 12253416
FINK, LAURENCE, DOUGLAS	JI	CHIEF EXECUTIVE OFFICER	09/1994	NA	Y	N B30137
KAPITO, ROBERT, STEVEN	JI	PRESIDENT	09/2007	NA	Y	N 728399
SHEDLIN, GARY, STEPHEN	JI	DIRECTOR	10/2015	NA	Y	N 2094106
GOLOSTEIN, ROBERT, LAWRENCE	II	DIRECTOR	10/2015	NA	Y	N 2253416
Meade, Christopher, Joseph	Ii	GENERAL COUNSEL AND CHIEF LEGAL OFFICER	11/2016	NA	Y	N 6728448

Schedule**B****Indirect****Owners**

- Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
 - Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a person beneficially owns any securities: (0) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (11) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security. (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;

 - in the case of an owner that is a trust, the trust and each trustee; and
 - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (n) if managed by elected managers, all elected managers.
 - Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- A. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.

5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are- C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
- b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/ Entity In Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Control iPR Code \Person <file:///Person> }	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BLACKROCK, INC.	DE BLACKROCK HOLDCO 2, INC	SOLE SHAREHOLDER	09/2006	E ;Y IY	
BLACKROCK HOLDCO 2, INC	DE : BLACKROCK FINANCIAL MANAGEMENT, INC.	SOLE SHAREHOLDER	03/2015	E IY jN j ;	
BLACKROCK FINANCIAL MANAGEMENT, INC.	DE BLACKROCK CAPITAL HOLDINGS, INC	SOLE SHAREHOLDER	03/2015	E ly ln j	

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Schedule R

No Information Filed

DRP Pages**CRIMINAL DISCLOSURE REPORTING PAGE (ADV)**

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)**GENERAL INSTRUCTIONS**

This Disclosure Reporting Page (DRP ADV) is an (~ INITIAL _ ^ AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to*

ruC(1) T u C(2)
riI.D(1) FIID(2)
- r u.E(i) r u.c(2)
r u f Tug
r u CO) r u d(3) r ii e(3)

r u.c(4) r h.d(4) r ii e(4)

r u.c(5)

r UD(5)

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C , II.D., 11 E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP

PART 1

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are): p You (the advisory firm)

, You and one or more of your a<Mswy

p One or more of your a(MsOfy amates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: Th's advisory affiliate 's & a Firm <- an Individual

Registered. c Yes ?

No

Name

BLACKROCK, INC

(For individuals, Last, First, Middle)

f~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

f This DRP should be removed from the ADV record because. (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11 D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances.

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

f~ Yes ~ f~ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

- 1 Regulatory Action initiated by:

p SEC f Other Federal (- State p SRQ p Foreign

(full name of regulator, foreign financial regulatory authority, federal, state, or

SRO) FINANSTILSYNET, THE SUPERVISORY AUTHORITY OF NORWAY

Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions.

3. Date Initiated (MM/DD/YYYY):

10/31/2011 Exact C Explanation IT

not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type. Other

Other Product Types:

INVESTMENT IN NORWEGIAN EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

NOTIFICATION THAT BLACKROCK'S HOLDINGS EXCEEDED 5% OF THE SHARE CAPITAL OF THE NORWEGIAN COMPANY CERMAQ WAS SUBMITTED LATE.

8. Current Status⁷ f~ Pending f~ On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter

resolved: Decision

11. Resolution Date (MM/DD/YYYY):

10/31/2011 & Exact <~

Explanation If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

P Monetary/Fine Amount- \$

[~ Revocation/Expulsion/Denial

r~ Censure

r Bar

r Disgorgement/Restitution P Cease and Desist/Injunction f~ Suspension

B. Other Sanctions Ordered:

PAYMENT OF VIOLATION CHARGE IN NORWEGIAN CURRENCY.

Sanction detail ■ if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requahfication by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived: PAYMENT OF VIOLATION CHARGE OF 100,000 NOK

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

VIOLATION CHARGE INCURRED DUE TO LATE DISCLOSURE NOTIFICATION.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an r INITIAL _p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to*

T 11 C(1)

r n.D(i) r u E(t)

r 11 r

I~11 C(2) 17 II.D(2) r 11 E(2)

r u g

ruc<3) r ii D(3) r ue(3)

r u c(4)

r a d(4)

r u e(4)

Tn C(5)

r U.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): (- You (the advisory firm)

r You and one or more of your admory

p One or more of your

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals: Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number.

gQ>VISorY aff,itate |s G a F,rm C an individual

Registered. r Yes ff No

Name: BLACKROCK, INC.
(For individuals, Last, First, Middle)

I" This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I"" This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

T Yes ^ No

NOTE- The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

- Regulatory Action initiated by.
f SEC p Other Federal p State C SRO Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) FINANSINSPEKTIONEN, THE SWEDISH FINANCIAL SUPERVISORY AUTHORITY
- principal Sanction
Civil and Administrative Penalt
(ies) /Fine(s) Other Sanctions:
- Date Initiated (MM/DD/YYYY)
12/13/2011 Exact r Explanation If
not exact, provide explanation.
- Docket/Case Number:
- Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable)
- Principal Product
Type* Options
Other Product Types
INVESTMENT IN
SWEDISH EQUITY
- Describe the allegations related to this regulatory action (your response must fit within the space provided).
NOTIFICATION THAT BLACKROCK'S HOLDINGS GOING BELOW 5% OF THE SHARE CAPITAL OF THE SWEDISH COMPANY ELECTROLUX AB WAS SUBMITTED LATE.
- Current Status⁷ Pending <~ On Appeal ^ Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

- How was matter resolved: Decision
- Resolution Date (MM/DD/YYYY):
12/13/2011 & Exact r Explanation
If not exact, provide explanation*
- Resolution Detail:

- A. Were any of the following Sanctions Ordered (check all appropriate items)
⁷ P Monetary/Fine Amount. \$

P Revocation/Expulsion/Dema
r Censure
P Bar

P Disgorgement/Restitution
P Cease and Desist/Injunction
P Suspension

B Other Sanctions Ordered:

PAYMENT OF SPECIAL FEE IN SWEDISH CURRENCY.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length or time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived. PAYMENT OF SPECIAL FEE OF 1,000,000 SEK.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided) SPECIAL FEE INCURRED DUE TO LATE DISCLOSURE NOTIFICATION.

GENERAL INSTRUCTIONS

Check item(s) being responded to: P 11 C(I) PII D(I) PII E(I) PII F

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items II.C, II.D, 11 E, 11 F, or II.G of Form ADV.

Regulatory Action**r 11 C(2)**

P 11 D(2)

PIIE(2)

PIIG

P 11 C(3)

PII.D(3)

PII.E(3) PII.E(4)

P U C(4)

PIID(4)

P 11 C(5)

r 11 D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11 C, 11 D., 11 E., 11 F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is

(are) C You (the advisory firm)

r You and one or more of your, . *advisory affiliates*

p One or more of your . *advisory affiliates*

in this DRP is being filed For an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name) If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is f? a Firm C an individual

Registered- r Yes ff No

Name: BLACKROCK, INC.

(For individuals, Last, First, Middle)

P This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser

P This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 1 I.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

I" This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

P Yes ^ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records PART II

1. Regulatory Action initiated by.

f SEC (- Other Federal p State C \$RO ff*Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

FINANSINSPEKTIONEN, SWEDISH FINANCIAL SUPERVISORY AUTHORITY

2 Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s) Other
Sanctions:

3. Date Initiated (MM/DD/YYYY):

02/20/2012 P Exact Explanation If not
exact, provide explanation.

4 Docket/Case Number-

5 Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable)-

6. Principal Product

Type: Other
Other Product Types-INVESTMENT IN
SWEDISH EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided)-

NOTIFICATION THAT BLACKROCK'S HOLDINGS BELOW 5% OF THE SHARE CAPITAL OF THE COMPANY WILHBORGS WAS SUBMITTED LATE.

8 Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final or On Appeal,

complete all items below. For Pending Actions, complete Item 13 only

10 How was matter resolved.

Decision

11 Resolution Date (MM/DD/YYYY):

02/20/2012 & Exact Explanation If not
exact, provide explanation

j2. Resolution Detail-

A. Were any of the following Sanctions Ordered (check all appropriate items)?

P Disgo.-gement/RGSstitution P Cease and Desist/Injunction

P SuS"S"Slor

P Monetary/-me-Amour:! \$ P Revocat.cn/ExpLiision/Deival <http://Revocat.cn/ExpLiision/Deival>P Censure P Bar

B. Other Sanctions Ordered: PAYMENT OF SPECIAL FEE IN
SWEDISH CURRENCY.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If
requalification by exam/retraining was a condition of the sanction, provide length of time given to requahry/retrain, type of exam required and whether condition has been satisfied. If
disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any port/on
of penalty was waived: PAYMENT OF SPECIAL FEE OF 50,000 SEK.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). SPECIAL
FEE INCURRED DUE TO LATE DISCLOSURE NOTIFICATION.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an (~ INITIAL ... p AMENDED response used to report details for affirmative responses to Items II.C, 11 D , 11.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to:

r n.c(1) r n c(2)

r II.D(I) 17 II.D(2)

r n.E(i) r n E(2)

r n.F. r n.G

r ii co; r n d(3) r u eo)

r ll.C(4)
r n.D(4) r n e(4)

r n c(5) r n.D(S)

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items ll.C, ll.D., 11.E., 11 F or ll.G Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP

! PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are): f You (the advisory firm)

r You and one or more of your attf/fowwy affl,(a(es

r. Oneormoreofyouf adwsoo, affl,)3tes '

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals. Last name, First name, Middle name).
If the advisory affiliate has a CRD number, provide that number If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is ^ a Firm *~ an Individual

<~ Yes <? No

BLACKROCK, INC.

(For individuals, Last, First, Middle)

This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser, f" This DRP should be removed from the ADV record because. (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a stare securities authority , you may remove a DRP for an event you reported only in response to Item ll.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

' Yes & No

NOTE. The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1 Regulatory Action initiated by:

pSEC p Other Federal p State p SRQ p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or
SRO) FINANSINSPEKTIONEN, SWEDISH FINANCIAL SUPERVISORY
AUTHORITY

2 Principal Sanction-

Civil and Administrative Penalt
(ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY).

05/24/2012 " Exact <~ Explanation If
not exact, provide explanation:

4. Docket/Case Number-

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product
Type-Other

Other Product Types:
INVESTMENT IN SWEDISH
EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
NOTIFICATION THAT BLACKROCK'S HOLDINGS GOING BELOW 5% OF THE SHARE CAPITAL OF THE COMPANY BOLIDEN WAS SUBMITTED LATE.

8. Current Status⁷ ^ Pending ' On Appeal Final

9. ir on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved: -Decision

11. Resolution Date (MM/DD/YYYY):

05/24/2012 < Exact f*

Explanation If not exact, provide
explanation:

12 Resolution Detail-

A. Were any of the following Sanctions Ordered (check all appropriate items)?

t~ Monetary/F'ne Amount \$ r~ Revocation/Exp-'sion/Oenia' r~ Censure r Bar

P DisgorgemenL/Restitution f" Cease and Desist/Injunction f Suspension

B. Other Sanctions Ordered:

PAYMENT OF SPECIAL FEE IN SWEDISH CURRENCY

Sanction detail, if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If
requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition
resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty
was waived: PAYMENT OF SPECIAL FEE OF 430,000 SEK.

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). SPECIAL
FEE INCURRED DUE TO LATE DISCLOSURE NOTIFICATION.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an f- INITIAL q ff AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E, n F or II.G of Form ADV.

Regulatory Action

Check item(s) being responded to

Tn c(i) Tn DC)

r a E(i)

Til F

r il CU; F 11 D!2) r II.E(2)

r u g

r n.r.(3) r u ao) r u t(3)

r 11 C(4;

r h.d(4) r he(4)

r 1! C'5)

r ii d(5)

Use a separate DRP Tor each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C , II.D., 1 I.E., II.F or II.G. Use only one DRP to report details related to the same event If an event gives rise to actions i by more
than one regulator, provide details for each action on a separate DRP.

PART I

, A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): f- You (the advisory firm)

r You and one or more of your advisory

affiliates e One or more of your arlwsay amMes

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name. First name. Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: This advisory affiliate is P a Firm r an Individual

Registered. r yes e No

Name: BLACKROCK, INC.
(For individuals, Last," First, Middle)

I This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

r This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a store securities authority , you may remove a DRP for an event you reported only in response to Item 11 D(4), and only ir that event occurred more than ten years ago. ir you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

r This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event' If the answer is "Yes," no other information on this DRP must be provided.

<~ Yes * No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

p SEC c Other Federal p State f SRO r? Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) BAFIN, GERMANY FEDERAL FINANCIAL SUPERVISORY AUTHORITY

2. Principal Sanction:

Civil and Administrative Penalt
(ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

06/18/2012 P Exact r
Explanation If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type: Other
Other Product Types:
INVESTMENT IN
GERMAN EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

AN ENTITY IS REQUIRED TO FILE A NOTIFICATION ("NOTIFICATION FILING") WHEN ITS SHAREHOLDINGS OF A SECURITY, WHOSE HOME COUNTRY IS THE FEDERAL REPUBLIC OF GERMANY, REACH, EXCEED OR FALL BELOW PRESCRIBED LIMITS ("THRESHOLD LIMITS"). WHEN THE THRESHOLD LIMITS ARE REACHED, NOTIFICATION FILINGS ARE TO BE FILLED WITH THE GERMANY FEDERAL FINANCIAL SUPERVISORY AUTHORITY ("BAFIN") AND ISSUER OF THE SECURITY WITHIN A SPECIFIED TIME PERIOD. WHILE BLACKROCK ("BLACKROCK, INC. AND ITS SUBSIDIARIES") FILED THE NOTIFICATION FILINGS FOR CERTAIN SECURITIES, THE FILINGS WERE NOT COMPLETED WITHIN THE REQUIRED TIME PERIOD.

8. Current Status' <~ Pending f On Appeal f* Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only

10. How was matter

resolved' Decision

11. Resolution Date (MM/DD/YYYY):

06/18/2012 "Exact" Explanation

If not exact, provide explanation:

12. Resolution Detail:

f~ Disgorgement/Restitution I~~ Cease and Desist/Injunction P Suspension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requahfication by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and -whether condition has been satisfied, if disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived: PAYMENT OF FINE 167,503.50 EUROS

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). BAFIN IMPOSED A FINE OF 167,503.50 EUROS (APPROXIMATELY \$ 238,386 AS OF JUNE 18, 2012) FOR BLACKROCK BEING IN CONTRAVENTION OF THE REQUIREMENT TO FILE NOTIFICATION FILINGS WITHIN THE SPECIFIED TIME. BLACKROCK HAS AGREED TO PAY THE FINE.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items II.C, II.D, 11.E., II.F or 11 G. of Form ADV

Check item(s) being responded to.

Item II.C(i)

Item II.D(1)

Item II.E(1)

Item II.F

Item II.G(3) Item II.H(3) Item II.I(3)

Item II.C(2)

Item II.D(2)

Item II.E(2)

Item II.F

Item II.C(4) Item II.D(4) Item II.E(4)

Item II.C(5) Item II.D(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D, II.E, II.F or II.G Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP

PART I

A The person(s) or entity(ies) for whom this DRP is being filed is (are) C You (the advisory firm)

or You and one or more of your advisory affiliates One or more of your advisory affiliates

advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number, if not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

Registered: Yes No

BLACKROCK, INC.
(For individuals, Last, First, Middle)

If This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

If This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

I~ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes No

NOTE. The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

p SEC p Other Federal p State p SRO p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA ("CONSOB") - ITALY

2. Principal Sanction:

Civil and Administrative Penalt

(ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

12/29/2012 f Exact r

Explanation If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type: Other

Other Product Types.

INVESTMENT IN ITALIAN

EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

A RETRACTION AND SUBSEQUENT RE-NOTIFICATION OF A PREVIOUSLY FILED INCORRECT NOTIFICATION OF BLACKROCK'S HOLDINGS OF THE SHARE CAPITAL OF THE ITALIAN COMPANY UNICREDIT S.P.A. WAS SUBMITTED LATE

\ 8. Current Status? f~ Pending f~ On Appeal <• Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

- 10. How was matter

resolved: Decision

11. Resolution Date (MM/DD/YYYY)-

01/11/2013 f Exact r Explanation

If not exact, provide explanation

12. Resolution Detail-

- A. Were any of the following Sanctions Ordered (check all appropriate items)?

F Monetary/Fine Amount \$ 12,900.00

r Revccation/Expulsion/Demai

f~ Disgorgemem/Restitution

I''' Censure r Bar

- B. Other Sanctions Ordered.

(™ Cease and Desist/Injunction f~ Suspension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requahfy/retram, type of exam required and whether condition has been satisfied If disposition

resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
 VIOLATION CHARGE INCURRED FOR LATE DISCLOSURE OF RETRACTION AND CORRECTED NOTIFICATION. MONETARY FINE OF 10,000 EURO (APPROXIMATELY \$12,900 USD)

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
 MONETARY FINE PAID.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an (- INITIAL OR p AMENDED response used to report details for affirmative responses to Items II.C, 11 D., 11.E., II.F. or II.G. or Form ADV.

Regulatory Action

Check item(s) being responded to:

r ii c(i)	rn c(2)	r ii c(3)	rn c(4)	rn.c(5)
rnD(i)	i7u.D(2)	r hd(3)	r ii o(4) r*iiD(5)	
r ii E(i)	r ii e(2)	ra e(3)	ru e(4)	
r ii f	rii.G			

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP File with a completed Execution Page

One event may result in more than one affirmative answer to Items 11 C., 11 D., 11 E., 11 F. or II.G Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being Filed is

(are): C You (the advisory firm)

You and one or more of your affiliates * One or more

of your *advisory affiliates*

If this DRP is being Filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box

ADV DRP - ADVISORY AFFILIATE

CRD Number-

This advisory affiliate is * a Firm¹ an Individual²

Registered- r Yes No

Name- BLACKROCK INC
 (For individuals, Last, First, Middle)

J~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I~ This DRP should be removed from the ADV record because- (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago

I~ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes p No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records

PART II

1. Regulatory Action initiated by
 pSEC (~ Other Federal p State C cdq (* Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or
 SRO) FEDERAL DEPARTMENT OF FINANCE - SWITZERLAND ("FDF")

2. Principal Sanction:
 Civil and Administrative Penalties

Civil and Administrative Penalties
(ies) /Fine(s) Other Sanctions*

3 Date Initiated (MM/DD/YYYY).

02/28/2012 " Exact " Explanation
If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type: Other

Other Product Types:

INVESTMENT IN EQUITY SECURITIES OF SWISS ISSUERS

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE FDF ALLEGED THAT BLACKROCK HAD NOT FILED, WITHIN THE SPECIFIED TIME PERIOD, REPORTS THAT ITS COLLECTIVE OWNERSHIP OF SECURITIES IN SWISS ISSUERS
CROSSED CERTAIN OWNERSHIP THRESHOLDS.

8. Current Status? " Pending " On Appeal " & Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed*

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter

resolved: Settled

11. Resolution Date (MM/DD/YYYY)*

02/21/2013 Exact <~

Explanation If not exact, provide
explanation*

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate

items)? F Monetary/Fine Amount \$ 533,790.00

r Revocation/Expulsion/Denial

P Censure

f Bar

T Disgorgement/Restitution

I Cease and Desist/Injunction

f" Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If
requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition
resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty
was waived*

FDF IMPOSED A FINE OF 500,000 CHF (APPROXIMATELY \$ 533,790 USD)

13. _ Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided)

MONETARY FINE PAID

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL OK p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., 11 F. or II.G of Form ADV.

Regulatory Action

Check item(s) being responded to

mc(i)

riID(1)

ru.Ed) r p. f

r 11 =(2j r ii g

ru.cu)

FIID(2)

ruc;3)

riID(3)

rn.c<4) ru.c(5>

riID(4)

r 11 D(5)

. Use a separate DRP for each event or proceeding The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D, 11.E., 11 F or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A The person(s) or entity(ies) for whom this DRP is being filed is
(are): p You (the advisory firm)

r You and one or more of your advisory affiliates

a One or more of your

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number, if not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number This advisory affiliate is a Firm an Individual

Registered: r Yes a No

Name- BLACKROCK, INC
(For individuals, Last, First, Middle)

I This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

r* This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11 D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

<~ Yes " No

NOTE The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records

PART II

1. Regulatory Action initiated by
(Full name of regulator, forego financial regulatory authority, federal, state, or
SRO) COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA - ITALY
("CONSOB")
2. Principal Sanction
Civil and Administrative Penalt
(ies) /Fine(s) Other Sanctions.
3. Date Initiated (MM/DD/YYYY)
06/28/2013 Exact
If not exact, Explanation
provide explanation-
4. Docket/Case Number.
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable)¹
6. Principal Product
Type. Other
Other Product Types:
INVESTMENT IN EQUITY SECURITY OF AN ITALIAN ISSUER
7. Describe the allegations related to this regulatory action (your response must fit within the space provided)-

THE CONSOB ALLEGED THAT BLACKROCK HAD NOT FILED, WITHIN THE SPECIFIED TIME PERIOD, REPORTS THAT ITS COLLECTIVE OWNERSHIP OF SECURITIES IN AN ITALIAN ISSUER CROSSED CERTAIN OWNERSHIP THRESHOLDS.

8. Current Status: <~ Pending r On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved? Settled

11. Resolution Date (MM/DD/YYYY):
08/12/2013 ^ Exact r Explanation If not exact, provide explanation:

12. Resolution Detail-

A. Were any of the following Sanctions Ordered (check all appropriate items)?

I* Monetary/Fine Amount¹ \$ 13,340.00 P Revocation/Expulsion/Denial ■T* Censure P Bar

B. Other Sanctions Ordered:

I*~ Disgorgement/Restitution f~ Cease and Desist/Injunction r~ Suspension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
CONSOB IMPOSED A FINE OF 10,000 EURO (APPROXIMATELY 13,340 USD)

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
MONETARY FINE WAS PAID ON AUGUST 12, 2013.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL OR p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

rnc(i)

r n.c(2)

f~uc(3)

rnc(4) m.c(5)

f~ 11 D(1)

[7 u D(2)

r 11.0(3)

r 11 D(4)

r 11 D(5)

TIIEd)

riIE(2)

I~11E(3) riLE(4)

ruF m.G.

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are)-C You (the advisory firm)

r You and one or more of your a(Wy ana(es

«■ one or more of your a(visory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name. First name. Middle name).
If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is* a Firm " an Individual

Registered

Registration: ☐ Yes ☒ No

Name: BLACKROCK INC
(For individuals. Last, First, Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- ↳ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item u that occurred more than ten years ago.

↳ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☒ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) NEW YORK ATTORNEY GENERAL ("AG")

2. Principal
Sanction:
Undertaking
Other
Sanctions:

3. Date Initiated (MM/DD/YYYY):

01/08/2014 & Exact ☐ Explanation

If not exact, provide explanation:

4. Docket/Case
Number
ASSURANCE
NO 14-007

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type
Equity Listed (Common & Preferred
Stock) Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided)¹

THE AG ALLEGED THAT BLACKROCK'S USE OF CERTAIN ANALYST SURVEYS VIOLATED NEW YORK'S MARTIN ACT AND EXECUTIVE LAW.

8. Current Status⁷ ☐ Pending ☐ On Appeal ☐ & Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed" If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only

10. How was matter
resolved-Other

- 11. Resolution Date (MM/DD/YYYY):

01/08/2014 & Exact ☐ Explanation

If not exact, provide explanation

12. Resolution Detail

- A. Were any of the following Sanctions Ordered (check all appropriate items)⁷

☐ Monetary/Fine Amount: \$

P Revocation/Expulsion/Denial
 P Censure
 I"" Bar

P Disgorgement/Restitution
 P Cease and Desist/Injunction
 P Suspension

B. Other Sanctions Ordered:

AGREEMENT OF DISCONTINUANCE

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.)- If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

BLACKROCK AGREED TO STOP USING ANALYST SURVEYS.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). ON JANUARY 8, 2014, BLACKROCK, INC. ("BLACKROCK") ENTERED INTO AN ASSURANCE OF DISCONTINUANCE ("AOD") WITH THE NEW YORK ATTORNEY GENERAL'S OFFICE ("AG") TO SETTLE ALLEGATIONS BY THE AG THAT BLACKROCK'S USE OF ANALYST SURVEYS VIOLATED NEW YORK'S MARTIN ACT AND EXECUTIVE LAW. THE AGREEMENT DID NOT INVOLVE THE PAYMENT OF ANY FINE OR OTHER PENALTY. WITHOUT ADMITTING OR DENYING THE ALLEGATIONS, BLACKROCK AGREED TO STOP USING ANALYST SURVEYS AND AGREED TO PAY THE AG \$400,000 TOWARDS THE COST OF ITS INVESTIGATION.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items 11 C, II.D , 11 E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

PIIC(1)	PIIC(2)	PIIC(3)	r 11 C(4) PII.C(5)	
riID(I)	I? 11 D(2)	r 11 D(3)	PIID(4)	P 11 D(5)
P 11 E(I)	PIIE(2)	PIIE(3) PII.E(4)		
P 11 F	P 11 G			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions r by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

r You and one or more of your gdisgrgy

affli/ates fi One or more of your gtlMaory affli((a)(S

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals. Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box

ADV DRP - ADVISORY AFFILIATE

CRD Number. This advisory affiliate is " a Firm r an Individual

Registered: r yes p No

Name: BLACKROCK INC
 (For individuals, Last, First, Middle)

P This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

P This DRP should be removed from the ADV record because- (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or u-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes " No

NOTE The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records

[PART II

1. Regulatory Action initiated by.
 p SEC p Other Federal p State p SRO p Foreign
 (Full name or regulator, foreign financial regulatory authority, federal, state, or
 SRO) FINANSINSPEKTIONEN (FINANCIAL SUPERVISORY AUTHORITY
 SWEDEN)

2. Principal Sanction:
 Civil and Administrative Penalt
 (ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY)-
 09/11/2013 " Exact c
 If not exact, Explanation
 explanations provide

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product
 Type: Other
 Other Product Types:
 INVESTMENT IN EQUITY SECURITIES OF A SWEDISH ISSUER

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
 THE FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN ALLEGED THAT BLACKROCK INC HAD NOT FILED, WITHIN THE SPECIFIED TIME PERIOD, REPORTS THAT ITS COLLECTIVE OWNERSHIP OF SECURITIES IN THE SWEDISH ISSUER, ASSA ABLOY AB, CROSSED CERTAIN OWNERSHIP THRESHOLDS

8. Current Status: <~ Pending P On Appeal & Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter
 resolved. Settled

11. Resolution Date (MM/DD/YYYY)
 01/27/2014 & Exact r
 Explanation If not exact, provide
 explanation.

12. Resolution Detail-

- A. Were any of the following Sanctions Ordered (check all appropriate items)? P* Monetary/Fine Amount \$ 46,300 00
 I: Revocation/Expulsion/Denial r* Censure r Bar
 B. Other Sanctions Ordered:

f~ Disgorgement/Restrt-Jtion r~ Cease and Desist/Injunction f* Suseension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retram, type of exam required and whether condition has been satisfied If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate,"date paid and if any portion of penalty was waived:
 FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN IMPOSED A SPECIAL FEE OF 300,000 SEK (APPROXIMATELY \$46,300 USD)

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
 BLACKROCK, INC., PAID THE SPECIAL FEE ON JANUARY 27, 2014

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL _ p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F. or II.G. of Form ADV

Check item(s) being responded to.

r u c(t) r u c;2)
 r 11 D(I) 17 11 D(2)

r ii E(i) r n.E(2)
r ii f r u.g.
r n co) r n d(3)
rn E(3)

r a c(4) r ii D(t) r n.E(4)

r u.c(5) r iid(S)

■ Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., 11.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are): p You (the advisory firm)

r You and one or more of your advisory affiliate(s)

P One or more of your attorney/affiliate(s)

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

Yes No BLACKROCK, INC.
(For individuals, Last, First, Middle)

r This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser. . r This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

r This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances.

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or u-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

NOTE. The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records. PART II

1. Regulatory Action initiated by.

p SEC (- Other Federal p State p SRO p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

FINANSINSPEKTIONEN (SWEDISH FINANCIAL SUPERVISORY AUTHORITY

(THE "SFSA")

2. Principal Sanction.

Civil and Administrative

(ies) /Fine(s) Other Sanctions: Penalt

3. Date Initiated (MM/DD/YYYY):

07/15/2014 f Exact ' Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable).

Principal
Product
Type: Other

Other Product Types.
INVESTMENT IN CANADIAN EQUITY SECURITIES

7 Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN (THE "SFSA") ALLEGED THAT BLACKROCK, INC VIOLATED LOCAL SWEDISH LAW BY NOT FILING IN SWEDEN, WITHIN A PRESCRIBED TIME, REPORTS THAT ITS COLLECTIVE SHAREHOLDINGS IN LUNDIN MINING CORPORATION (A CANADIAN COMPANY WITH A PRIMARY LISTING ON TORONTO STOCK EXCHANGE AND A LISTING OF SWEDISH DEPOSITARY RECEIPTS ON NASDAQ OMX STOCKHOLM) CROSSED CERTAIN OWNERSHIP THRESHOLDS.

8. Current Status' *~ Pending ^ On Appeal < ** Final

9 If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed * If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

10 How was matter
resolved:

Decision

11. Resolution Date (MM/DD/YYYY):

10/15/2014 & Exact P

Explanation If not exact,
provide explanation*

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate
items)? 17 Monetary/Fine Amount. \$ 138,200.00

P Revocation/Expulsion/Denial

P Censure

P Bar

P Disgorgement/Re-stitution

f~ Cease and Desist/Injunction

P Suspension

B. Other Sanctions Ordered:

Sanction detail, if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN IMPOSED A SPECIAL FEE OF 1,000,000 SEK (APPROXIMATELY \$138,200 USD) BLACKROCK, INC. PAID THE SPECIAL FEE ON OCTOBER 15, 2014

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
BLACKROCK, INC. PAID THE SPECIAL FEE ON OCTOBER 15, 2014

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11 E., 11 F or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

9 U C(1)

F? 11 C(2)

17 11 C(3)

17 11 C(4)

17 11 C(5)

P 11.0(1)

P 11D(2)

11D(3)

P 11D(4)

11D(5)

P 11 E(1)

P 11 E(2)

P 11 E(3)

P 11 E(4)

r ii ? rue

■ use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11 C, 11 D, 11 E, 11 F or II.G. Use only one DRP to report details related to the same event, if an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

p You and one or more of your M m m m m

affiliates advisory

p One or more of your m m m m m

affiliates advisory

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is a Firm <~ an Individual

Registered: r- rr

51 r Yes <* No

Name: BLACKROCK, INC

(For individuals, Last, First, Middle)

If This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

If This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item n.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

If This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances.

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

f Yes <~ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

pSEC p Other Federal p State r SRO (~ Foreign)

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SECURITIES AND EXCHANGE COMMISSION

2. Principal

Sanction:

Cease

and

Desist

Other

Sanctions

BLACKROCK ADVISORS, LLC ("BAL") IS TO: A) PAY A \$12 MILLION CIVIL MONEY PENALTY; B) CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND ANY FUTURE VIOLATIONS OF SECTION 206(2) AND SECTION 206(4) OF THE INVESTMENT ADVISERS ACT OF 1940 AND RULE 206(4)-7 THEREUNDER, AS WELL AS CAUSING A VIOLATION OF RULE 38A-1 OF THE INVESTMENT COMPANY ACT OF 1940; AND C) UNDERTAKE TO RETAIN AN INDEPENDENT COMPLIANCE CONSULTANT TO REVIEW ITS OUTSIDE ACTIVITY POLICY AND ANY RELATED CONFLICTS.

3. Date Initiated (MM/DD/YYYY):

04/20/2015

ff

Exact

r

Explanation

If not exact, provide explanation:

4. Docket/Case
Number-FILE NO.
3-16501

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable).

6. Principal

Product Type

No Product

Other Product

Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON APRIL 20, 2015, THE SECURITIES AND EXCHANGE COMMISSION ("SEC") ANNOUNCED AN AGREEMENT WITH BAL, TO SETTLE FINDINGS RELATING TO BAL'S HANDLING AND

DISCLOSURE OF A FORMER PORTFOLIO MANAGER'S PERSONAL INVESTMENTS AND INVOLVEMENT IN A FAMILY BUSINESS WITHOUT ADMITTING OR DENYING WRONGDOING, BAL AGREED TO THE ENTRY OF AN ADMINISTRATIVE ORDER CONTAINING FINDINGS THAT BAL VIOLATED SECTION 206(2) AND SECTION 206(4) OF THE INVESTMENT ADVISERS ACT OF 1940 AND RULE 206(4)-7 THEREUNDER, AND CAUSED A VIOLATION OF RULE 38A-1 OF THE INVESTMENT COMPANY ACT OF 1940.

8. Current Status' <~ Pending <~ On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only

10. How was matter resolved.

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY)■

04/20/2015 ^ Exact ^- Explanation

If not exact, provide explanation

12. Resolution Detail:

A Were any of the following Sanctions Ordered (check all appropriate items)

⁷ [7 Monetary/Fine Amount \$ 12,000,000 00

I~ Revocation/Expulsion/Denial

17 Censure

I''' 3a'

f Disgorgement/Restitution

17 cease and Desist/Injunction

f~ Suspension

B. Other Sanctions

Ordered:

UNDERTAKING

Sanction detail* if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

PER THE SETTLEMENT, BAL PAID THE \$12 MILLION CIVIL MONEY PENALTY ON APRIL 24, 2015. BAL HAS RETAINED AN INDEPENDENT COMPLIANCE CONSULTANT TO REVIEW ITS OUTSIDE ACTIVITY POLICY AND ANY RELATED CONFLICTS.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). ON APRIL 20, 2015, THE SECURITIES AND EXCHANGE COMMISSION ("SEC") ANNOUNCED AN AGREEMENT WITH BAL, A SUBSIDIARY OF BLACKROCK, INC., TO SETTLE CHARGES RELATING TO BAL'S HANDLING AND DISCLOSURE OF A FORMER PORTFOLIO MANAGER'S PERSONAL INVESTMENTS AND INVOLVEMENT IN A FAMILY BUSINESS BAL PAID THE \$12 MILLION CIVIL MONEY PENALTY ON APRIL 24, 2015 AND BAL HAS RETAINED AN INDEPENDENT COMPLIANCE CONSULTANT TO REVIEW ITS OUTSIDE ACTIVITY POLICY AND ANY RELATED CONFLICTS. BAL NEITHER ADMITS NOR DENIES THE FINDINGS IN THE SETTLEMENT AND DOES NOT EXPECT THE RESOLUTION OF THIS MATTER TO HAVE A MATERIAL ADVERSE EFFECT ON ITS FINANCIAL RESULTS OR OPERATIONS.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

ruc(D

r U D(I)

mE(i)

r ii f

m.c(2)

(7 ii D(2)

r ii e(2)

r ii g

riic(3)

r II D(3)

ruE(3j ruE(4j

m.c(4j rucjsj

r II D(4)

r U D(S)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11 C, 11 D., II E., II F. or II G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are), f You (the advisory firm)

f~ You and one or more of your advisory affiliates

*p One or more of your . . .
l* affiliates ' advisory*

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name) If the advisory affiliate has a CRO number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number.

This advisory affiliate is a Firm ' an Individual

Registered r Yes P No

Name: BLACKROCK, INC
(For individuals, Last, First, Middle)

r~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

l~~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

l" This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances*

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

C Yes ^ No

NOTE- The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

e- SEC c Other Federal p. State (- SRQ p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
FINANSSIVALVONTA - THE FINANCIAL SUPERVISORY AUTHORITY OF
FINLAND

2. Principal

Sanction:
Reprimand
Other
Sanctions:

3. Date Initiated (MM/DD/YYYY):

05/26/2015 *? Exact ^ Explanation
If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type: Other
Other Product Types:
INVESTMENT IN EQUITY SECURITIES OF A FINNISH ISSUER.

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON SEPTEMBER 12, 2013, BLACKROCK, INC BROUGHT TO THE ATTENTION OF THE FINANCIAL SUPERVISORY AUTHORITY OF FINLAND ("FINNISH FSA") THAT BLACKROCK, INC. HAD NOT FILED, WITHIN THE SPECIFIED TIME PERIOD, A NOTIFICATION THAT THE INDIRECT AGGREGATE SHAREHOLDING IN A FINNISH ISSUER, OUTOTEC OYJ, CROSSED A CERTAIN THRESHOLD ("LATE NOTIFICATION")^

8. Current Status' <~ Pending ' On Appeal *** Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only

10. How was matter resolved.

Decision

11 Resolution Date (MM/DD/YYYY):

06/05/2015 & Exact Explanation

IT not exact, provide explanation:

12 Resolution Detail:

V Disgorgement/Restitution I~ Cease and Desist/Injunction f~ Suspension

A. Were any or the following Sanctions Ordered (check all appropriate items)

7 I~ Monetary/Fine Amount- \$ V Revocation/Expulsion/Denial P Censure r

Bar

B. Other Sanctions Ordered:

THE FINNISH FSA ISSUED A PUBLIC REPRIMAND TO BLACKROCK, INC

Sanction detail if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc) If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type or exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived.

ON JUNE 5, 2015, THE FINNISH FSA ISSUED A PUBLIC REPRIMAND TO BLACKROCK, INC. BECAUSE OF THE LATE NOTIFICATION

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

BLACKROCK, INC IS NOT APPEALING THE DECISION AND CONSIDERS THE MATTER CLOSED.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items 11 C, 11 D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

r u c(d)
r ii D(u)
r ii E(i)
r a f

r u c(2)
p u d(2)
r u E(2)
r ii g

r u c(3)
r ii oo)
r n e(3)

r n cw
m.D(4) ruocs)
r u.e(4>

r u ctsj

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C, 11.D., 11.E., 11.F. or 11 G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): C You (the advisory firm)

C You and one or more of your advisory affiliates

One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals. Last name, First name, Middle name)

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number.

advisory affiliate is & a Firm if an Individual

Registered- Yes No

Name. BLACKROCK, INC.

(For individuals. Last, First, Middle)

¹ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser

¹ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item II that occurred more than ten years ago.

¹ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

¹ Yes & No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records

PART II

- Regulatory Action initiated by
☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) FINANSINSPEKTIONEN THE FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN
- Principal Sanction.
Civil and Administrative Penalties / Fine(s) Other Sanctions.
- Date Initiated (MM/DD/YYYY):
04/29/2015 Exact ¹
Explanation If not exact, provide explanation:
- Docket/Case Number: FI
REG NO. 14-16729
- Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable).
- Principal Product Type:
Other
Other Product Types:
INVESTMENT IN EQUITY SECURITIES OF A SWEDISH ISSUER.
- Describe the allegations related to this regulatory action (your response must fit within the space provided):
ON OCTOBER 31, 2014, BLACKROCK, INC. BROUGHT TO THE ATTENTION OF THE FINANCIAL SUPERVISORY AUTHORITY OF SWEDEN ("SWEDISH FSA") THAT BLACKROCK, INC. HAD NOT FILED, WITHIN THE SPECIFIED TIME PERIOD, A NOTIFICATION THAT ITS INDIRECT AGGREGATE SHAREHOLDING IN A SWEDISH ISSUER, ASSA ABLOY AB, CROSSED A CERTAIN THRESHOLD ("LATE NOTIFICATION").
- Current Status: ☐ Pending ☐ On Appeal ☐ Final
- If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed:

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

- How was matter resolved: Decision
- Resolution Date (MM/DD/YYYY):
06/10/2015 ¹ Exact ¹ Explanation
If not exact, provide explanation:
- Resolution Detail. A. Were any of the following Sanctions Ordered (check all appropriate items)?
☐ Disgorgement/Restitution ☐ Cease and Desist/Injunction ☐ Suspension
☐ Monetary/Fine Amount: \$ 120,700.00 ☐ Revocation/Expulsion/Denial ☐ Censure ☐ Bar
B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
 AS A RESULT OF THE LATE NOTIFICATION, THE SWEDISH FSA NOTIFIED BLACKROCK, INC., IN A LETTER DATED APRIL 29, 2015, OF ITS DECISION TO IMPOSE A PENALTY FEE OF SEK 1,000,000 (APPROXIMATELY \$120,700 USD). BLACKROCK, INC. PAID THE PENALTY FEE ON JUNE 10, 2015

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). THE PENALTY FEE, INVOICE DATE MAY 29, 2015, WAS PAID ON JUNE 10, 2015

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., 11.F. or II.G. of Form ADV

K 11 C(4) r 11 D(4)

17 II.C(5) r H.D(5)

Regulatory Action

Check item(s) being responded to:

11 C(i)

11 C(2)

11 C(3)

11 D(ii)

11 D(2)

11 D(3)

11 E(i)
11 F

11 E(2)

11 Eoj

11 E(4>

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., 11.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are): f You (the advisory firm)

, You and one or more of your affiliates P One or more of your 3dparty affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is a Firm or an Individual

Registered: r Yes ff m

Name: BLACKROCK, INC.
(For individuals, Last, First, Middle)

» This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

11 This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances.

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes & No

NOTE. The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records PART II

1 Regulatory Action initiated by:

pSEC p Other Federal p State C ^RO r r0re.gn

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) U.S. SECURITIES AND EXCHANGE COMMISSION

U.S. SECURITIES AND EXCHANGE COMMISSION

2. Principal Sanction:
Civil and Administrative Penalt
(ies) /Fme(s) Other Sanctions:
CEASE AND DESIST UNDERTAKING -;
3. Date Initiated (MM/DD/YYYY).
01/17/2017 & Exact ' Explanation If
not exact, provide explanation.
- 4 Docket/Case
Number. 3-17786
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
- 6- Principal Product
Type-No Product
Other Product
Types"
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE U.S. SECURITIES AND EXCHANGE COMMISSION ("SEC") FOUND THAT A HISTORIC VERSION OF BLACKROCK INC.'S ("BLACKROCK") FORM EMPLOYEE SEPARATION AND RELEASE AGREEMENT ("AGREEMENT") VIOLATED DODD FRANK'S WHISTLEBLOWER PROVISIONS, (RULE 21F-17 UNDER THE SECURITIES AND EXCHANGE ACT OF 1934). THE AGREEMENT, WHICH WAS IN USE BETWEEN OCTOBER 2011 AND MARCH 2016, DID NOT PROHIBIT FORMER EMPLOYEES FROM REPORTING ALLEGED WRONGDOING TO THE SEC. HOWEVER, EMPLOYEES WHO ACCEPTED A VOLUNTARY SEPARATION PAYMENT FROM BLACKROCK WAIVED THEIR RIGHT TO RECOVER A MONETARY REWARD FROM THE SEC IN CONNECTION WITH ITS WHISTLEBLOWING PROGRAM. BLACKROCK STOPPED USING THE AGREEMENT AT ISSUE BEFORE BEING CONTACTED BY THE SEC AND THE SEC WAS UNAWARE OF ANY INSTANCES IN WHICH FORMER BLACKROCK EMPLOYEES WERE PREVENTED FROM COMMUNICATING WITH THE SEC

8. Current Status' C Pending ' On Appeal & Final
- 9 If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter
resolved: Order
11. Resolution Date (MM/DD/YYYY):
01/25/2017 f Exact ' Explanation
If not exact, provide explanation:
12. Resolution Detail.
 - A Were any of the following Sanctions Ordered (check all appropriate items)? F Monetary/Fine Amount \$ 340,000.00

V Revocation/Expulsion/Denial	P Disgorgement/Restitution
V Censure	F Cease and
Desist/Injunction	
P Bar	(" Suspension
 - B Other Sanctions Ordered:
BLACKROCK AGREED TO NOTIFY FORMER EMPLOYEES WHO SIGNED AN AGREEMENT TO ADVISE THEM THAT BLACKROCK DOES NOT PREVENT FORMER EMPLOYEES FROM COLLECTING A MONETARY AWARD FOR REPORTING INFORMATION TO THE SEC UNDER ITS WHISTLEBLOWER PROGRAM
Sanction detail- if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retram, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived.
BLACKROCK PAID THE \$340,000 CIVIL MONETARY PENALTY ON JANUARY 25, 2017.

- 13 Provide a brier summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
ON JANUARY 17, 2017, BLACKROCK INC REACHED AN AGREEMENT WITH THE SEC TO RESOLVE ALLEGATIONS THAT A HISTORIC VERSION OF BLACKROCK'S FORM EMPLOYEE SEPARATION AND RELEASE AGREEMENT ("AGREEMENT") VIOLATED DODD FRANK'S WHISTLEBLOWER PROVISIONS, (RULE 21F-17 UNDER THE SECURITIES AND EXCHANGE ACT OF 1934). THE SETTLEMENT WITH THE SEC INCLUDED A \$340,000 PAYMENT, WHICH WAS PAID ON JANUARY 25, 2017. BLACKROCK ALSO AGREED TO NOTIFY FORMER EMPLOYEES WHO SIGNED AN AGREEMENT TO ADVISE THEM THAT BLACKROCK DOES NOT PREVENT FORMER EMPLOYEES FROM COLLECTING A MONETARY AWARD FOR REPORTING INFORMATION TO THE SEC UNDER ITS WHISTLEBLOWER PROGRAM.

GENERAL INSTRUCTIONS

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Regulatory Action

Check item(s) being responded to:

ru.c(i)	r nc(2)	rnc(3)	rnc(4) rnc(5)
ruD(i)	r n d(2)	rn.D(3)	r ud(4) rnotsj
riIE(I)	PIIE(2)	ril.E(3) rilE(4)	
tiif	r n g.		

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page

One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): f- You (the advisory firm)

r- You and one or more of your advisory affiliate(s)

p One or more of your affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

CRD Number:

Registered:

Name:

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is ^ a Firm <~ an Individual

r Yes & No BLACKROCK, INC. (For individuals.

Last, First, Middle)

f~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

f~ This DRP should be removed from the ADV record because* (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item II that occurred more than ten years ago.

1"" This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

r Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

p SEC p Other Federal p State p SRO p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

CHICAGO BOARD OF TRADE

2. Principal Sanction:

Civil and Administrative Penalties / Fines

Other Sanctions.

DISGORGEMENT

3 Date Initiated (MM/DD/YYYY):

01/22/2021 " Exact " Explanation If
not exact, provide explanation:

4. Docket/Case
Number: CBOT
19-1230-BC
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product
Type: Futures -
Commodity Other
Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided)
THE CME CONCLUDED THAT BLACKROCK VIOLATED CHICAGO BOARD OF TRADE (CBOT) RULE 562, WHICH PROHIBITS FIRMS FROM HOLDING POSITIONS ON THE CME LARGER THAN THE LIMITS PROSCRIBED BY CME RULES.
8. Current Status' " Pending " On Appeal " & Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed If

Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter
resolved. Settled

11. Resolution Date (MM/DD/YYYY).

07/28/2021 " Exact " Explanation If not
exact, provide explanation:

12. Resolution Detail

& Disgorgement/Restitution " Cease and Desist/Injunction " Suspension

- A. Were any or the following Sanctions Ordered (check all appropriate items)? " Monetary/Fine Amount \$ 119,605.60 " " Revocation/Expulsion/Denial " Censure " 3ar
- B. Other Sanctions Ordered:

Sanction detail, if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
IN ACCORDANCE WITH THE SETTLEMENT OFFER, THE PANEL ORDERED BLACKROCK TO PAY A FINE IN THE AMOUNT OF \$20,000 AND ORDERED DISGORGEMENT IN THE AMOUNT OF \$99,605.60 WHICH BLACKROCK PAID ON JULY 29TH, 2021.

Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). PURSUANT TO AN OFFER OF SETTLEMENT IN WHICH BLACKROCK INC. NEITHER ADMITTED NOR DENIED THE RULE VIOLATION UPON WHICH THE PENALTY IS BASED, ON JULY 26, 2021, A PANEL OF THE CHICAGO BOARD OF TRADE (CBOT) BUSINESS CONDUCT COMMITTEE ("PANEL") FOUND THAT ON NOVEMBER 12, 2019, AND NOVEMBER 13, 2019, BLACKROCK-MANAGED ACCOUNTS HELD AN ALL MONTHS COMBINED CBOT SOYBEAN MEAL POSITION THAT EXCEEDED THE ALL MONTHS POSITION LIMIT ON AN END OF DAY AND INTRADAY BASIS SPECIFICALLY, BLACKROCK-MANAGED ACCOUNTS HELD AN AGGREGATE POSITION OF 6,919 CONTRACTS LONG ON NOVEMBER 12, AND 6,920 CONTRACTS LONG ON NOVEMBER 13, 2019. THIS EXCEEDED THE ALL MONTHS COMBINED POSITION LIMIT FOR SOYBEAN MEAL BY 419 CONTRACTS, OR 6.45%, ON NOVEMBER 12, AND BY 420 CONTRACTS, OR 6.46%, ON NOVEMBER 13. BLACKROCK RECOGNIZED THE OVERAGE ON NOVEMBER 13, AND ATTEMPTED TO REDUCE ITS POSITION VIA AN EXCHANGE FOR RISK ("EFR") TRANSACTION, BUT WAS UNABLE TO EXECUTE THE TRADE ON THAT DAY. HOWEVER, ON THE MORNING OF NOVEMBER 14, 2019, BLACKROCK EXECUTED THE EFR AND BROUGHT THE ACCOUNTS' POSITIONS INTO COMPLIANCE, WHICH RESULTED IN A TOTAL MONETARY BENEFIT OF \$99,605.60 TO THE ACCOUNTS. THE PANEL CONCLUDED THAT BLACKROCK THEREBY VIOLATED CBOT RULE 562. IN ACCORDANCE WITH THE SETTLEMENT OFFER, THE PANEL ORDERED BLACKROCK TO PAY A FINE IN THE AMOUNT OF \$20,000 AND ORDERED DISGORGEMENT IN THE AMOUNT OF \$99,605.60 WHICH BLACKROCK PAID ON JULY 29TH, 2021.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., II.F or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to
rnc(i)
r II.D(i)

ru(c2)
r II.D(2)

rn c(3>
r II.D(3)

rn.c(4) rnqsi
r II.D(4) r II.D(S)

■' mE(i) r ii e(2) ruE(3j mE(4)

I; Use a separate DRP for each event or proceeding The same event or proceeding may be reported for more than one person or entity using one DRP File with a completed Execution Page

;;One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions -by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are): (- You (the advisory firm)

r You and one or more of your advisory
affiliate(s) P One or more of your ^..^

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: This advisory affiliate is O a Firm C an Individual

;Registered: r ^ < Nq

Name: BLACKROCK,INC
(For individuals, Last, First, Middle)

I This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser

P This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

ir you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11 D(4), and only if that event occurred more than ten years ago If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

P This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or u-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes f No

NOTE- The completion of this Form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

pSEC (• Other Federal f State r sro (r^{Foreign})

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT ("BAFIN")

2. Principal Sanction:

Civil and Administrative Penalt
(ies) /Fine(s) Other Sanctions.

3. Date Initiated (MM/DD/YYYY)-

03/20/2015 " Exact <~

Explanation If not exact, provide
explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other

Other Product Types:

INVESTMENT IN SHARES OF ISSUERS WHOSE HOME COUNTRY IS THE FEDERAL REPUBLIC OF GERMANY ("GERMAN ISSUERS")

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

7 Describe the allegations related to this regulatory action (your response must fit within the space provided).

BAFIN ALLEGED THAT BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED ("BIM UK"), AS FILING AGENT FOR CERTAIN OF ITS AFFILIATES, HAD MADE INCORRECT OR LATE REPORTS IN CONTRAVENTION OF GERMAN THRESHOLDS REPORTING REQUIREMENTS.

B Current Status? <~ Pending f On Appeal f Final

9 If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed-If

Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only

10. How was matter resolved

-Other

11 Resolution Date (MM/DD/YYYY):

03/26/2015 " Exact " Explanation If

not exact, provide explanation-

12. Resolution Detail:

A Were any of the following Sanctions Ordered (check all appropriate items)?

17 Monetary/Fine Amount. \$ 3,563,216.00

f~ Revocation/Exp-jision/Der.ial

P Censure

P Sar

r Disgorgement/Restitution

f cease and Desist/l.-^unc-.ron

P Suspension

B Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.) If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

BAFIN IMPOSED A FINE OF 3.25 MILLION EUROS AGAINST BIM UK AN ADDITIONAL 7,500 EUROS WAS LEVIED IN RESPECT OF AN ASSOCIATED ADMINISTRATION CHARGE.

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

IN 2014, BIM UK SELF-REPORTED TO BAFIN THAT CERTAIN DISCLOSURES WERE EITHER INCORRECT OR LATE BIM UK WORKED CLOSELY WITH BAFIN TO REMEDY THE RELEVANT DISCLOSURES AND INFORMED THE APPROPRIATE ISSUERS, AND THE BROADER MARKET, ON SEPTEMBER 30, 2014. ON MARCH 20, 2015, BAFIN IMPOSED A FINE OF 3.25 MILLION EUROS AGAINST BIM UK. AN ADDITIONAL 7,500 EUROS WAS LEVIED IN RESPECT OF AN ASSOCIATED ADMINISTRATION CHARGE. BIM UK PAID THE FINE AND ADMINISTRATION CHARGE TOTALING 3,257,500 EUROS (APPROXIMATELY \$3,563,216 USD) ON MARCH 26, 2015

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL OR p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11 E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

r n.c(i)

riI.D(1)

HIIE(1)

I" II.F.

r u c(2)

PII.D(2)

ru.E(2)

I" II.G.

r nc(3)

riID(3)

TII.E(3) TII.E(4)

r nc;4) /7iic(5)

riID(4)

r IID(5)

"Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page

;One event may result in more than one affirmative answer to Items II.C, II.D., 11.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

P You and one or more of your a(Wy

P One or more of your advisory affiliate(s)

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is ☐ a Firm ☐ an Individual

☐ Yes
& No
BLACKR
(For individuals, Last, First, Middle)

r* This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

l~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

l~ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records. PART II

1. Regulatory Action initiated by:
☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

COMMODITY FUTURES TRADING COMMISSION

2. Principal Sanction.
Civil and Administrative Penalties /Fine
(s) Other Sanctions: CEASE AND DESIST
3. Date Initiated (MM/DD/YYYY):
03/08/2012 ☐ Exact ☐ Explanation If
not exact, provide explanation
4. Docket/Case
Number: 12-13
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product
Type Futures -
Financial Other
Product Types
7. Describe the allegations related to this regulatory action (your response must fit within the space provided).
THE CFTC ALLEGED THAT TWO TRADES BY BTC VIOLATED SECTION 4C(A)(1) OF THE COMMODITY EXCHANGE ACT AND CFTC REGULATION 1.38(A).
8. Current Status ⁷ ☐ Pending ☐ On Appeal Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter
resolved. Settled
11. Resolution Date (MM/DD/YYYY):
03/08/2012 & ☐ Exact ☐ Explanation If
not exact, provide explanation

12 Resolution Detail

A. were any of the following Sanctions Ordered (check all appropriate

items)? f Monetary/Fine Amount \$ 250,000 00

f~ Revocation/Expulsion/De:!!j!

l~ Censure

r~ Bar

V Dsgo'gement/Res*:i:u'.ion

r~ Cease ana DesisL/Imunction

f~ Suspension

B. Other Sanctions

Ordered: CEASE

AND DESIST

Sanction detail ~ if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retram, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived

THE \$250,000 FINE WAS LEVIED AGAINST BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A., AN AFFILIATE OF BLACKROCK FINANCIAL MANAGEMENT, INC, AND WAS PAID ON MARCH 23, 2012. NO PORTION OF THE PENALTY WAS WAIVED

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided) ■ON JANUARY 20, 2012, AN AFFILIATE OF BFM, BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. ("BTC"), ENTERED INTO AN OFFER OF SETTLEMENT WITH THE CFTC, WITHOUT ADMITTING OR DENYING WRONGDOING, UNDER WHICH BTC AGREED TO THE IMPOSITION OF A \$250,000 PENALTY AND THE ENTRY OF AN ORDER TO RESOLVE ALLEGATIONS BY THE CFTC THAT TWO TRADES BY BTC VIOLATED SECTION 4C(A)(1) OF THE COMMODITY EXCHANGE ACT AND CFTC REGULATION 1 38(A). BTC ALSO AGREED TO CEASE AND DESIST FROM ANY FURTHER VIOLATIONS OF THESE STATUTES. THE CFTC DID NOT ALLEGE THAT ANY CLIENTS OF BTC, BLACKROCK OR ANY RELATED AFFILIATE WERE HARMED IN ANY WAY IN THE EXECUTION OF THESE TWO TRADES "

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E., 11.F. or 11.G of Form ADV.

Regulatory Action

Check item(s) being responded to:

r ii c(1)

P~ 11 D(1)

rn.E(i)

Ph.f

r u.c(2)

W 11 D(2)

r h.e(2)

Tug.

r u c(3)

r 11 d(3)

r ii e(3)

ru.c(4) rn.c(5)

r ii D(4j

r u e(4)

r h.d(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11 E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

, You and one or more of your aamory amafes

<~ One or more or your advismy amafes

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is ^ a Firm <"* an Individual

r Yes

*? No

BLACKR

(For individuals, Last, First, Middle)

f~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

f~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item II that occurred more than ten years ago.

f~ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances:

- B If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

<~ Yes ^ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records PART II

1. Regulatory Action initiated by:

pSEC p Other Federal p State p SRO p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) COMMISSIONS NAZIONALE PER LE SOCIETA E LA BORSA ("CONSOB")

- 2 Principal Sanction:

Civil and Administrative Penalties

(ies) /Fine(s) Other Sanctions:

- 3 Date Initiated (MM/DD/YYYY):

04/29/2014 ^ Exact ^

Explanation If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product

Type: Other

Other Product Types:

INVESTMENT IN ITALIAN EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided).

BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED ("BIMUK") ON BEHALF OF THE BLACKROCK GROUP OF COMPANIES MADE AN INCORRECT LARGE SHAREHOLDER THRESHOLD FILING TO CONSOB IN DECEMBER 2011 REGARDING ITS HOLDINGS IN UNICREDIT S.P.A.. ON BEHALF OF CLIENTS. BLACKROCK DETECTED THIS ERROR, SELF-REPORTED IT TO CONSOB AND INFORMED THE MARKET OF THIS MISTAKE BACK IN JANUARY 2012

8. Current Status⁷ <~ Pending ^ On Appeal ^ Final

- 9 If on appeal, regulatory action appealed to (SEC, SRO, Federal or state Court) and Date Appeal Filed.

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter

resolved: Decision

11. Resolution Date (MM/DD/YYYY)-

05/08/2014 ^ Exact <~ Explanation

If not exact, provide explanation:

- 12 Resolution Detail-

- A. Were any of the following Sanctions Ordered (check all appropriate items)

⁷ W Monetary/Fine Amount. \$ 205,826 00

C Revocation/Expulsion/Debarment

f Censure

I⁸ Bar

P Disgorgement/Restitution

f~ Cease and Desist/Injunction

f Suspension

B. Other Sanctions Ordered-

Sanction detail, if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length or time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

CONSOB IMPOSED A FINE OF 150,000 EURO FOR NEGLIGENT MARKET MANIPULATION (APPROXIMATELY \$205,826 USD). THE FINE WAS PAID ON MAY 8, 2014

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided) ON APRIL 29, 2014, CONSOB FINED BIMUK 150,000 EURO (APPROXIMATELY \$205,826 USD) ON THE BASIS OF NEGLIGENT MARKET MANIPULATION ARISING FROM ITS INCORRECT LARGE SHAREHOLDER REPORT IN DECEMBER 2011

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an <- INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D., 11.E, II.F. or II.G. or Form ADV.

Regulatory Action

Check item(s) being responded to.

rucc.)

rnc(2)

rn.c(3;

rue;-?) ru.cisj

riID(I)

17 110(2)

riI. D(3)

riID(4) ri~HD(5)

rueD)

rt:E(2)

rn t(3) thek:

rii f

ri u.g

Use a separate DRP for each event or proceeding The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page

One event may result in more than one affirmative answer to Items II.C, 11 D., H.E., II.F or 11 G Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are)-p You (the advisory firm)

, You and one or more of your affiliates " One or

more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is a Firm f~ an Individual

<- Yes f

No

BLACKRO

(For individuals, Last, First, Middle) I" This DRP should be removed from the ADV record because the advisory affiliate(s) is no

longer associated with the adviser.

I" This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a sfafe securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

f" This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances.

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or u-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

<- Yes <- No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records ■

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items 11 C, 11.D., 11.E., 11.F. or 11 G of Form ADV.

Regulatory Action

Check item(s) being responded to:

<input type="checkbox"/> 11 C(i)	<input type="checkbox"/> 11 C(2)	<input type="checkbox"/> 11 C(3)	<input type="checkbox"/> 11 C(4)	<input type="checkbox"/> 11 C(5)
<input type="checkbox"/> 11 D(i)	<input type="checkbox"/> 11 D(2)	<input type="checkbox"/> 11 D(3)	<input type="checkbox"/> 11 D(4)	<input type="checkbox"/> 11 D(5)
<input type="checkbox"/> 11 E(i)	<input type="checkbox"/> 11 E(2)	<input type="checkbox"/> 11 E(3)	<input type="checkbox"/> 11 E(4)	<input type="checkbox"/> 11 E(5)
<input type="checkbox"/> 11 F	<input type="checkbox"/> 11 F	<input type="checkbox"/> 11 F	<input type="checkbox"/> 11 F	<input type="checkbox"/> 11 F

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page

One event may result in more than one affirmative answer to Items 11.C, 11.D., 11.E., 11.F. or 11 G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP

PART I

A The person(s) or entity(ies) for whom this DRP is being filed is
(are)-r- You (the advisory firm)

☐ You and one or more of your a(Mswy affl/ia)BS G

One or more of your a(twOfy affl/afetj

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is ☐ a Firm ☐ an Individual

Registered- ☐ Yes ☐ No

Name: BLACKROCK, INC
(For individuals, Last, First, Middle)

If This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago

If This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances-

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

<" Yes & No

NOTE" The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

pSEC p Other Federal p State p SRO p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

TAIWAN FINANCIAL SUPERVISORY COMMISSION ("FSC")

2. Principal

Sanction:

Reprimand

Other

Sanctions'

3. Date Initiated (MM/DD/YYYY).

12/25/2012 Exact C Explanation

If not exact, provide explanation.

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal

Type:
Market
Other
Types:Product
Money
Fund(s)
Product

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

"ON DECEMBER 25, 2012, THE TAIWAN FINANCIAL SUPERVISORY COMMISSION ("FSC") ISSUED A WARNING NOTICE THAT PROHIBITS BLACKROCK TAIWAN FROM OFFERING NEW ONSHORE OR OFFSHORE FUNDS, OR TAKING ON NEW ONSHORE MANDATES, FOR SIX MONTHS. NO ACTIONS WERE TAKEN AGAINST INDIVIDUAL BLACKROCK EMPLOYEES THE FSC'S WARNING NOTICE FOUND THAT BLACKROCK TAIWAN VIOLATED LOCAL SECURITIES REGULATIONS DUE TO THE MANNER IN WHICH IT SOUGHT SUBSCRIPTIONS FROM FINANCIAL INSTITUTIONS TO SUPPORT A PROPOSED INCREASE IN THE MANAGEMENT FEE OF TAIWAN DOLLAR MONEY MARKET FUND."

8. Current Status? P Pending *** On Appeal ^ Final

9. IT on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

10. How was matter
resolved

Other

11. Resolution Date (MM/DD/YYYY);

12/25/2012 & Exact Explanation If
not exact, provide explanation-

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)

P Monetary/Fine Amount \$

P Revocation/Expulsion/Denial

P Censure

P Bar

P Disgorgement/Restitution

P Cease and Desist/Injunction

P Suspension

B. Other Sanctions Ordered:

"BLACKROCK TAIWAN IS PROHIBITED FROM OFFERING NEW ONSHORE OR OFFSHORE FUNDS, OR TAKING ON NEW ONSHORE MANDATES, FOR SIX MONTHS FROM DECEMBER 25, 2012. THE WARNING NOTICE DOES NOT PROHIBIT BLACKROCK FROM ENGAGING IN OTHER ACTIVITIES.

Sanction detail if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.) If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

ON DECEMBER 25, 2012, THE FSC ISSUED A WARNING SANCTION TO BLACKROCK TAIWAN THAT PROHIBITS BLACKROCK TAIWAN FROM OFFERING NEW ONSHORE OR OFFSHORE FUNDS, OR TAKING ON NEW ONSHORE MANDATES, FOR SIX MONTHS. NO ACTIONS WERE TAKEN AGAINST INDIVIDUAL BLACKROCK EMPLOYEES "

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided)

"THE WARNING NOTICE DOES NOT PROHIBIT BLACKROCK TAIWAN FROM ENGAGING IN OTHER INVESTMENT-RELATED ACTIVITIES, NOT SPECIFICALLY COVERED IN THE WARNING NOTICE. THE FSC DID NOT IMPOSE ANY MONETARY PENALTY ON BLACKROCK TAIWAN."

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D, II.E., II.F. or II.G. of Form ADV.

Check item(s) being responded to:

II.C(i)

II.C(2)

II.D(i)

II.D(2)

II.E(d)

II.E(2)

II.F

Tug.

II.C(3) II.D(3) II.E(3)

17 11 C(4)
r ii.d(4) r ii e(4)

17 U C(5) r II.D(5)

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., II.E , II.F. or II.G Use only one DRP to report details related to the same event If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

p You and one or more of your . . .

1 affiliates 7 advisory

11 One or more of your : advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals. Last name, First name. Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number.

This advisory affiliate is * -- a Firm 1 an Individual

Registered r yes p No

Name- BLACKROCK,INC
(For individuals. Last, First, Middle)

I This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser

f~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a sfate securities authority , you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

I: This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances:

B If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD tor the event? If the answer is "Yes," no other information on this DRP must be provided

C Yes No

NOTE The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by.

fl SEC p Other Federal p State p SRO C Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SECURITIES AND EXCHANGE COMMISSION ("SEC")

2 Principal Sanction:

Civil and Administrative Penalt

(ies) /Fine(s) Other Sanctions:

PURSUANT TO THE SECURITIES AND EXCHANGE COMMISSION'S ORDER DATED APRIL 25, 2017 (THE "ORDER"), BLACKROCK FUND ADVISORS ("BFA") IS TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND ANY FUTURE VIOLATIONS OF SECTIONS 22(D), AND (E) OF THE INVESTMENT COMPANY ACT AND RULE 22C- 1 THEREUNDER."

3. Date Initiated (MM/DD/YYYY).

04/25/2017 ^ Exact r Explanation If not
exact, provide explanation:

4. Docket/Case
Number: 3-17942

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

i 6. Principal Product Type:

Other
Other Product Types.
EXCHANGE TRADED FUND
(ETF)

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

"THE ORDER SPECIFICALLY CONCERNS THE ISHARES MSCI RUSSIA CAPPED ETF ("RUSSIA FUND ETF"), MANAGED BY BLACKROCK FUND ADVISORS ("BFA") AND WHETHER IT WAS COVERED BY EXISTING EXEMPTIVE RELIEF GRANTED BY SECURITIES AND EXCHANGE COMMISSION ("SEC"). IN 2010, THE RUSSIA FUND ETF BEGAN SELLING ITS SHARES AS THE ONLY SERIES OF SHARES OF ISHARES MSCI RUSSIA CAPPED ETF, INC. ("RUSSIA FUND COMPANY") THE RUSSIA FUND COMPANY DID NOT HAVE THE REQUIRED EXEMPTIVE RELIEF UNTIL JANUARY 2015. ACCORDINGLY, BY OPERATING THE RUSSIA FUND ETF FROM DECEMBER 2010 TO JANUARY 2015, BFA CAUSED THE RUSSIA FUND COMPANY TO VIOLATE THE INVESTMENT COMPANY ACT."

8. Current Status⁷ P Pending C On Appeal & Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed* NA

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

04/28/2017 Exact ' Explanation If not

exact, provide explanation:

12. Resolution Detail:

A Were any of the following Sanctions Ordered (check all appropriate items)⁷ 17 Monetary/Fine Amount \$ 1,500,000.00 P Revocation/Expulsion/Denial P Censure P Bar

B. Other Sanctions Ordered:

P Disgorgement/Restitution 17 Cease and Desist/Injunction P Suspension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

A CIVIL MONETARY PENALTY IN THE AMOUNT OF \$1,500,000 WAS PAID ON APRIL 28, 2017"

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). "ON APRIL 25, 2017, BFA REACHED AN AGREEMENT WITH THE SEC RESOLVING THE MATTER REGARDING THE RUSSIA FUND ETF. BFA, WHICH DID NOT ADMIT OR DENY ANY OF THE SEC'S FINDINGS, AGREED TO RESOLVE THE MATTER FOR A CIVIL MONETARY PENALTY OF \$1,500,000."

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., II.F. or II.G of Form ADV.

Regulatory Action

Check item(s) being responded to:

PII.C(1)	PII.C(2)	riI.C(3)	PII.C(4) PII.C(5)	
P 11 D(I)	17 U.D(2)	P 11 D(3)	P U.D(4)	P U.D(5)
PII.E(I)	PII.E(2)	PII.E(3) PII.E(4)		
P 11 F.	P 11 G			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11 C , II.D , II.E., II.F. or II.G Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(see page 1 of the disclosure form)

(are) p You (are advisory firm)

r You and one or more of your affiliates

p One or more of your affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box

ADV DRP - ADVISORY AFFILIATE

This advisory affiliate is ^ a Firm < ** an Individual

Registered: r VIS ^ Nq

Name. BLACKROCK, INC

(For individuals, Last, First, Middle)

f~ This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser

f~ This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

J~ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake Explain the circumstances.

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

r Yes ^ No

NOTE" The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records PART II

- 1 Regulatory Action initiated by:

[~ SEC r- Other Federal p State (- p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) FINANSINSPEKTIONEN - SWEDISH FINANCIAL SERVICES AUTHORITY ("SFSA")

2. Principal Sanction

Civil and Administrative Penalt

(ies) / Fme(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY)

05/31/2018 Exact r Explanation

If not exact, provide explanation

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

- 6 Principal Product

Type Other

Other Product Types:

INVESTMENT IN

SWEDISH EQUITY

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED ("BIM UK") IS REQUIRED TO REPORT TO THE SWEDISH FINANCIAL SERVICES AUTHORITY ("SFSA"), WITHIN A SPECIFIED TIME PERIOD, ITS HOLDINGS IN LISTED ISSUERS WHERE THOSE HOLDINGS CROSS A CERTAIN THRESHOLD ("NOTIFICATIONS"). ON MAY 5, 2017, AN EXTERNAL VENDOR WAS UNABLE TO PROVIDE ACCURATE DATA RESULTING IN APPROXIMATELY A 5 MINUTE DELAY IN BIM UK'S SUBMISSION OF CERTAIN SHORT SELLING NOTIFICATIONS TO THE SFSA. THE SFSA WAS INFORMED IN ADVANCE OF THE FILING DEADLINE OF THE LIKELIHOOD OF A DELAY TO THE SUBMISSION OF CERTAIN SHORT SELLING NOTIFICATIONS. IN SEPTEMBER 2017, BIM UK RESPONDED TO AN INQUIRY FROM THE

SFSA REGARDING THE LATE SUBMISSION ON MAY 5, 2017 OF SHORT SELLING NOTIFICATIONS FOR THREE LISTED ISSUERS (I.E., BYGGMAX GROUP AB, JM AB AND MYCRONIC AB) THAT RESPONSE EXPLAINED THE CIRCUMSTANCES AND NOTED THAT THE ISSUE AROSE AS A RESULT OF INACCURATE DATA RECEIVED FROM AN EXTERNAL DATA VENDOR THE SWEDISH FSA TOOK A STRICT APPROACH TO THE INTERPRETATION OF THE REQUIREMENT TO SUBMIT THE NOTIFICATIONS ON TIME AND IMPOSED A SPECIAL FEE ON BIM UK FOR EACH OF THE THREE LATE NOTIFICATIONS.

8. Current Status⁷ C* Pending On Appeal ^ Final

9. IT on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal

Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only

10 How was matter
resolved: Decision

11. Resolution Date (MM/DD/YYYY):

09/20/2018 <? Exact <~ Explanation If not exact, provide explanation-

12. Resolution Detail⁸

- A. Were any of the following Sanctions Ordered (check all appropriate items)?
P* Monetary/Fine Amount\$ 2,020.00 I~* Revocation/Expulsion/Denial P Censure r Bar
B. Other Sanctions Ordered:

P Disgorgement/Restitution f~ Cease and Desist/Injunction I~ Suspension

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.)- If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:
ON MAY 31, 2018, BIM UK LIMITED RECEIVED THREE LETTERS IMPOSING A SPECIAL FEE FOR EACH OF THE LATE SHORT SELLING NOTIFICATIONS. INVOICE(S) TOTALING 17,300 SEK (APPROXIMATELY \$2020 USD) WERE RECEIVED ON AUGUST 21, 2018 FOR THE SPECIAL FEE(S)

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided) BIM UK PAID THE SPECIAL FEE TO THE SFSA ON SEPTEMBER 20, 2018

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

II.C(1) r~il.C(1) I~rn.D(i) r U.E(I) r~iiF Pii.g	II.C(2) rn.D(2) TII.E(2)	r*HC(3) r u d(3) r~II.E(3) ril.E(4)	II.C(4) II.C(5) ruD(4j ru.D(5)
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Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., II.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is
(are): p You (the advisory firm)

r You and one or more of your amates p.
One or more of your atfwsy affi/jates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

12. Resolution Detail.

Were any of the following Sanctions Ordered (check all appropriate items)? P Monetary/Fine Amount¹ \$ 1,675,350.00 I Revocation/Expulsion/Denial V Censure r Bar
Other Sanctions Ordered:

F Disgorgement/Restitution I* Cease and Desist/Injunction f Suspension

Sanction detail¹ If suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived.

THE MONETARY FINE OF \$1,675,350.13 INCLUDED PAYMENT OF (I) DISGORGEMENT OF \$1,122,400.00; (II) PREJUDGMENT INTEREST OF \$22,471.13; AND (III) A CIVIL MONEY PENALTY OF \$530,479.00. BTC ALSO WAS ORDERED TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND ANY FUTURE VIOLATIONS OF RULE 105 OF REGULATION M OF THE EXCHANGE ACT -

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

"PURSUANT TO A SEPTEMBER 16, 2014 SEC ORDER, BTC RESOLVED THE MATTER THROUGH A \$1,675,350.13 SETTLEMENT WITH THE SEC, WHICH INCLUDED THE PAYMENT OF DISGORGEMENT, PREJUDGMENT INTEREST AND A CIVIL PENALTY (THE "PAYMENT"). THE PAYMENT WAS MADE ON SEPTEMBER 24, 2014. THE PAYMENT WAS FROM BTC, NOT FROM ANY CLIENT PORTFOLIOS. BTC ALSO AGREED TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY FUTURE VIOLATIONS OF RULE 105. BTC DID NOT ADMIT OR DENY ANY WRONGDOING AS PART OF THE SETTLEMENT."

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an p INITIAL or p AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to.

r u.c(i)	ruc(2)	Tu.c(3)	ruc(4)	r ii c(5)
•mD(i)	f ii.d(2)	m.D(3j	m.D(4)	r
hd(5)				
•ru.E(i)	r"n.E(2)	r*ii.E(3)	m.E(4)	
■ r n f.	r ii g			

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., II.E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A The person(s) or entity(ies) for whom this DRP is being filed is (are):

p You (the advisory firm)

r You and one or more of your a(Ms)w a,ff,/<Jles

P One or more of y(iu)raff, i(SO)faaffl(i)ates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals: Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number.

This advisory affiliate is C a Firm C an individual

Registered: r Yes ff No

Name: BLACKROCK, INC

¹ (For individuals: Last, First, Middle)

I- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

I- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 1 I.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item II that occurred more than ten years ago.

f- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☒ No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

- I Regulatory Action initiated by.
pSEC pOther Federal (-State C \$rq f? Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
FEDERAL FINANCIAL SUPERVISORY AUTHORITY ("BAFIN")
2. Principal Sanction:
Civil and Administrative Penalt(ies) /Fme
(s) Other Sanctions.
3. Date Initiated (MM/DD/YYYY):
04/20/2020 ^ Exact ☐ Explanation If
not exact, provide explanation.
- 4 Docket/Case Number:
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
- 6 Principal Product
Type* Other
Other Product Types.
THE MATTER RELATED TO OWNERSHIP FILINGS WITH THE GERMAN REGULATOR IN RELATION TO GERMAN LISTED ENTITIES.
7. Describe the allegations related to this regulatory action (your response must fit within the space provided).
BAFIN (THE GERMAN FINANCIAL REGULATOR) REACHED A DECISION AGAINST BIM UK FOR APPROXIMATELY 180 INCORRECT THRESHOLDS FILINGS BETWEEN AUGUST 2018 AND OCTOBER 2018 FOLLOWING BREXIT RESTRUCTURING.
8. Current Status? ☒ Pending ☐ P On Appeal ☐ & Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

- 10 How was matter
resolved. Decision
- II Resolution Date (MM/DD/YYYY)
05/11/2020 ^ Exact ☐ Explanation If
not exact, provide explanation:

12 Resolution Detail.

- A Were any of the following Sanctions Ordered (check all appropriate items)? P* Monetary/Fine Amount¹ \$ 801,000.00 P Revocation,-'Expulsion/Deniai P Censure P 3ar
B. Other Sanctions Ordered:

P Disgorgemen-/RestituLion P Cease and Desist/Injunction r Suspension

Sanction detail if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived.

DECISION TO IMPOSE A 744 000 EURO (\$801,000 USD) SANCTION AGAINST BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED WHICH WAS PAID ON MAY 11, 2020.

- 13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). ON
APRIL 20, 2020 BAFIN (THE GERMAN FINANCIAL REGULATOR) REACHED A DECISION TO IMPOSE A SANCTION OF 744.000 EURO (\$801,000 USD) AGAINST BLACKROCK
INVESTMENT

MANAGEMENT (UK) LIMITED FOR APPROXIMATELY 180 INCORRECT THRESHOLDS FILINGS BETWEEN AUGUST 2018 AND OCTOBER 2018 FOLLOWING BREXIT RESTRUCTURING. THRESHOLD INFORMATION REPORTED AT THE AGGREGATE BLACKROCK, INC: LEVEL WAS CORRECT, AND THE MARKET WAS NOT MISLED. THE SANCTION WAS PAID ON MAY 11, 2020

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL or AMENDED response used to report details for affirmative responses to Items II.C, II.D., II.E., 11 F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

Initial	rn.c(2)	riico	ru.c(4) rucpi
Amended	fu.d(2)	r u.o(3)	r u.d(4) rnD(5)
Initial	rn.E(i)	ruE(3) rn.em	
Amended			

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items II.C, II.D., 11 E., II.F. or II.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): p You (the advisory firm)

You and one or more of your advisory affiliates;

p. One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ii ADV DRP - ADVISORY AFFILIATE

CRD Number. This advisory affiliate is ^ a Firm f an Individual

Registered: r y(s) <* %c

Name. BLACKROCK, INC
(For individuals, Last, First, Middle)

This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item II.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided

C yes f No

NOTE- The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1 Regulatory Action initiated by
p SEC p Other Federal p State p SRO p Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) THE SWISS FEDERAL DEPARTMENT OF FINANCE ("SWISS FDF")

2. Principal
Sanction
;
Other
Sanctions
Date Initiated (MM/DD/YYYY)-
07/19/2021 <* Exact
Explanation

K not exact, provide explanation.

4. Docket/Case Number

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type'
Equity Listed (Common & Preferred
Stock) Other Product Types.
SWISS LISTED EQUITIES

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON DATES IN 2017 AND IN 2018, BLACKROCK, INC WAS LATE IN MAKING CERTAIN THRESHOLD FILINGS WITH THE SWISS REGULATOR. THESE LATE FILINGS WERE CAUSED BY TWO SEPARATE ISSUES: (1) INCORRECT SHARE ISSUE INFORMATION PROVIDED TO BLACKROCK BY ITS THIRD PARTY VENDOR; AND, (2) BLACKROCK'S OUTGOING EMAIL QUARANTINE SYSTEM INCORRECTLY QUARANTINING THRESHOLD INFORMATION EMAILS FROM BLACKROCK TO THE SWISS REGULATOR.

8. Current Status? *~ Pending <~ On Appeal <~** Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed"

If Final or On Appeal, complete all items below For Pending Actions, complete Item 13 only.

10. How was matter
resolved: Settled

11. Resolution Date (MM/DD/YYYY)'

04/22/2022

&

Exact

Explanation

If

not

exact,

provide explanation-

12. Resolution Detail.

A. Were any of the following Sanctions Ordered (check all appropriate items)?

P" Monetary/Fine Amount \$ 50,000 00 P Revocation/Exclusion/Denial P Censure P Bar

B. Other Sanctions Ordered:

r Disgorgement/ResUtut'on P Cease and Desist/Injunction P Suspension

Sanction detail - if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived:

THE SWISS FEDERAL DEPARTMENT OF FINANCE IMPOSED A SETTLEMENT SUM OF CHF 50,000 BLACKROCK, INC. PAID THE FEE ON APRIL 22, 2022.

13 Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided)

BLACKROCK, INC. PAID SETTLEMENT SUM OF CHF 50,000 ON APRIL 22, 2022.

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients not have to prepare a brochure

Are you exempt from delivering a brochure to all of your clients under these rules? If no, complete the ADV Part 2 filing below

If these exemptions excuse you from delivering a brochure to all of your advisory clients, you do

Yes No
r rr

Amend, retire or file new brochures:

256161 BLACKROCK ADVISORS, LLC - ; Private funds or pools. Other BROCHURE 1

Part 3

CRS

Type(s)

Affiliate Info

There are no CRS filings to display.

•Execution Pages

•DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

! You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments

: Appointment of Agent for Service of Process

• By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or (ii) any rule or regulation under any of these acts, or (n) the laws of the state in which you maintain your principal office and place of business or any state in which you are submitting a notice filing.

■ Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

■ Signature:

Date: MM/DD/YYYY

■ CHARLES PARK 09/01/2022 Printed Name:

."Title.

. CHARLES PARK

MANAGING DIRECTOR - CHIEF COMPLIANCE OFFICER

! Adviser

CRD

Number: ,

106614

! You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

! By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing

2. Appointment and Consent: Effect on Partnerships

! If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided

that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought : against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

. By signing this Form ADV, you also agree to provide, at your own expense, to the U S Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District : Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act or 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any person subject to your written *irrevocable consents or powers or attorney or any of your general partners and managing agents.*

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to