

Office of the City Clerk

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Legislation Text

File #: O2023-899, Version: 1

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

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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

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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.'

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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.

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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.

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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

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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

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EXHIBIT C

REDEVELOPMENT AGREEMENT (see attached)

| File #: O2023-899, Version: 1 | | | | | | | |
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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.

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- C. Citv 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 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.

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F. Citv 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 ofthis 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.

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List of Exhibits

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City 10. Developer's Em 11. Environmental Matte Indemnification 14. Main Inspect 15. Defaults and Mortgaging ofthe 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:

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"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.

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"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 seg.); (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 seg..); (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 seg.); 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 fSection 4.03(b).]

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"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 ofthe 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 III. 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.

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"IEPA" shall mean the Illinois Environmental Protection Agency.

"Indemnitee" 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 ofthe 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.

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"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 ofthe 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 ofthe 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 forthe 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).

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"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 III. 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.

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"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

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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.
- 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.

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

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construction of the Project until Developer has obtained all necessary permits and approvals (including but not limited to DPD's approval ofthe Scope Drawings and Plans and Specifications) and proof ofthe 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 ofthe 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:

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- 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, neitherthe 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.

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- 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

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

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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 ofthe 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:

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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 eligibilityas 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.

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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.
- Construction Escrow; Reguisition 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, 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...

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- 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 Citv 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 ofthe 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;

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- 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 ofthis 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.

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- 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.
- 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 4.011) 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.
- Acguisition 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.

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; and The Habitat 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 | | | | |

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- 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 coyerages 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.

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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 ofthe EDS, failure ofthe EDS to include all information required underthe 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 Reguirement 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.

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- (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 ofthis 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.

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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 fSection 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 ofthe 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

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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

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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;
- (I) 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;

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- (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.
- 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 Citv 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

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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.

- 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.

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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

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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.

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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 AUnderassessment 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.

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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

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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%) ofthe 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 ofthe City's execution ofthis Agreement, and shall survive the execution, delivery and acceptance hereof by the parties hereto and be in effect throughout the Term of the Agreement.

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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 AEmployer") 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.

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(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 Citv 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.

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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 seg., 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/VBE 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

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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

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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

- 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 ofthe 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

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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.

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,

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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 ofthis 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.

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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 ofthe 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

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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 ofthe 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:

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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. $_{\rm s}$

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.

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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 "Indemnitees") 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 Indemnitees in connection with any investigative, administrative or judicial proceeding commenced or threatened, whether or not such Indemnitees shall be designated a party thereto), that may be imposed on, suffered, incurred by or asserted against the Indemnitees 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.

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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 AEvent of Default" by Developer hereunder:
- a) the failure of Developer to perform, keep or observe any ofthe 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 ofthe 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

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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
- (I) The failure of Developer, or the failure by any party that is a Controlling Person (defined in Section 1-23-010 ofthe 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

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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 nonmonetary 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

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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: 43rd 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., 11 th 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

- 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.
- 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 ofthis 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.

- 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 ofthis 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 seg.), if Developer is required to provide notice underthe 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 agrees 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

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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.]

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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

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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

Bv:

Name: Matt Fiascone Its: President

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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

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|--|--|
| 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 purpose 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 forthe 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

Acquisitions Company LLC, an Illinois limited liability company ("Habitat Acquisitions"), the Manager of Habitat 43 Green, LLC, an Illinois limited liability company ("Habitat 43 Green"), the managing member of 43 Green JV LLC, an Illinois limited liability company ("43 Green JV"), a Delaware limited liability company and the manager and sole member of 43rd and Calumet Phase I, LLC, an Illinois limited liability company (the "General Partner") and the general partner of 43rd and Calumet Phase I LP, a Delaware limited partnership (the "Developer"), 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, he signed and delivered the said instrument, pursuant to authority given by the members of Habitat, Habitat Acquisitions, Parkside, on behalf of the General Partner, as the free and voluntary act of such person, and as the free and voluntary act and deed of the Rental Owner, for the uses and purposes therein set forth

GIVEN under my hand and official seal this day of

Notary Public

My Commission Expires

(SEAL)

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STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

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

| File #: O2023-899, Version: 1 | | |
|--|---|--|
| and deed of Generations, for the uses and purposes therein | set forth. | |
| Given under my hand and official seal this | day of | , 20 . |
| (SEAL) | Notary Pul | olic |
| STATE OF ILLINOIS)) ss COUNTY OF COOK) | | |
| I, the undersigned, a Notary Public in and for the of Matt Fiascone, personally known to me to be the Presider Habitat Acquisitions Company LLC, an Illinois limited liability Habitat 43 Green, LLC, an Illinois limited liability company (Green JV, LLC, a Delaware limited liability company ("LAC person whose name is subscribed to the foregoing instrum severally acknowledged that as such officer, s/he signed authority given by the Board as the free and voluntary act and deed of LAC, for the uses and purposes therein set forth | nt of The Habita / company ("Hab ("Habitat 43 Gre C"), and persona nent, appeared I and delivered of such person, | at Company LLC, the manager of bitat Acquisitions"), the Manager of en"), the managing member of 43 ally known to me to be the same before me this day in person and the said instrument, pursuant to |
| Given under my hand and official seal this | day of | , 20 . |
| (SEAL) | Notary Pub | olic |
| 59 | | |
| EXHIBIT A REDEVELOPMENT A | ARFA (SFF ATT | ACHED) |

EXHIBIT ATTEMENT ATTEM (OLE ATTAMEN)

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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 2) 20-03-304-005-0000

(Parcel 3)

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)

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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%).

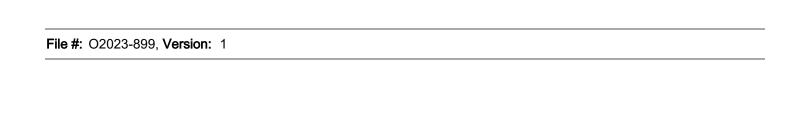
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EXHIBIT E CONSTRUCTION CONTRACT (SEE ATTACHED)



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EXHIBIT F ESCROW AGREEMENT (SEE ATTACHED)



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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.]

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

Per Unit Cost Residential

| ACQUSITION | | |
|--|------|-------------|
| Building Cost Land Cost - City of Chicago | \$ | \$ |
| | \$ 2 | \$ 0 |
| TOTAL ACQUSITION | \$ 2 | \$ 0 |
| HARD COSTS RESIDENTIAL | | |
| Net Residential Construction Hard Cost | \$ | \$ |
| Adjustment CTA Flagman + Winter Conditions | | |
| General Conditions Overhead Profit | | |
| iPuildieir^Risfc^ns^ | | |

\$ \$ \$

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

SOFT COSTS: Other Construction:

FFE

Permit Fees

Permit Review Fees + PD Permit Reviews

Direct Developer Review

Testing During Construction including Radon

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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

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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 ofthe 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 ofthe United States of America and the laws ofthe State of Illinois.

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

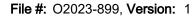
This opinion is issued at Developer's request for the benefit of the City and its counsel, and may not be disclosed to or relied upon by any other person.

Very truly yours,

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By: Name:





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|--|---------------|---|-----|
| | | FORM | |
| STAT | E OF IL | LINOIS) | |
| COU | NTY OF |) SS COOK) | |
| certai Chica | go date | | , a |
| been | A. made: | Expenditures for the Project, in the total amount of \$, have | |
| Impro | B. vements | This paragraph B sets forth and is a true and complete statement of all costs of TIF-Funded s for the Project reimbursed by the City to date: | |
| | | \$ | |
| C. Developer requests reimbursement for the following cost of TIF-Funded Imp | | Developer requests reimbursement for the following cost of TIF-Funded Improvements: | |
| | | \$' | |
| City. | D. | None of the costs referenced in paragraph C above have been previously reimbursed by the |) |

- 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.

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| | | |

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

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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 form Recitals of Redevelopment agreement] the an Illinois [limited liability company] (the ADeveloper"), 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");

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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

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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.

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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:

Commissioner. Department of Planning and Development

| File #: O2023-899, Version: 1 |
|---|
| |
| 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 |

| File #: O2023-899, Version: 1 | | | |
|--|--|--|--|
| My Co | ommission Expires | | |
| (SEAL) | | | |
| STATE OF ILLINOIS) | | | |
| COUNTY OF COOK) | | | |
| person and acknowledged that he/she signed, seal | , a notary public in and for the said County, in the State , personally known to me to be the , and personally known to me to the foregoing instrument, appeared before me this day in led and delivered said instrument, pursuant to the authority luntary act and as the free and voluntary act of the Lender day of , . | | |
| Notary | / Public | | |
| My Co | ommission Expires | | |
| (SEAL) | | | |
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EXHIBIT O FORM OF PAYMENT BOND



EXHIBIT P INTENTIONALLY LEFT BLANK

| File | #: | O2023-899. | Version: | 1 |
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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

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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

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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

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| By: | | | |
| Name: Title: Name: Title: | | | |
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| STATE OF COUNTY OF | | | |
| I, the undersigned, a Notary Publi | c in and for the county a | | = - |
| that on this known to me to be the same perso this day in person and acknowleds voluntary act and the free and volu | ged that (s)he signed and | ibed to the foregoing instru | |
| IN WITNESS WHEREOF, I have above written. | | poses therein set forth. d and affixed my official s | seal the day and year first |
| [seal] | Notary Public | | |
| STATE OF COUNTY OF | | | |
| I, the undersigned, a Notary Public that on this | c in and for the county a | | by certify sonally |

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]

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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. [7] 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:,;

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 # ^

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- 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^

В

Yes (please specify)

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

Delaware

| File #: O2023-899, Version: 1 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? | | | |
|---|---|--|--|
| | | | |
| B. IF THE DISCLO | OSING PARTY IS A LE | GAL ENTITY: | |
| entity; (ii) for not-f members, write "no trustee, executor, a liability companies | or-profit corporations, all members which are legal dministrator, or similarly limited liability partners | pplicable, of: (i) all executive officers and all directors of the l members, if any, which are legal entities (if there are no such al entities"); (iii) for trusts, estates or other similar entities, the situated party; (iv) for general or limited partnerships, limited ships or joint ventures, each general partner, managing member, that directly or indirectly controls the day-to-day management of | |
| 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 a | as Executive Officers or Directors | | |
| current or prospection of 7.5% of the App | ve (i.e. within 6 months | concerning each person or legal entity having a direct or indirect, after City action) beneficial interest (including ownership) in excess an interest include shares in a corporation, partnership interest in a mber or manager in a | |
| Page 2 of 15 limited liability com | pany, or interest of a benefi | iciary of a trust, estate or other similar entity. If none, state "None." | |
| NOTE: Each legal en | ntity listed below may be re | equired to submit an EDS on its own behalf. | |
| | Business Address 0 W Hubbard St. Ste 500. Chicago. IL Refill ^ivigstoRfS Li^rhl. | | |
| SECTION III - INCO :es No | OME OR COMPENSATIO | ON TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS | |
| | arty provided any income o | or compensation to any City elected official during the | |

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Office of the City Clerk

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 ofthe 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 \[\sqrt{NO} \]

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.

Name (indicate whether retained or anticipated to be retained)

Business Relationship to Disclosing Party
Address (subcontractor, attorney,
lobbyist, etc.)

i

Fees (indicate whether paid or estimated.) NOTE:
"hourly rate" or "t.b.d." is
not an acceptable response.

See attached Exhibit "A"

(Add sheets if necessary)

|^iCheck 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 ofthe 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?

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.

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- 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").

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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

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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, ofthe City of Chicago. For purposes ofthis 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 ofthe 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."

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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: Ifyou checked "Yes" to Item D(1), proceed to Items D(2) and D(3). Ifyou 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 ofthis Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(l), 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.

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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 ofthe 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(l) 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

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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(l) 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.

ie 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 dl^0 [^Reports not required]

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

[/] Yes QNo

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

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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.citvofchicago.org/Ethics http://www.citvofchicago.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.

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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) D._, ^ 0 • ■ C. , i, -t r> id^^

y

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

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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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

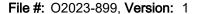
BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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?

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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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).

Ifyou checked "no" to the above, please explain.

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EXHIBIT "A"

43rd and Prairie Phase II LP

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

| 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 |
|---|--|---|
| 1625 W. Carroll Avenue | Architect | 51,260,000.00 (estimated) |
| | | \$435,461 (paid) |
| | Attorney | \$110,000 (estimated) |
| _ | | \$105,344 (paid) |
| | Environmental | \$20,000 (estimated) |
| O . | | \$15,460 (paid) |
| | TIF Consulting | \$30,000 (estimated) |
| 1515 Chicago, IL 60602 | | |
| | | |
| • | • • | \$14,500 (estimated) |
| C . | • | \$6,500 (paid) |
| 225 W. Erie Street Chicago, IL 60654 | Survey, Civil Engineering | g\$8,380 (paid) |
| 1040 W. Adams Street, Suite 605 Chicago, IL 60607 | General Contractor | \$27,841,790 (estimated) |
| 55 E. Monroe Suite 3800 | Permit Expeditor | S15,400 (estimated) |
| C . | ,Legal - Partnership | \$100,000 (estimated) |
| | 1625 W. Carroll Avenue Chicago IL 60612 120 N. LaSalle Street Suite 2600 Chicago, IL 60602 600 W. Van Buren Street Suite 500 Chicago, IL 60607 100 N. LaSalle Street Suite 1515 Chicago, IL 60602 400 E. Randolph Street Chicago, IL 60601 225 W. Erie Street Chicago, IL 60654 1040 W. Adams Street, Suite 605 Chicago, IL 60607 55 E. Monroe Suite 3800 Chicago, IL 60603 525 W. Monroe Street Chicago | Disclosing Party (subcontractor, attorney, lobbyist, etc.) 1625 W. Carroll Avenue Architect Chicago IL 60612 120 N. LaSalle Street Suite Attorney 2600 Chicago, IL 60602 600 W. Van Buren Street Suite Environmental 500 Chicago, IL 60607 100 N. LaSalle Street Suite TIF Consulting 1515 Chicago, IL 60602 400 E. Randolph Street Appraisal and Market Chicago, IL 60601 Study 225 W. Erie Street Chicago, IL Survey, Civil Engineering 60654 1040 W. Adams Street, Suite General Contractor 605 Chicago, IL 60607 55 E. Monroe Suite 3800 Permit Expeditor Chicago, IL 60603 525 W. Monroe Street Chicago, Legal - Partnership |

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 ofthe following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. 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: 350W. Hubbard St., ste. soo 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

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| riie #: | UZUZ3-899. Version: | - 1 |

complete the following:

Specification # MA

and Contract #

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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 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

 $CZI^{\wedge 0}$

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% ofthe 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

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| Page 2 of 15 limited liability "None." | company, or interest of a beneficiar | y of a trust, estate or other sim | ilar entity. If none, state |
| NOTE: Each leg | gal entity listed below may be required | d to submit an EDS on its own be | ehalf. |
| Name None | Business Address | Percentage Interest in th | e Applicant |
| SECTION III OFFICIALS No | INCOME OR COMPENSATIO | ON TO, OR OWNERSHIP | BY, CITY ELECTED |
| | ng Party provided any income or com I preceding the date of this EDS? | pensation to any City elected off EZ] ^{Yes} J | ficial during the |
| Does the Disclos | ing Party reasonably expect to provide | e any income or compensation to | any City |
| elected official di | uring the 12-month period following t | the date of this EDS? Yes | / No |
| | er of the above, please identify become or compensation: | slow the name(s) of such City | elected official(s) and |
| City elected office Municipal Code /N If "yes," please in | ected official or, to the best ofthe Disc cial's spouse or domestic partner, have of Chicago ("MCC")) in the Disclosin No identify below the name(s) of such C the financial interest(s). | e a financial interest (as defined ing Party? | n Chapter 2-156 of the |

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

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whether disclosure is required or make the disclosure.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party 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 ofthe 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 tees, 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.

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- 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 ofthis 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 ofthe 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 ofthis 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").

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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 ofthe 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 ofthe 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 APPLICAN T 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 ONLYj The Applicant will obtain from any contractors/subcontractors hired or to be

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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

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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 ofthe above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appeal's 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 attiliates 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 ofthe privilege of doing business with the City."

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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: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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 ofthis Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(l), 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.

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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. Trie 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(l) 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

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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(l) 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:

- I. 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?

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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:

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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

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

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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 ofthe 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?

QYes QNo

| ** | | y traded on any exchange, is any officer or director of the Applicant oblem landlord pursuant to MCC Section 2-92-416? |
|-------|-------|--|
| QjYes | j No | [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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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 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.

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. (ifyou 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 # ^

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| | | | | | | | |

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

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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 None **Business Address**

Percentage Interest in the Applicant

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 ofthe 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 ofthe 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 naine(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.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is not an acceptable response.

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 ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

QYes QNo [7]No person directly or indirectly owns 10% or more ofthe 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 die 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 ofthe 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 termsj 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

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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 ofthe 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 ofthis 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 [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."

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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?

OYes ONo

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

Does the Matter involve a City Property Sale?

QYes QNo

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

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (I) 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.

fy⁷] 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(l) 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

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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(l) 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?

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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:

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

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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)

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CITY OF CIIICAGO 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 of ficial or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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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

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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.

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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://c> 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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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.

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EXHIBIT "A'

43 Green JV LLC

City of Chicago Economic Disclosure and Affidavit SECTION TV: 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 |
|---|---|--|--|
| Beehyyve Architects/Landon | c/o LBBA 1625 W. Carroll Avenue Chicago IL 60612 | Architect JV | \$980,000 (estimated) |
| Bone Baker Architect | ٤ | | |
| (Anticipated to be | | | |
| retained) | | | ****** |

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|---------|------------|----------|---|
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| 425 S. Financial Place Suite | Attorney (zoning) | \$30,000 (estimated) |
|-------------------------------|--|---|
| 1900 Chicago, IL 60605 | | |
| _ | | |
| | | |
| 600 W. Van Buren Street Suite | Environmental | \$20,000 (estimated) |
| 500 Chicago, IL 60607 | | |
| | | |
| | | |
| 100 N. LaSalle Street Suite | TIF Consulting | \$30,000 (estimated) |
| 1515 Chicago, IL 60602 | 8 | |
| 3 | | |
| 400 E. Randolph Street | Appraisal and Market | \$14,500 (estimated) |
| 1 | **. | , |
| 8) | J | |
| 525 W. Monroe Street Chicago | Legal - Partnership | \$100,000 (estimated) |
| IL 60661-3693 | ,—-8 | ¥ - • • • • • • • • • • • • • • • • • • |
| | | |
| | | |
| | 600 W. Van Buren Street Suite 500 Chicago, IL 60607 100 N. LaSalle Street Suite 1515 Chicago, IL 60602 400 E. Randolph Street Chicago, IL 60601 525 W. Monroe Street Chicago | 1900 Chicago, IL 60605 600 W. Van Buren Street Suite Environmental 500 Chicago, IL 60607 100 N. LaSalle Street Suite 1515 Chicago, IL 60602 400 E. Randolph Street Chicago, IL 60601 Study 525 W. Monroe Street Chicago, Legal - Partnership |

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. Qi 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. [7 a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State thelegal 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 ^He^{ad}

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

| File | #. | 02023 - | 899 | Version: | 1 |
|------|----|---------|-----|----------|---|
| | | | | | |

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

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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

 EZW^0

/ 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 exces 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, stat "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? Does the Disclosing Party reasonably expect to provide any income or compensation to any City electer official during the 12-month period following the date of this EDS? QJ Yes |
| f "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describ 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 partners) 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.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party 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 Affdiated 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.

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- 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
- c. 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 ofthe 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

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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 ofthis 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 ofthe City recipient.

Office of the City Clerk Page 148 of 781 Printed on 5/21/2023

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."

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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 ofthe Disclosing Party's knowledge after reasonable inquiry, does any official or employee ofthe 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 f/|No

NOTE: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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 ofthe 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 ofthis Part D.

Does the Matter involve a City Property Sale?

QYes QNo

3. If you checked "Yes" to Item D(l), 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.

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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(l) 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

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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(l) 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:

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|-------------------------|-----|-----|
|-------------------------|-----|-----|

- 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:

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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 ofthe 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.

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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

Ву: .

Name: Matthew G. Fiascone Its: President

(Print or type name of person signing)

(Print or type title of person signing)

Notary Public Commission expires:

| File #: O2023-899, Version: 1 |
|--|
| Signed and swom 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 |
| |
| |
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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.

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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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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

QNo

[/jN/A -1 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)(l). Ifyou checked "no" to the above, please explain.

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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
- 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 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: 012)527-7440 Email:

D. Name of contact person: Jeff Head

- E. Federal Employer Identification No. (ifyou 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 #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Indicate the nature of the Disclosing Party:

Person

| File #: O2023-899, | Version: 1 | | |
|---|---|--|---|
| Publicly registered Privately held bus TTS- Sole proprietorship General partnership [] Other (please spartnership Limited partnership Trust | p p pecify) | | |
| 2. For legal entitie | es, the state (or foreign | country) of incorporation of | or organization, if applicable: |
| ILLINOIS | | | |
| | es not organized in the sis as a foreign entity? | State of Illinois: Has the or | rganization registered to do business in |
| □JYes | [U^0 | [/[Organized in Illin | nois |
| B. IF THE DISCI | LOSING PARTY IS A | LEGAL ENTITY: | |
| entity; (ii) for not- members, write "r trustee, executor, a liability companie | for-profit corporations, no members which are ladministrator, or similars, limited liability partr | , all members, if any, which legal entities"); (iii) for trust orly situated party; (iv) for gonerships or joint ventures, e | cutive officers and all directors of the h are legal entities (if there are no such sts, estates or other similar entities, the general or limited partnerships, limited each general partner, managing member, y controls the day-to-day management of the |
| NOTE: Each legal | l entity listed below mu | st submit an EDS on its ov | vn behalf. |
| Name Title The Habitat Company Li | LC Manager | | |
| current or prospect of 7.5% of the App | tive (i.e. within 6 montl licant. Examples of suc | hs after City action) benefic | or legal entity having a direct or indirect, cial interest (including ownership) in excess in a corporation, partnership interest in a |
| Page 2 of 15 limited liability of "None." | company, or interest of | f a beneficiary of a trust, | estate or other similar entity. If none, state |
| NOTE: Each lega | al entity listed below ma | ay be required to submit an | EDS on its own behalf. |
| Name | Business Addr | ress Perc | entage Interest in the Applicant |

| File #: O2023-899, Version: 1 |
|--|
| 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 |
| 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 ofthe 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 ofthe 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 ofthe 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. |
| Dago 2 of 15 |

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party 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?

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.

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- 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 ofthe 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

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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 ofthe 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, ofthe 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) \Box 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."

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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: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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 ofthe 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(l), 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.

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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 ofthe 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(l) 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

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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(l) tlirough 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. Flave 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?

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

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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 infonnation 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 infonnation 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).

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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.

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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 exwhich has only an indirect ownership interest in the Applicant. | ntity |
|--|-------|
| 1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scoff or problem landlord pursuant to MCC Section 2-92-416? | law |
| QYes No | |
| 2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicantified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416? | icant |
| Yes | |
| 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 per | inent |

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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">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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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 -1 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).

Ifyou checked "no" to the above, please explain.

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CITY OF CIIICAGO 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. Q] the Applicant

OR

- 2. |Q| 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. [7 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. (ifyou 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 #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

∨ Limited liability company Limited liability partnership Joint venture
 Not-for-profit corporation XTs the not-for-profit corporation also a 501(c)(3))?

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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?

[QjYes

[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

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limited liability company, or interest of a beneficiary of a tmst, 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

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|--|
| None |
| |
| 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? [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 ofthe 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.

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- 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").

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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 ofthe 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 ONLYj (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

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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 ofthe 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 ofthe 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 ofthe 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 ofthis EDS, to an employee, or elected or appointed official, ofthe 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."

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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: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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(l), 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.

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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

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|-----------------------------|-----|---|

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 VL 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(l) 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

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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 infonnation 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) ofthe Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) ofthe 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(l) 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:

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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.cityofch http://www.cityofch icago.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 infonnation submitted in this EDS.
- E. The information provided in this EDS must be kept cunent. 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.

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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

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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 ofthe 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.

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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 |
|--|
| ion 2-154-010, is the Applicant or any Owner identified as a building code scofflaw ant to MCC Section 2-92-416? |
| No |
| gal entity publicly traded on any exchange, is any officer or director of the Applicant de scofflaw or problem landlord pursuant to MCC Section 2-92-416? |
| The Applicant is not publicly traded on any exchange. |
| e, please identify below the name of each person or legal entity identified as a problem landlord and the address of each building or buildings to which the pertinent |
| i |

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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 -1 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)(l). If you checked "no" to the above, please explain.

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EXHIBIT "A"

City of Chicago Economic Disclosure and Affidavit The Habitat Company LLC SECTION II: DISCLOSURE OF OWNERSHIP INTERESTS

- B. l(i) all executive officers and all directors of the entity
- B. l(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 EXECUTI VE 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 egal 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. (ifyou 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 # ^

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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^Jthe 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

| File # | E: O2 | 023-899 | Version: | 1 |
|--------|-------|---------|----------|---|
| | | | | |

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?

[QiYes

 $d]^{\wedge 0}$

I/⁷] 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 offthe 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 Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party 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

| File | #• | 0202 | 23- | 899 | V | ersion: | 1 |
|------|----|------|-----|-----|---|---------|---|
| | | | | | | | |

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 ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[QYes [/] 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?

 \square Yes \square 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.

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- 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 ofthis 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 ofthe 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 ofthe 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

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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 ofthe 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

| File #: | O2023-899, | Version: | 1 |
|---------|------------|----------|---|
|---------|------------|----------|---|

"N/A" or "none").

13. To the best ofthe 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 ofthis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes ofthis 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 | 7] 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."

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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 ofthe Disclosing Party's knowledge after reasonable inquity, 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

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 QNo

3. If you checked "Yes" to Item D(l), 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.

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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(l) 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

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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.

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|---------|-------|----------------|----------|---|
|---------|-------|----------------|----------|---|

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) tlirough 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:

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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 ofthis ordinance and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.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.

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ii

CERTIFICATION

(See Opposite Signature Block)

(Print or type exact legal name of Disclosing Party)

| File #: O2023-899, Version: 1 | |
|--|--|
| 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 | |

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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.

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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 scoff problem landlord pursuant to MCC Section 2-92-416? | flaw or |
|--|---------|

/No

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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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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 -1 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.

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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:

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|---------|--------|------|----------|---|
|---------|--------|------|----------|---|

HABITAT ACQUISITIONS COMPANY LLC

Check ONE of the following three boxes:

2. |y/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

OR

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

B. Business address ofthe 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 #

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- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature ofthe 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))?

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|--|--|---|
| B Yes_jNo | | |
| (pl'' | | |
| _ | es not organized in the sis as a foreign entity? | State of Illinois: Has the organization registered to do business in |
| _jYes | $[ZZ1^{\wedge 0}]$ | [/] Organized in Illinois |
| B. IF THE DISC | LOSING PARTY IS A | LEGAL ENTITY: |
| entity; (ii) for not members, write "trustee, executor, liability companie | -for-profit corporations, no members which are l administrator, or simila es, limited liability partr | if applicable, of: (i) all executive officers and all directors of the all members, if any, which are legal entities (if there are no such legal entities"); (iii) for trusts, estates or other similar entities, the arly situated party; (iv) for general or limited partnerships, limited nerships or joint ventures, each general partner, managing member, ity that directly or indirectly controls the day-to-day management of |
| NOTE: Each lega | l entity listed below mu | ast submit an EDS on its own behalf. |
| Name Title | | |
| The Habitat Company L | LC Manager Entity has no exec | utive officers or directors |
| current or prospec | tive (i.e. within 6 month | on concerning each person or legal entity having a direct or indirect, hs after City action) beneficial interest (including ownership) in excesch 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. Tf none, state "None."

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

Percentage Interest in the Applicant **Business Address** The Habitat Company LLC 350 W. Hubbard St., Ste. 500, Chicago, IL 60654 89.99%

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|--|
| |
| 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 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 ofthe 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 ofthe 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 ofthe Municipal Code of Chicago ("MCC")) in the Disclosing Party?]Yes [/jNo |
| 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 |

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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 ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction? |
| Yes [NoNo 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 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").

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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 ofthe 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

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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, ofthe 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 ofthe privilege of doing business with the City."

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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

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|--|--|---|--|--|--|--|--|--|
| | | | | | | | | |
| | 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 | N 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. | | | | | | | | |
| reasonable inquiry, de | | the best of the Disclosing Party's knowledge after the City have a financial interest in his or her own name or er? | | | | | | |
| [Yes [No | | | | | | | | |
| • | d "Yes" to Item D(l), proceed to D(3) and proceed to Part E. | o Items D(2) and D(3). Ifyou checked "No" to Item D(1), | | | | | | |
| employee shall have a the purchase of any p by virtue of legal pro | a financial interest in his or her roperty that (i) belongs to the C cess at the suit ofthe City (colle | bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property loes not constitute a financial interest within the meaning | | | | | | |
| Does the Matter invo | lve a City Property Sale? | | | | | | | |
| jYes No | | | | | | | | |
| • | \ /· I | he names and business addresses of the City officials or by 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.

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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 12. 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 ofthe 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(l) 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

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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(l) 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:

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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 ofthe 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 tide of person signing)

 $(date) \sim 7W 3$, $c^d-''^$

at Cook ^ County, Illinois (state).

'Notary Public

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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.

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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.

| | C Section 2-154-010, is the pursuant to MCC Section | 11 | Owner identified | as a buildi | ing code sco | offlav |
|--------|---|----|------------------|-------------|--------------|--------|
| [_]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?



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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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

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|---|
| prohibitions. |
| [Yes |
| QNo |
| [/]N/A -1 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)(l). Ifyou checked "no" |
| to the above, please explain. |
| |
| |
| |
| |

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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 thelegal 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 #

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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 poration 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: Flas the organization registered to do business in

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|---------|------------|----------|---|
| | | | |

the State of Illinois as a foreign entity?

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

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?

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.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party 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

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|------|-----|----------|-------|-----------|---|
| | # . | ()/()/. | 1-022 | VEISIUII. | |

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 y/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 |
|-----|-----|
| | 110 |

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.

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- 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 ofthis 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").

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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 ofthe 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 ofthe 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

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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 ofthe 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 ofthis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes ofthis 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."

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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

| File #: O2023-899 | 9, Version: 1 | |
|--|---|--|
| Any words or te | erms defined in MCC Chapter 2-156 | have the same meanings if used in this Part D. |
| reasonable inqu | | ne best of the Disclosing Party's knowledge after the City have a financial interest in his or her own name atter? |
| [_Yes | | |
| | necked "Yes" to Item D(l), proceed to and D(3) and proceed to Part E. | Items D(2) and D(3). Ifyou checked "No" to Item D(l), |
| employee shall he the purchase of a by virtue of legal | have a financial interest in his or her of any property that (i) belongs to the Ci all process at the suit of the City (colle | oidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in ity, or (ii) is sold for taxes or assessments, or (iii) is sold ctively, "City Property Sale"). Compensation for property oes not constitute a financial interest within the meaning |
| Does the Matter | involve a City Property Sale? | |
| Yes [] | No | |
| | ed "Yes" to Item D(l), provide the ng such financial interest and identify | names and business addresses of the City officials or the nature ofthe 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.

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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

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such records.

I 12. 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 ofthe 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(l) 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

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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(l) 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:

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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.city ofch i cago.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 infonnation 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.

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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)

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|---|----|
| (Sign here) | |
| MATTHEW G FIASCONE (Print or type name of person signing) | |
| PRESIDENT | |
| (Print or type title of person signing) Signed and swom | to |
| before me on (date) | |
| _ County, ILLINOIS (state). | |
| | |

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Notary Public

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.

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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?

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|----------------------|-----------|--|
| | | |

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.

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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.comV http://www.amlegal.comV separately 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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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.

| Γ | Yes | QNo |
|---|-----|-----|
|---|-----|-----|

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

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EXHIBIT "A"

City of Chicago Economic Disclosure and Affidavit The Habitat Company LLC SECTION II: DISCLOSURE OF OWNERSHIP INTERESTS

B. l(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: 45RD, 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

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|---|-----|----|------------|----------|---|

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. (ifyou have one): i
- 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 #

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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))? [✓ 1Yes 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 Q] 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

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|---|---|---|
| - | • • • • | entures, each general partner, managing member, manager or irectly controls the day-to-day management of the Applicant. |
| NOTE: Each legal ent | ity listed below must submit | an EDS on its own behalf. |
| Name Title | | |
| SEE ATTACHED EXHIBIT "A | Λ" | |
| current or prospective of 7.5% of the Applica | (i.e. within 6 months after C | rning each person or legal entity having a direct or indirect, ity action) beneficial interest (including ownership) in excess erest include shares in a corporation, partnership interest in a or manager in a |
| Page 2 of 15 limited liability comp "None." | pany, or interest of a benefic | ciary of a trust, estate or other similar entity. If none, state |
| NOTE: Each legal ent | tity listed below may be requ | ired to submit an EDS on its own behalf. |
| Name None | Business Address | Percentage Interest in the Applicant |
| | | |
| SECTION III IN OFFICIALS No | NCOME OR COMPENSA | TION TO, OR OWNERSHIP BY, CITY ELECTED |
| • | arty provided any income or or deding the date of this EDS? | compensation to any City elected official during the [Yes |
| _ | Party reasonably expect to month period following the | provide any income or compensation to any City elected date of this EDS? Yes |
| If "yes" to either of describe such income | ± • • • • • • • • • • • • • • • • • • • | below the name(s) of such City elected official(s) and |
| Does any City elected | official or, to the best of the | Disclosing Party's knowledge after reasonable inquiry, any |

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

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 [

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|--|
| (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 retained or anticipated 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) |
| 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 mus remain in compliance with their child support obligations throughout the contract's term. |
| Has any person who directly or indirectly owns 10% or more ofthe 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. |

person in compliance with that agreement?

[_Yes | |No

B. FURTHER CERTIFICATIONS

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

- 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 Affdiated 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.

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- 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").

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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 ofthe 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

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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 ofthe 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 ofthe 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."

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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 ofthe Disclosing Party's knowledge after reasonable inquiry, does any official or employee ofthe 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: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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 ofthe 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

| File #: O2023-899, V | /ersion: 1 | |
|---|--|---|
| ofthis Part D. No | | |
| Does the Matter inv | volve a City Property Sale? Yes | s |
| | | e names and business addresses of the City officials of the nature of the financial interest: |
| Name | Business Address | Nature of Financial Interest |
| 4. The Disclosing any City official or Page 8 of 15 | • | nibited financial interest in the Matter will be acquired by |
| Please check ei disclose below or i | in an attachment to this EDS all inf quirements may make any contract | A BUSINESS sing Party checks (2), the Disclosing Party must formation required by (2). Failure to comply with t entered into with the City in connection with the |
| Disclosing Party and or slaveholder insu | nd any and all predecessor entities urance policies during the slavery e | sing Party has searched any and all records of the regarding records of investments or profits from slavery era (including insurance policies issued to slaveholders that f their slaves), and the Disclosing Party has found no such |

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

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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(l) 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?

| File # | t: 0 | 2023-899, | Version: | 1 |
|--------|------|-----------|----------|---|
|--------|------|-----------|----------|---|

✓ 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:

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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.

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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 jiame of Disclosing Party)

JEFFREY HEAD
(Print or type name of person signing)
PRESIDENT, TREASURER
(Print or type title of person signing)

Signed and swom to before me on (date)

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

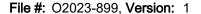
This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

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.



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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?

QYes ON0

code violations apply.

| Yes | EH^0 | [[The Applicant is not publicly traded on any exchange. | |
|----------------------------------|----------------|---|--|
| 2. 16 (1) (2) -1 | 1 | -1.1 | |
| 3. If yes to (1) or (2) above, j | piease identii | y below the name of each person or legal entity identified as a | |
| building code scofflaw or pro- | oblem landloi | ed and the address of each building or buildings to which the pertinent | |

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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 2-92-385,1 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.

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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 frame 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)

| File #: | O2023- | 899 | Version: | 1 |
|---------|--------|-----|----------|---|
|---------|--------|-----|----------|---|

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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. $f\sim$ 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. <u>Telephone:</u> 97b-s35-s6ooxii2 <u>Fax:</u> <u>Email:</u> <u>bdm@stratfordcapitaigroup.com</u> <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):

| File #: O2023-899, Ve | rsion: 1 | | |
|---|---------------------------|-------------------------|---|
| PD Application in connec | ction acquisition of land | l located at 4309-11 S. | Prairie Avenue, Chicago, IL * |
| G. Which City agend | ey or department is | requesting this ED | $\underline{S?} \xrightarrow{\underline{Det} * \circ !} \xrightarrow{\underline{and}} \xrightarrow{!!!! \wedge} \underline{c} \xrightarrow{\underline{PD!}} \xrightarrow{\underline{*}} \circ (* \circ !) \xrightarrow{\underline{Hou}} \underbrace{* * \underline{>}_{\underline{rot} > \underline{f}}} \xrightarrow{\underline{Pot}}$ |
| If the Matter is a concomplete the following | _ | l by the City's Depa | artment of Procurement Services, please |
| Specification # | | and Contra | ct # . |
| Ver_20 "8-1 | | Page 1 of 15 | *Thi _s EDS is submitted because the Disclosing Party is anticipated to be part of the new limited partner of the Applicant at Closing. |
| SECTION II - DISC | CLOSURE OF OW | NERSHIP INTERI | ESTS |
| A. NATURE OF TH | HE DISCLOSING H | PARTY | |
| profit corporation als [] Other (please spec | so a 501(c)(3))? | lity partnership Joi | nt venture Not-for-profit corporation ¹ rj5 ^J the not-for- |
| 2. For legal entities, | the state (or foreign | n country) of incor | poration or organization, if applicable: |
| Massachusetts | | | |
| 3. For legal entities the State of Illinois a | • | e State of Illinois: I | Has the organization registered to do business in |
| [QjYes | [/]^0 | [Organiz | ed in Illinois |
| B. IF THE DISCLO | SING PARTY IS A | A LEGAL ENTITY | 7 : |
| | | | (i) all executive officers and all directors of the entity; ich are legal entities (if there are no such members. |

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 [yjNo

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.

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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?

| Yes EZl^ 0 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.

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- 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 ofthis 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 ofthis 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

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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").
- 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 offhis EDS, to an employee, or elected or appointed official, ofthe 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)

 - 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."

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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: Ifyou checked "Yes" to Item D(l), proceed to Items D(2) and D(3). Ifyou checked "No" to Item D(l), 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(l), 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.

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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(l) 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

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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(l) 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(l) 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

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|-------------------------------|--|
| No | |

If "Yes," answer the three questions below:

 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?

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:

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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 infonnation 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.

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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 ofthe dale furnished to the City.

Stratford 43 Green II Investors Limited Partnership

Benjamin D. Mottola
(Print or lypc name of person signing)

President of SCG Capital Corp., GP of the Disclosing Pg (Print or type title of person signing)

Signed and sworn lo before mc on (date)

County, MA

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

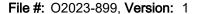
This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

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.



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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.



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.

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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 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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)(l).

Ifyou checked "no" to the above, please explain.

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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. [x] 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
- 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. (ifyou 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

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|---|---|--|
| complete the following: | | |
| Specification # | | and Contract # |
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| SECTION II DISCLO | SURE OF OWNER | SHIP INTERESTS |
| A. NATURE OF THE D | ISCLOSING PART | TY |
| 1. Indicate the nature [] Person [] Publicly registered bus [] Privately held business [] Sole proprietorship [] General partnership [] Limited partnership [] Trust | siness corporation s corporation | [X] [] [] [] [] (Is |
| Not-for-profit corporation he not-for-profit corporation [] Yes [] No Oth | 1 | - |
| 2. For legal ent | ities, the state (or fo | oreign country) of incorporation or organization, if applicable: |
| Delaware | | |
| 3. For legal entities not on the State of Illinois as a fe | _ | e of Illinois: Has the organization registered to do business in |
| [] Yes | [X] No | [] Organized in Illinois |
| B. IF THE DISCLOSING | BPARTY IS A LEC | GAL ENTITY: |
| (ii) for not-for-profit corp write "no members which executor, administrator, o companies, limited liabili | orations, all member are legal entities"); or similarly situated ty partnerships or jo | oplicable, of: (i) all executive officers and all directors of the entity; ers, if any, which are legal entities (if there are no such members, ; (iii) for trusts, estates or other similar entities, the trustee, party; (iv) for general or limited partnerships, limited liability oint ventures, each general partner, managing member, manager or or indirectly controls the day-to-day management of the Applicant. |
| NOTE: Each legal entity | listed below must si | ubmit an EDS on its own behalf. |
| Name Title | | |

| File #: O2023-899, | Version: 1 | | |
|---|---|--|----------------------------|
| Please see att | ached list | | |
| current or prospect of 7.5% of the Ap | the following information concerning ctive (i.e. within 6 months after City oplicant. Examples of such an interest of the venture, interest of a member or re- | vaction) beneficial interest (including stringly action) beneficial interest (including stringly action) accorporation, just a corporation, just a corporation, just a corporation, just a corporation action | ing ownership) in excess |
| Page 2 of 15 | | | |
| limited liability of "None." | company, or interest of a beneficia | ry of a trust, estate or other simi | lar entity. If none, state |
| NOTE: Each lega | al entity listed below may be require | ed to submit an EDS on its own bel | nalf. |
| Name | Business Address | Percentage Interest in | the Applicant |
| See Exhibit A | | | |
| SECTION III - OFFICIALS | INCOME OR COMPENSATI | ON TO, OR OWNERSHIP | BY, CITY ELECTED |
| | ng Party provided any income or cor preceding the date of this EDS? | mpensation to any City elected offi [] Yes | • |
| | ing Party reasonably expect to provi | - | any City [X] No |
| If "yes" to either of such income or co | of the above, please identify below tompensation: | the name(s) of such City elected of | fficial(s) and describe |
| inquiry, any City | ected official or, to the best of the De elected official's spouse or domestic the Municipal Code of Chicago ("M [X] No | c partner, have a financial interest (| |
| | dentify below the name(s) of such he financial interest(s). | City elected official(s) and/or spo | ouse(s)/domestic partner |

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.

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Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated paid or estimated.) NOTE: Address (subcontractor, attorney, to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response. Baker Hostetler (retained) Key Tower \$20.000 (estimated) Attorney 127 Public Square r Suite 2000 Cleveland, Ohio 44114-1214 (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?

[jYes [X] 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?

| l lYes | - I INo |
|--------|---------|

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) belowj 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.

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- 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").

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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 ofthe 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

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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 ofthe 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 [X] 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."

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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?

| File #: O2023-899 | , Version: 1 | |
|---|--|--|
| []Yes | [X] No | |
| | ecked "Yes" to Item D(l), proceed to Item D(3) and proceed to Part E. | ems D(2) and D(3). Ifyou checked "No" to Item D(l), |
| employee shall h the purchase of a by virtue of legal | ave a financial interest in his or her ow ny property that (i) belongs to the City process at the suit of the City (collecti | ding, or otherwise permitted, no City elected official or in name or in the name of any other person or entity in , or (ii) is sold for taxes or assessments, or (iii) is sold vely, "City Property Sale"). Compensation for property s not constitute a financial interest within the meaning |
| Does the Matter | involve a City Property Sale? | |
| [] Yes | [] No | |
| | ed "Yes" to Item D(l), provide the r g such financial interest and identify th | names and business addresses of the City officials or he nature of the financial interest: |
| Name | Business Address | Nature of Financial Interest |
| | | ibited financial interest in the Matter will be acquired |
| by any City offic Page 8 of 15 | iai or empioyee. | |
| | | |

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. 'C' 41 4 41 C 11 21 2 0 11 11 1

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(l) 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

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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.

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|---|---|
| and substance to paragrap and the Disclosing Party i | Party is the Applicant, the Disclosing Party must obtain certifications equal in form ohs A(l) through A(4) above from all subcontractors before it awards any subcontract must maintain all such subcontractors' certifications for the duration of the Matter and ions promptly available to the City upon request. |
| B. CERTIFICATION RE | GARDING EQUAL EMPLOYMENT OPPORTUNITY |
| | ederally funded, federal regulations require the Applicant and all proposed it the following information with their bids or in writing at the outset of |
| Is the Disclosing Party the | e Applicant? LX] No |
| If "Yes," answer the three | questions below: |
| 1. Have you developed a regulations? (See 41 CFR | nd do you have on file affirmative action programs pursuant to applicable federal Part 60-2.) [] No |
| <u> </u> | the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable [] No [] Reports not required |
| 3. Have you participated opportunity clause? [] Yes | in any previous contracts or subcontracts subject to the equal [] No |
| Ifyou checked "No" to que | estion (1) or (2) above, please provide an explanation: |

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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: |

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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 cierk, 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.

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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?

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|------|---------------------------------|--------|---|
| | [] Yes | [X] No | |
| | 11 0 | • • • | traded on any exchange, is any officer or director of the Applicant blem landlord pursuant to MCC Section 2-92-416? |
| | [] Yes | [] No | [X] 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.

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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 husiness on City promises.

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|------|----|------------|--------------|-----|
| | #. | UZUZJ-099. | V CI SIUI I. | - 1 |

business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) 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

[X] N/A -1 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)(l). If you checked "no" to the above, please explain.

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Fifth Third Community Development Company, LLC

OFFICERS Name

Susan Thomas Kala J. Gibson J. Scott Ensor Gerald Brady Coogan Brian Duba Albert P. Cliffel, 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. Cliffel, III Gerald Brady Coogan J. Scott Ensor Kala J. Gibson Stephanie Green Kimberly

Haibauci john Heili Heidi jaik

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

VΡ

VΡ

VΡ

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. SeeADV

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 Fre a local antitre assumently halding an anticipated to hald within cire months after City action an

- 2. [x] 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 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

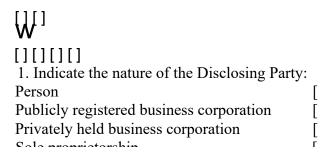
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

NATURE OF THE DISCLOSING PARTY



| File #: O2023-899, Version: 1 | |
|--|---|
| General partnership Limited partnership Trust | L (|
| 2. For legal entities, the state (or f | foreign country) of incorporation or organization, if applicable: |
| Fifth Third Bank, National Association is a | a national bank registered under the laws of the United States |
| 3. For legal entities not organized the State of Illinois as a foreign ent | in the State of Illinois: Has the organization registered to do business in tity? |
| [] Organized in Illinois | |
| B. IF THE DISCLOSING PARTY | IS A LEGAL ENTITY: |
| entity; (ii) for not-for-profit corpor members, write "no members whice trustee, executor, administrator, or liability companies, limited liability | titles, if applicable, of: (i) all executive officers and all directors of the ations, all members, if any, which are legal entities (if there are no such the are legal entities"); (iii) for trusts, estates or other similar entities, the similarly situated party; (iv) for general or limited partnerships, limited y partnerships or joint ventures, each general partner, managing member, all entity that directly or indirectly controls the day-to-day management of |
| NOTE: Each legal entity listed below | ow must submit an EDS on its own behalf. |
| Name Title | |
| Please see attached list | |
| current or prospective (i.e. within 6 | ormation concerning each person or legal entity having a direct or indirect, 6 months after City action) beneficial interest (including ownership) in excess s of such an interest include shares in a corporation, partnership interest in a st of a member or manager in a |

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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.

| File #: O2023-899, V | ersion: 1 | | |
|---|--|---|-----------------------------------|
| Name | Business Address | Percentage Interest in the Applicant | t |
| See Exhibit A | | | |
| SECTION III OFFICIALS | INCOME OR COMPENSATION | ON TO, OR OWNERSHIP BY, CITY I | ELECTED |
| _ | Party provided any income or correceding the date of this EDS? | mpensation to any City elected official during the [] Yes [x] I | |
| | g Party reasonably expect to provi ing the 12-month period following | de any income or compensation to any City g the date of this EDS? [] Yes [x] I | No |
| If "yes" to either of such income or con | <u> </u> | the name(s) of such City elected official(s) and | describe |
| inquiry, any City el | | isclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in ICC")) in the Disclosing Party? | ı |
| | entify below the name(s) of such e financial interest(s). | City elected official(s) and/or spouse(s)/dome | stic partner |
| SECTION IV DI | SCLOSURE OF SUBCONTRAC | TORS AND OTHER RETAINED PARTIES | |
| defined in MCC Che Party has retained of and the total amount employees who are uncertain whether a | napter 2-156), accountant, consulta or expects to retain in connection want of the fees paid or estimated to be paid solely through the Disclosing | iness address of each subcontractor, attorney, loant and any other person or entity whom the Disvith the Matter, as well as the nature of the relative paid. The Disclosing Party is not required to a Party's regular payroll. If the Disclosing Party Section, the Disclosing Party must either ask the | sclosing tionship, disclose |
| Page 3 of 15 | | | |

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether

| File #: O2023-899, Versio | n : 1 | | | |
|---|--------------------------|--|------------------|---|
| 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 Fou | urth Street. Ste 3500 | Attorney | \$40.000 (estimated^ |
| Gr | eat America | an Tower | | |
| C | incinnati, O | hio 45202 | | |
| (Add sheets if necessary | <i>i</i>) | | | |
| [] Check here if the I | Disclosing I | Party has not retaine | d, nor expects | to retain, any such persons or entities. |
| SECTION V - CERTIF | ICATIONS | | | |
| A. COURT-ORDERED | CHILD SU | JPPORT COMPLIA | NCE | |
| in compliance with their | child support or more of | ort obligations throug the Disclosing Party l | shout the contra | nat contract with the City must remain act's term. Has any person who directly a arrearage on any child support |
| [] Yes [X] No [] No person directly or indirectly owns 10% or more of the Disclosing Party. | | | | |
| If "Yes," has the person person in compliance w | | | reement for pa | yment of all support owed and is the |
| []Yes []No | | | | |
| B. FURTHER CERTIF | ICATIONS | | | |

- 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.

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- 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

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|---|
| (7) above and will not, without the prior written consent of the City, use any such |
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| contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believ 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 conclusivel 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) |
| [x] is [] is not |

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

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

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"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."

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

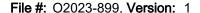
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for 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(l), 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.

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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: Tf 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 ofthe Disclosing Party with respect to the Matter: (Add sheets if necessary):

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|---------|--------|------|----------|---|

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(l) 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

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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(l) 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

LX] 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.)

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| []res | ן איזן | |
| • | ns, or the Equal E | orting Committee, the Director of the Office of Federal Contract mployment Opportunity Commission all reports due under the applicable |
| [] Yes | [] No | [] Reports not required |
| 3. Have you partici opportunity clause? | pated in any previ | ous contracts or subcontracts subject to the equal |
| []Yes | [] No | |
| If you checked "No" | to question (1) or | r (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 ofthe date furnished to the City.

or type e; By: Hv S>tw,_

<u>Fifth Third Bank, National Association</u> (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: $l(IH/x\sim ?)$

Signed and sworn to before me on (date) / IiaJd^ at {luTM J fffr^ County, OLvd (st,

AIMEE GANSZ NotvyPutfe,8WaofOhlo MyCommWon Expires NMnfttM4,2027 COIIISSI0N:20BflE456260

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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

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| nave a Tammai reiai | ionsnip with an elect | ted city official or department nead? |
| []Yes [X]No | | |
| such person is conne | ected; (3) the name ar | me and title of such person, (2) the name of the legal entity to which not title of the elected city official or department head to whom such the precise nature of such familial relationship. |
| | | |
| | | |
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| | CITY OF CH | HICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B |
| BUILI | DING CODE SCOFF | LAW/PROBLEM LANDLORD CERTIFICATION |
| ownership interest in | | (a) the Applicant, and (b) any legal entity which has a direct ling 7.5% (an "Owner"). It is not to be completed by any legal entity rest in the Applicant. |
| | Section 2-154-010, is pursuant to MCC Sect | s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416? |
| [] Yes | ft] No' | |
| | • • • | ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416? |
| [] Yes | [] No | [X] The Applicant is not publicly traded on any exchange. |
| • | <u>-</u> | Ty below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinent |

code violations apply.

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| 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)(l) 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. |

[] N/A -1 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)(l). Ifyou checked "no" to the above,

|X] Yes []No

please explain.

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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

EV/D &!Chief Information Officer

EVF & CHIEL HILUHHALIOH CHICEL

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. [X] 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

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|---|---------------------------------------|---|
| C. <u>Telephone</u> : 312-416-9224 | <u>E</u> : | mail: 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 property, if applicable): Fifth Third Bank, National Association is the tax construction of an 80-unit mixed use apartment c | credit equity investor for 43 Green | (Include project number and location of n - Phase II, the new |
| G. Which City agency or department is re | equesting this EDS? Departr | ment of Housing |
| If the Matter is a contract being ha complete the following: | ndled by the City's Depar | rtment of Procurement Services, please |
| Specification # | and Contract # | |
| Ver.2018-1 SECTION II - DISCLOSURE OF OWN | Page lof 15 VERSHIP INTERESTS | |
| NATURE OF THE DISCLOSING PART | ГҮ | |
| 1. Indicate the nature of the Disclosing Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust | [[[[[[[[[[[[[[[[[[[| company [] Limited liability partnership Not-for-profit corporation (Is the not-for- lso a.501(c)(3))?] Yes [] No |
| [] Other (pleas | se specify) | |
| 2. For legal entities, the state (or foreign | country) of incorporation or | organization, if applicable: |
| <u>Ohio</u> | | |
| 3. For legal entities not organized in the State of Illinois as a foreign entity? | ne State of Illinois: Has the | organization registered to do business in |
| [] Organized in Illinois | | |

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| B. IF THE DISCL | OSING PARTY IS A LEGAL ENTI | ΓΥ: | |
| (ii) for not-for-pro- write "no members executor, administ companies, limited | fit corporations, all members, if any, s which are legal entities"); (iii) for trator, or similarly situated party; (iv) I liability partnerships or joint venture | f: (i) all executive officers and all director which are legal entities (if there are no sucusts, estates or other similar entities, the transfor general or limited partnerships, limited es, each general partner, managing members y controls the day-to-day management of | ch members, rustee, d liability er, manager or |
| NOTE: Each legal | entity listed below must submit an E | DS on its own behalf. | |
| Name Title | | | |
| See attached list | | | |
| current or prospect of 7.5% of the App | tive (i.e. within 6 months after City ac | each person or legal entity having a direct etion) beneficial interest (including owners include shares in a corporation, partnership mager in a | ship) in excess |
| Page 2 of 15 | | | |
| limited liability co | ompany, or interest of a beneficiary | of a trust, estate or other similar entity. | If none, state |
| NOTE: Each legal | l entity listed below may be required | to submit an EDS on its own behalf. | |
| Name | Business Address | Percentage Interest in the Applic | cant |
| See Exhibit A | | | |
| SECTION III - OFFICIALS | INCOME OR COMPENSATION | TO, OR OWNERSHIP BY, CITY | Y ELECTED |
| | g Party provided any income or comporeceding the date of this EDS? | ensation to any City elected official durin | g the [x] No |
| Does the Disclosin | ng 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

[x] No

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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

[X] 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.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated Address (subcontractor, attorney, lobbyist, etc.)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] 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

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|--|
| 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 arrearag on any child support obligations by any Illinois court of competent jurisdiction? |
| [] Yes [X] 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.

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- 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 ofthis 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").

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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

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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.

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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, ofthe 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 ofthe 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."

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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 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 ofthe 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(l) 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

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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.

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- 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(l) 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 [] Yes | Applicant? £x] No | |
|--|-------------------|---|
| If "Yes," answer the three | questions be | elow: |
| 1. Have you developed an regulations? (See 41 CFR) | • | ve on file affirmative action programs pursuant to applicable federal |
| = | the Equal En | rting Committee, the Director ofthe Office of Federal Contract inployment Opportunity Commission all reports due under the applicable [] Reports not required |
| 3. Have you participated in opportunity clause? [] Yes | in any previo | ous contracts or subcontracts subject to the equal |
| | | (2) above, please provide an explanation: |
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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.

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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

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| Turnisnea 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) [$[^{C}yl'7^{c}Z- \sim Z-,$ |
| Notary Public' ~ * |
| at fat) ttfQA) County, O ftxD (state). |
| |
| |

Commission expires:

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT

AND AFFIDAVII 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 ofthe 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.

| which has only an indire | 1.1 | rest in the Applicant. |
|---|--------|---|
| Pursuant to MCC Se or problem landlord purs | | s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416? |
| [] Yes | [X] No | |
| * * | • • • | ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416? |
| [] Yes | [] No | [X] The Applicant is not publicly traded on any exchange. |
| | · • | fy below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinent |

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 2-92-385,1 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

[X] 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)(l). If you checked "no" to the above, please explain.

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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. Cliffel, 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. [X] 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 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. (ifyou 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 #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

| A. NATURE OF THE DISCLOSING | J PARTY |
|--|---|
| 1. Indicate the nature of the Disclo | osing Party: |
| Person | |
| X] Publicly registered business corpo | oration [] |
| Privately held business corporation | |
| Sole proprietorship | [] |
| ~] General partnership | (Is |
| Limited partnership | |
| Trust | [] |
| [] Yes [] No Other (please spaces) 2. For legal entities, the state (or forest | ign country) of incorporation or organization, if applicable: |
| Ohio | |
| 3. For legal entities not organized in the State of Illinois as a foreign entity | the State of Illinois: Has the organization registered to do business in ?? |
| [] 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,

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| of 7.5% of the Applicant. | | tion) beneficial interest (including onclude shares in a corporation, partiager in a | - / |
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| limited liability company | y, or interest of a beneficiary | of a trust, estate or other similar | entity. If none, state |
| NOTE: Each legal entity | listed below may be required to | o submit an EDS on its own behalf. | |
| Name | Business Address | Percentage Interest in the | Applicant |
| See Exhibit A | | | |
| SECTION III INCO OFFICIALS | OME OR COMPENSATION | TO, OR OWNERSHIP BY, | CITY ELECTED |
| Has the Disclosing Party 12-month period preceding | | ensation to any City elected official [] Yes | during the [x] No |
| | y reasonably expect to provide at 12-month period following the | any income or compensation to any e date of this EDS? [] Yes | City [x] No |
| If "yes" to either ofthe ab such income or compensa | - | name(s) of such City elected officia | al(s) and describe |
| inquiry, any City elected Chapter 2-156 ofthe Mun [] Yes | official's spouse or domestic participal Code of Chicago ("MCC [x] No below the name(s) of such Cit | osing Party's knowledge after reason artner, have a financial interest (as one)) in the Disclosing Party? ty elected official(s) and/or spouse | defined in |

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

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|----------------------------|-----|---|
|----------------------------|-----|---|

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 retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] 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 [x] 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 [j 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 neip 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 offine City or any "sister agency"; and (11) 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

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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 ofthe 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 ofthis 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

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|---|--|
| 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."

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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(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), 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

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| 01 this Part D . | | |
| Does the Matter involve a | City Property Sale? | |
| []Yes | []No | |
| • | to Item D(l), provide the names ancial interest and identify the natur | and business addresses of the City officials or re 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.

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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 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 v11. For purposes of this Section v1, 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(l) 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(l) 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

| File #: O2023-899, Version: | 1 | |
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| negonations. | | |
| Is the Disclosing Party the [X]No | e Applicant? | []Yes |
| If "Yes," answer the three | questions be | elow: |
| 1. Have you developed a regulations? (See 41 CFR | • | ave on file affirmative action programs pursuant to applicable federal |
| | _ | orting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the applicable |
| [] Yes | [] No | [] Reports not required |
| 3. Have you participated opportunity clause? [jYes [jNo | in any previo | ous contracts or subcontracts subject to the equal |
| If you checked "No" to qu | uestion (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.citvofchicago.org/Ethics http://www.citvofchicago.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 agreement 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.

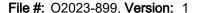
Fifth Third Bancorp

H. Samuel Lind
(Print or type name of person signing)

Assistant Corporate Secretary (Print or type title of person signing)

AIMEEGANSZ

Notary Public Stat* of ONo MyCommission EvnifM NoMentuta 2007



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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 ofthe 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

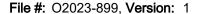
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| omeer, executive of exercising similar at | rector, emer manetar officer, treasurer or secretary of a legal entity of any person athority. |
| | sing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently tionship" with an elected city official or department head? |
| [] Yes | [X] No |
| such person is conn | entify below (1) the name and title of such person, (2) the name of the legal entity to which ected; (3) the name and title of the elected city official or department head to whom such relationship, and (4) the precise nature of such familial relationship. |
| Not applicable as F | ifth Third Bancorp has indirect ownership over the applicant |
| Page 13 of 15 | CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT |
| | APPENDIX B |
| BUIL | DING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION |
| ownership interest in | be completed only by (a) the Applicant, and (b) any legal entity which has a direct in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity adirect ownership interest in the Applicant. |
| | Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw pursuant to MCC Section 2-92-416? |
| []Yes | []No |
| * * | is a legal entity publicly traded on any exchange, is any officer or director of the Applicant ng code scofflaw or problem landlord pursuant to MCC Section 2-92-416? |

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.

[] The Applicant is not publicly traded on any exchange.

[] No

[] Yes



Not applicable as Fifth Third Bancorp has indirect ownership over the applicant

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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 2-92-385,1 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

[X] N/A -1 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.

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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 I LEGITETIT WITH COLLINOIS

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

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS _ _

FORM ADV

| _ | ∎, | | | | I | i |
|-------------------------------------|-----|----------|--------------------|--------------------------------|----------------------------|------|
| Primary Business NanWv [^] | | | • :: -X^-x^fi':. • | ■' ■*i#'V ■ ' :X | X\p''f'■ ,:!£,Rp Number:.; | |
| Other-Than-Annual | Ar | mendment | - | All | Sections | Rev. |
| 10/2021 | | | | | | |
| 7/6/2022 10:27:48 AM | i ' | * | " "i | '. ■''' '1. | <i>'%X</i> ∼. | |

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.

- 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.

| File | e #: O2023-899, | Version: 1 | | |
|------|--|--|--|---|
| | | | | |
| | (2) If you are using thi | is Form ADV to register more than or | ne investment adviser under an umbre | lla registration, check this box V If you |
| | check this box, comple | lete a Schedule R for each relying ad | viser. | |
| C. | If this filing is reporting is of | ្វ a change in your legal name (Item l | .A.) or primary business name (Item I. | B.(I)), enter the new name and specify whether the name change |
| | I ⁻ your legal name or f- | ~ your primary business name: | | |
| D. | (1) If you are registere | ed with the SEC as an investment adv | viser, your SEC file number:1 | |
| | 2) If you report to the | e SEC as an exempt reporting advise | er, your SEC file number: | |
| | 3) If you have one or | r more Central Index Key numbers as | ssigned by the SEC ("CIK Numbers"), | all of your CIK numbers: |
| E. | (1) If you have a number | er ("CRD Number") assigned by the F | FINRA's CRD system or by the IARD s | system, your CRD number: |
| | If your firm does n | not have a CRD number, skip this Iter | m I.E. Do not provide the CRD number | r of one of your officers, employees, or affiliates. |
| | (2) If you have addition | nal CRD Numbers, your additional Cl | RD numbers: | |
| | () | ,, | No Information Filed | |
| F. | Principal Office and Place Pennsylvania | ce of Business (1) Address (do not u | se a P.O. Box): Number and Street 1: | 100 VANGUARD BLVD City: State: MALVERN |
| | If this address is a | a private residence, check this box: f | • | |
| Nur | mber and Street 2: V26 | | | |
| | intry: | ZIP+4/Postal Code: | | |
| Uni | ted States 19355 | | | |
| | applying for regist applying for regist | tration, or are registered, with one or tration or with whom you are registen | more state securities authorities, you ed. If you are applying for SEC registra | siness, at which you conduct investment advisory business. If you are must list all of your offices in the state or states to which you are ation, if you are registered only with the SEC, or ifyou are reporting to ears of employees as ofthe end of your most recently completed fiscal |
| | Days of week that Monday - Friday (- | | our principal office and place of busine | ess: (f |
| | Normal business I location: 8:30AM - | - 5:30PM | | |
| | 3) Telephone numberlocation: 610-669-4) Facsimile number | -1000 | | |
| | any: 610-669-660 | | | |
| | | umber of offices, other than your prir npleted fiscal year? 1 | ncipal office and place of business, at v | which you conduct investment advisory business as of the end of your |
| G. | Mailing address, if diffe | erent from your principal office and p | lace of business address: | |
| | Number and Street 1: | : | Number and Street 2: | |
| | City: | State: | Country: | ZIP+4/Postal Code: |
| | If this address is a pri | ivate residence, check this box: f~ | | |

Number and Street 2:

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:

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|---|---|---|---|---------------------------------|--------------------------|-------------------------------|--------------------|------------|---------------------|------------------|---------------------|---------------------------|--------------------|------------------------------|----------------------|----------------------|--------------------|
| City: | | St | ate: | | | Country: | | | | ZIP+4 | 1/Posta | ıl Code: | | | | | |
| | | | | | | | | | | | | | | | | | Yes No |
| I. Do you LinkedIn)? | u have one or m | ore websites | or accounts of | on publicly ava | ilable soc | ial media pla | itforms | (includi | ing, but | not lin | nited to | , Twitter, | Faceb | ook and | (? p | | |
| websit the oth platfor | ," list all firm web te address serve her information. Y ms where you do ly available socia | s as a portal You may nee o not control | through which and to list more the content. L | h to access ot than one port | her inform al address | ation you ha s. Do not pro | ve pub vide the | lished o | on the w sses of | veb, yo websi | u may i tes or a | list the po accounts o | ortal wi on pub | thout listin licly availa | ng addre able soc | esses fo cial med | or all of dia |
| J. Chief Co | ompliance Office | er | | | | | | | | | | | | | | | |
| (1) Pro | ovide the name a Chief Compliance | ınd contact ir | | - | - | = | | n exemp | ot repor | ting ac | lviser, y | you must | provid | e the cont | act info | rmation | for |
| Name | : : | | | | | Other title | s, if any | / : | | | | | | | | | |
| Telep | hone number: | | | | | Facsimile | | | / : | | | | | | | | |
| Numb | per and Street 1: | | | | | Number a | nd Stre | et 2: | | | | | | | | | |
| City: | | Sta | te: | | | Country: | | | | ZIP+4 | /Postal | I Code: | | | | | |
| Electr | onic mail (e-mai | l) address, if | Chief Compli | ance Officer h | as one: | | | | | | | | | | | | |
| Name: IRS Er K. Addition ADV, y Name: | mployer Identifica nal Regulatory C /ou may provide | ontact Perso | n: If a person | other than the | e Chief Co | mpliance Of | ficer is | authoriz | zed to r | eceive | inform | ation and | l respo | nd to ques | stions a | bout thi | s Form |
| Telephone r | | | | | | | | | | | | | | | | | |
| Number and | d Street 1: | | | | | | | | | | | | | | | | |
| City: State: | | | | | | | | | | | | | | | | | |
| Electronic m | nail (e-mail) addr | ess, if conta | ct person has | one: | | | | | | | | | | | | | |
| Facsimile nu | umber, if any: Nเ | ımber and S | treet 2: Count | ry: | | | | | | | | | | | | | |
| L. Do y | you maintain s | ome or all | of the boo | ks and reco | ds vou : | are required | to k | een ur | nder S | ection | 204 (| of the A | dviser | s Act or | r simils | ır state | Yes No ^ law ^ |
| р | | | | | - | | | oop a. | | | | | | | 0 | σιατο | , |
| somew | vhere other than | your principa | al office and p | lace of busine | ss ⁻ ? | | | | | | | | | | | | |
| If "yes, | " complete Sect | ion 1L. of S | chedule D. | | | | | | | | | | | | | | Voc No |
| M. | | Are | you | registered | W | ith a | ı | forei | gn | fir | nancial | i | regulat | ory | auth | ority? | Yes No |
| (? | | | , | J | | | | | J | | | | J | , | | , | |
| | er "no" if you are ity. If "yes," com | - | _ | - | gulatory at | uthority, eve | n ifyou | have aı | n affiliat | te that i | is regis | tered with | h a fore | eign finand | oial regu | ulatory | |
| | | | | | | 0 " | 40 | | 454.0 | , | | | | | _ | _ | Yes No |
| N. r~ <j-< td=""><td>Are you</td><td>a public</td><td>reporting</td><td>company</td><td>under</td><td>Sections</td><td>12</td><td>or</td><td>15(d)</td><td>of</td><td>the</td><td>Securiti</td><td>ies</td><td>Exchange</td><td>e Act</td><td>of of</td><td>1934?</td></j-<> | Are you | a public | reporting | company | under | Sections | 12 | or | 15(d) | of | the | Securiti | ies | Exchange | e Act | of of | 1934? |
| O. Did you \$10 bill | have \$1 billion o | or more in as | sets on the la | st day of your | most rece | ent fiscal yea | r? j-lf y | es, wha | at is the | appro | ximate | amount o | of your | assets: (- | \$1 bil | lion to l | Yes No ess than |

(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:

Facsimile Number, if any:

480-713-8456

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:

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|------|----|------------|----------|---|
|------|----|------------|----------|---|

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 Linkedln). 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: https://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/C0MPANY/VANGUARD-INSTITUTI0NAL-INVESTING

Address of Website/Account on Publicly Available Social Media Platform: https://www.LINKEDIN.COM/IN/M0RTIMERJBUCKLEY

Address of Website/Account on Publicly Available Social Media Platform: HTTPS7/WWW.LINKEDIN.COM/C0MPANY/VANGUARD http://www.linkedin.com/com/any/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.C0M/#/ <https://PRESSR00M.VANGUARD.C0M/#/ <https://pressr00m.vanguard.com/#/ <https://pressr00m.com/#/ <https://pressr00m.com/#/ <https://pressr00m.com/#/ <https:

Address of Website/Account on Publicly Available Social Media Platform: https://www.vAnguard.com/

Address of Website/Account on Publicly Available Social Media Platform: https://www.LINKEDIN.COM/C0MPANY/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_GR0UP

Address of Website/Account on Publicly Available Social Media Platform: HTTPS://PLUS.GOOGLE.COM/+VANGUARD#+VANGUARD/POSTS <https://plus.google.com/+vanguard/posts>

Address of Website/Account on Publicly Available Social Media Platform: https://TWITTER.COM/VANGUARD_FA

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|--|-------------------|----------------|------------------|---------------------|----------------------|-----------------------------|----------------------|---------------|----------------|------------|
| SECTION I.L Location of E | Books and Re | ecords | | | | | | | | |
| Complete the following i a separate Schedule D, | | | - | ou keep your boo | ks and records, o | ther than your _l | orincipal office and | place of busi | ness. You must | : complete |
| Name of entity where bo | ooks and reco | rds are kept: | | | | | | | | |
| Number and Street 1: 2500 HENDERSON DR | IVE | | | | Number | and Street 2: | | | | |
| City: SHARON HILL | | | State: Pennsy | lvania | Country: United S | : States 19079 | ZIP+4 | /Postal Code: | | |
| If this address is a privat Telephone Number: 610-7 | | | x: f~ | | | | | | | |
| i This is (check one): | | | | | | | | | | |
| ;j p one of your branch off | fices or affiliat | es, a | | | | | | | | |
| third-party unaffiliated | recordkeeper | . p. | | | | | | | | |
| other. | | | | | | | | | | |
| i Briefly describe the boo I; STORAGE OF CL ADDITION TO i PROGR/ Number and Street 2: | IENT AND | OTHER F | | TAINING CONTR | ACTS, CORRE | SPONDENCE, | RECOMMENDA | TIONS AND | TRANSACTI | ONS, IN |
| Country: United States | | | | | | | | | | |
| ii Name of entity where bo AMAZON.COM, INC. ZIP+4/Postal Code: 9810§ | | ords are kept: | !! | | | | | | | |
| :i Number and Street 1: ;; I City: State: ii SEATTLE | | AVENUE NC | RTH | | | | | | | |
| If this address is a priva | ate residence, | check this b | ox: I- | | | | | | | |
| I ¹ Telephone Number: 206-266-1000 | | | Facs | imile number, if an | y: | | | | | |
| ●I •! This is (check one): | | | | | | | | | | |
| j; p | one | of | your | branch | offices | or | affiliates, | j; | ра | third- |
| party unaffiliated recordke | eper. i; (• othe | er. | | | | | | | | |
| j. Briefly describe the book | | | | CONTRACTS, CO | RRESPONDENC | E, RECOMME | NDATIONS AND T | TRANSACTIO | NS, IN ADDITI | ION TO |

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

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No information ⊢iled

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 IA 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 filling 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;
 - (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;
 - [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);
 - (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;

Ifyou 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;

Ifyou 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);

Ifyou 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;

Ifyou check this box, complete Section 2. A. (12) of Schedule

D. I" (13) are no longer eligible to remain registered with the SEC.

Stare 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 stafe 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

ral ril :rnersc

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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 filling 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 solving than an OEC and a symmetric you from the machibition on registration, around the following information.

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|---------|---|
| • п у | ou are reiying upon an ১೬∪ order exempting you from the prohibition on registration, provide the following information: |
| ; App | plication |
| Nu - | mber: 803 |
| Da | te of order: |
| | |
| | n 3 Form of Organization ou 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): |
| | Ifyou are changing your response to this Item, see Part IA Instruction 4. |
| В. | In what month does your fiscal year end each year ⁷ 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. |
| | Ifyou are changing your response to this Item, see Part IA Instruction 4. |
| Item | 4 Successions |
| A. | Yes N 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. |
| В. | Date of Succession: (MM/DD/YYYY) |
| | If you have already reported this succession on a previous Form ADV filling, do not report the succession again. Instead, check "No." See Part IA Instruction 4. |
| SEC | TION 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. 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 sfafe securities authorities as investment adviser representatives⁷
 - 4) Approximately how many of the employees reported in 5.A. are registered with one or more sfafe securities authorities as investment adviser representatives for an investment adviser other than you?
 - 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 ofthis 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.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 CHeni ' :K'- ' "" ft^r""^ ^ i.^V• ^' 'i >ij:-'- ^' | Number.of> | :(2) Fewer than.v 5C//ente. | - ' (3) Amount-of∎ Reg u latory; Assets J*:. ' 'under .Management , |
|---|------------|--------------------------------|--|
| (a) Individuals (other than high net worth individuals) | 0 | r | \$ 0 |
| (b) High net worth individuals | 0 | | \$ o |
| (c) Banking or thrift institutions | 0 | r | \$ o |
| (d) Investment companies | 217 | | \$ 7,795,749,144,000 |
| (e) Business development companies | 0 | | \$ o |
| (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) | | Ī | |
|---|---|----|------|
| (h) Charitable organizations | 0 | r. | \$ o |
| (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 | \$ o |
| (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)
 - I- (5) Commissions
 - t (6) Performance-based fees
 - 17 (7) Other (specify): ALLOCATED SHARE OF VANGUARD'S TOTAL COST OF OPERATIONS

Item 5 Information AboutYour Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

Yes No

F. securities portfolios? (1) Do provide continuous and regular supervisory or management services (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** (a) \$7,796,091,304,104 Discretionary: (d) 219 Non-Discretionary: (b) \$0(e) 0 (c) \$7,796,091,304,104 (f) 219

Part IA 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

Total:

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

- 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
- I~ (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. Ifyou check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which vou provide advice in Section 5.G.(3) of Schedule D.

| F | ile #: O2023-899, Version : 1 |
|---------|--|
| _ | / p |
| Н. | . If you provide financial planning services, to how many clients did you provide these services during your last fiscal year' |
| | C ¹⁻¹⁰ p 11 - 25 p 26-50 p 51 - 100 p 101 - 250 p 251 - 500 p 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 N |
| l. ^ | (1) Do you participate in a wrap fee program? |
| | (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? \$ 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 D. 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 N |
| 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 r f» investments? (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 p-regulatory assets under management? |
| K. | Separately Managed Account Clients |
| | Yes N 1) Do you have regulatory assets under management attributable to clients other than those listed in Item 5.D.(3)(d)-(f) (separate $p < r$ 1) managed account clients) ^T If yes, complete Section S.K.(I) of Schedule D. |
| | 2) Do you engage in borrowing transactions on behalf of any of the separately managed account clients that you advis |

(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold p p ten percent or more of this remaining amount of regulatory assets under management?

(3) Do you engage in derivative transactions on behalf of any of the separately managed account clients that you advise⁷

2) If yes, complete Section 5.K.(2) of Schedule D.

If yes, complete Section 5.K.(2) 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)-I(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

- you answer "yes" L(I)(c),(d), above, otherwise provide cash (e) pay or non-cash compensation, directly or indirectly, in p

- 2) connection with the use of testimonials, endorsements, or third-party ratings?
- 3) Do any of your advertisements include hypothetical performance?

4) Do any of your advertisements include predecessor performance ?

Cr

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

ilf 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

| File #: O2023-899, Version: 1 | | |
|---|--|--|
| Provide the regulatory assets under management of all processing company that you advise. | parallel managed accounts related to a registered investment compan | ny (or series thereof) or business development |
| | No Information Filed | |
| | | |
| | | |
| | | |
| SEC File Number 811 - 02652 | | |
| Provide the regulatory assets under management of all property company that you advise. | parallel managed accounts related to a registered investment compan | ny (or series thereof) or business development |
| | No Information Filed | |
| SEC 811 - 02687 | File | Number |
| Provide the regulatory assets under management of all company that you advise. | parallel managed accounts related to a registered investment compan | ny (or series thereof) or business development |
| | No Information Filed | |
| | | |
| | | |
| | | |
| SEC File Number 811 - 02968 | | |
| Provide the regulatory assets under management of all company that you advise. | parallel managed accounts related to a registered investment compan | ny (or series thereof) or business development |
| | No Information Filed | |
| | | |
| | | |
| | | |
| SEC File Number 811 - 0296899 | | |
| Provide the regulatory assets under management of all property company that you advise. | parallel managed accounts related to a registered investment compan | ny (or series thereof) or business development |
| | No Information Filed | |
| | | |
| | | |
| | | |
| SEC File Number 811 - 03916 | | |
| | | |
| Dravida the regulatory assets under management of all s | norallal managed accounts related to a registered investment company | ou (ar aariaa tharaaf) ar husinaaa davalanmant |

| File #: O2023-899, Version: 1 | | | |
|---|------------------------------|--|--------------------------------|
| riovide the regulatory assets under management company that you advise. | ι υι αιι parallel manageu ac | counts related to a registered investment company (or senes the | reory or pusitiess development |
| | | No Information Filed | |
| | | | |
| | | | |
| | | | |
| SEC File Number 811 - 03919 | | | |
| Provide the regulatory assets under management company that you advise. | of all parallel managed ac | ccounts related to a registered investment company (or series the | ereof) or business development |
| | | No Information Filed | |
| | | | |
| SEC - 04098 | File | Number | 811 |
| Provide the regulatory assets under managemen company that you advise. | t of all parallel managed ac | ccounts related to a registered investment company (or series the | ereof) or business development |
| | | No Information Filed | |
| | | | |
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| | | | |
| SEC File Number 811 - 04474 | | | |
| Provide the regulatory assets under management company that you advise. | t of all parallel managed ac | eccounts related to a registered investment company (or series the | ereof) or business development |
| | | No Information Filed | |
| | | To mornator rise | |
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| | | | |
| | | | |
| SEC File Number 811 - 04526 | | | |
| Provide the regulatory assets under management company that you advise. | t of all parallel managed ac | eccounts related to a registered investment company (or series the | ereof) or business development |
| | | No Information Filed | |
| | | | |
| | | | |
| | | | |
| SEC File Number 811 - 04570 | | | |

| File #: O2023-899, Version | ı: 1 | | |
|--|---|--|--|
| Provide the regulatory assets under m company that you advise. | anagement of all parallel managed accour | nts related to a registered investment company (or series | s thereof) or business development |
| | No | Information Filed | |
| | | | |
| | | | |
| SEC File Number 811 - 04571 | | | |
| Provide the regulatory assets under m company that you advise. | anagement of all parallel managed accour | nts related to a registered investment company (or series | s thereof) or business development |
| | No | Information Filed | |
| | | | |
| | | | |
| | | | |
| SEC - 04627 Provide the regulatory assets under | File management of all parallel managed according | Number unts related to a registered investment company (or serie | 811 s thereof) or business development |
| company that you advise. | J 1 J | | , , |
| | I | No Information Filed | |
| | | | |
| | | | |
| SEC File Number 811 - 04681 | | | |
| Provide the regulatory assets und development company that you advi | | accounts related to a registered investment compan | y (or series thereof) or business |
| , , , , | | No Information Filed | |
| | | | |
| | | | |
| | | | |
| " SEC File Number j 811 - 05340 | | | |
| ;. Provide the regulatory assets und development company that you advise | | accounts related to a registered investment company | (or series thereof) or I business |
| | 1 | No Information Filed | |
| | | | |
| | | | |

| File #: O2023-899, Version: | 1 | | |
|--|---|--|----------------------------|
| SEC File Number 811 - 05445 | | | |
| Provide the regulatory assets under a development company that you advise. | management of all parallel managed | d accounts related to a registered investment company (or se | eries thereof) or business |
| | ı | No Information Filed | |
| | | | |
| | | | |
| SEC File Number 811 - 05628 | | | |
| Provide the regulatory assets under redevelopment company that you advise. | management of all parallel managed | d accounts related to a registered investment company (or se | eries thereof) or business |
| , , , | 1 | No Information Filed | |
| | | | |
| | | | |
| SEC 811 - 05962 | File | Number | |
| | management of all parallel managed | accounts related to a registered investment company (or se | eries thereof) or business |
| development company that you advise. | No | Information Filed | |
| | | | |
| | | | |
| SEC File Number 811 - | | | |
| 05972 | proment of all parallel managed account | ints related to a registered investment company (or series thereof | ar business developmen |
| company that you advise. | igeniem of all parallel managed accou | ints related to a registered investment company (or series thereon |) or business developmen |
| | No | Information Filed | |
| | | | |
| | | | |
| SEC File Number 811 - 06083 | | | |
| Provide the regulatory assets under mana company that you advise. | gement of all parallel managed accou | ints related to a registered investment company (or series thereof | r) or business developmen |
| | No | Information Filed | |

| File #: O2023-899, Version: 1 |
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| |
| 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 |
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| |
| 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 developmen 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. |
| |

| File #: O2023-899, Version: 1 |
|---|
| 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 file |
| Number 811 |
| 22114 |
| 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.

| /UsetTy^i^-'.^^;:^.^^- :::.r<7?'-^.*:r7ib-xiS :- 's^^^.^iyf^^S^- *'^*Mj£-«.1 | 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 | % | % |

| File #: O2023-899, Version: 1 | | |
|--|----|----|
| | ,. | ,, |
| (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"

Generally describe any assets included in "Other"

| AssetTypi';"-'.':1 .V | r.].}.~'-*h:'-;.f'-' | ■ . ' [!] ' [;] '-\V'."i- ".w^'.'X" ■. | s' r;';'5'-fv-^.:v-;;::' [;] | Endof'.yea" _■ |
|-----------------------------|------------------------------|--|---|----------------|
| (i) Exchange-Traded Equ | uity Securities | | | % |
| (ii) Non Exchange-Tradeo | d Equity Securities | | | % |
| (iii) U.S. Government/Age | ency Bonds | | | % |
| (iv) U.S. State and Local B | onds | | | % |
| (v) Sovereign Bonds | | | | % |
| (vi) Investment Grade Cor | porate Bonds | | | % |
| (vii) Non-Investment Grade | e Corporate Bonds | | | % |
| (viii) Derivatives | | | | % |
| (ix) Securities Issued by R | egistered Investment Compa | nies or Business Development Companies | s | % |
| (x) Securities Issued by F | Pooled Investment Vehicles (| other than Registered Investment Compan | nies or Business Development Companies) | % |
| (xi) Cash and Cash Equiva | alents | | | % |
| (xii) Other | | | | % |
| | | | | |

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

f" No information is required to be reported in this Section 5.K.(2) per the instructions of this Section S.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 ¹ Exposure'. Unde | er Managen»nt'"V; | . ^?); 'Borrowings | | | | | |
|---|-------------------|--------------------|-----------------------------------|-------------------------|--------------------|--------|------------------------|
| | | ::;(a <u>;</u> | <i>yih'tiiresi"</i> : (b) Eych | Foreign <i>•"(cj'</i> o | credit (d) | Equity | (a]{Commodi" (f) Other |
| | | •.Derivative ■ | Derivative | Derivative | ■ Derivativ | reDei | rivative Derivative |
| Less than 10%\$ | \$ | 0 % | 0 % | 0 % | 0 % | 0 % | 0 % |
| 10-149% \$ | \$ o | 0 % | 0 % | 0 % | 0 % | 0 % | 0 % |
| 150% or more \$ 0 | \$ o | 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)% Borrowinas. | ~ | ' ≢ [:] '• . | '• (3j^Deriv'ative Exposures ^ y^'-^'h-y'\.V'V'''' | | | |
|----------------------------------|---|---------------------|-----|---|--|--------------|--|-----|
| , , , | ٠ | • , | | . (b) Foreign Exchange Derivative . | (c) Credit Derivative | {d\Equity. L | Pe(e). Commodity ■ Derivativ S. | |
| Less than 10% | \$ 0 | \$ 0 | 0 % | 0 % | 0 % | 0 % | 0 % | 0 % |
| 10-149% | \$ 0 | \$ 0 | 0 % | 0 % | 0 % | 0 % | 0 % | 0 % |
| 150% or more | \$ o | \$ o | 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 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 (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 f• W-iK;^'? | .V?/'? ;Ti^:**** | (I)'Regiilatory Assets[Under Management | | | | | | |
|---------------------------------------|------------------|---|------|--|--|--|--|--|
| Less than 10% | | \$ O | \$ 0 | | | | | |
| 10-149% | | \$ o | \$ o | | | | | |
| 150% or more | | \$ o | \$ o | | | | | |

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):
 - f (1) broker-dealer (registered or unregistered)
 - r" (2) registered representative of a broker-dealer
 - 1? (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - f~ (4) futures commission merchant
 - (5) real estate broker, dealer, or agent
 - I- (6) insurance broker or agent
 - (7) bank (including a separately identifiable department or division of a bank)
 - r" (8) trust company
 - i" (9) registered municipal advisor
 - I⁻ (10) registered security-based swap dealer
 - I~ (11) major security-based swap participant
 - I~" (12) accountant or accounting firm f~ (13)

lawyer or law firm

I⁻ (14) other financial product salesperson (specify):

Ifyou 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 ifyou 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 clients⁷ p

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 Othejr_Products a^dS?.™! °?!

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 vestment 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 ifyou 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)(l)), 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

- 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

| File | e #: | : O2023-8 | 99, Versi | on: 1 | | | | | | | | | | | | |
|-----------------|--|--|--|---------------------------------|-------------------------|-----------------|-------------|----------------------------|-------------------------------|-----------|--------------|--------------|--------------|-------------------|-------------------|---------------------|
| | (k) (l) (m) (n) (o) (p) | P lawyer o I insurance P pension o I real estate P sponsor | ant or account r law firm company or a consultant e broker or de or syndicator general partn | agency ealer of limited p | | | - | | | | icles | | | | | Yes No |
| 6. (j- p |) | Do | you | contro | bl | or | are | you | ı | controll | ed | by | the | e r | related | person |
| 7. p p | | Are | you | 1 | and | th | ne | relate | ed | pers | son | und | er | comn | non | controR |
| 8. | (a) b) b) | If you are re p p presumption | ated person a egistering or re n that you are obtain a surpi | egistered w | ith the SE | C and you l | have ansv | vered "yes, o rule 206(| " to questio 4)-2(d)(5)) f | n 8.(a) a | above, hav | e you ove | rcome th | ne | | |
| | c) | If you have Number and City: | answered "ye | es" to questi Stat | ion 8.(a) a e: | bove, provi | | ation of the | related pe | rson's o | ffice respo | - | custody | of your client | s' assets | i. |
| 9. (? p | (b) | (a) If the answer FOREIGN F EXEMPTIO (a) | PRIVATE AD | r what exen | related nption' related | person d perso | is on r | an egistered | investment with | nt a | adviser, | is o fina | it ancial | exempt regulatory | from y au | Yes No registration |
| r tr | | (b) If the | answer is yes | s, list the na | me and co | ountry, in Er | nglish of e | each foreigr | n financial r | egulator | ry authority | with whic | h the rel | ated person | <u>is registe</u> | ered. |
| vou | and | Mexico - N | National Comr | | _ | | es ill. Do | | | | | | | | | |
| | | you and the re | | | | | ? | | | | | | | | | |
| ' 1. | _ | gal Name of Re | | | ON | | | | | | | | | | | |
| [;] 2. | Pe | mary Business rson: VANGU/ DRPORATION | ARD MARKE | | | | | | | | | | | | | |
| [:] 3. | | ated Person's 21570 or ner | SEC File Nun | nber (if any) |) (e.g., 801 | 1-, 8-, 866-, | 802-) | | | | | | | | | |
| 4 | Rela | ated Person's | | | | | | | | | | | | | | |
| | a) b) | CRD Numb any): 7452 CIK Numbe | • | | | | | | | | | | | | | |

CIK Number f- •C^V^'iJC^^'^;^^?..; y^'**=** i:^^.);-" 1114858

| Fil | e #: | O2023-89 | 9, Versio | n: 1 | | | | | | | | | | | |
|----------|-----------|-------------------------------|-------------------|-----------------|-----------------|-----------------|------------|-----------|--------------------|--------------|------------|------------|---------------|-------------|--------------|
| | | | | | | | | | | | | | | | |
| 5. | Rela | ted Person is: (| check all that | t apply) | | | | | | | | | | | |
| | a) | P" broker-d | ealer, munici | pal securities | s dealer, or go | overnment se | curities l | oroker o | r dealer | | | | | | |
| | b) | P other inv | estment advi | iser (includin | g financial pla | anners) | | | | | | | | | |
| | c) | P registere | ed municipal a | advisor | | | | | | | | | | | |
| | d) | _ | ed security-ba | - | | | | | | | | | | | |
| | e) | - | curity-based | | - | | | | _ | | | | | | |
| | f) | | | | nodity trading | advisor (whe | ther regi | stered c | or exempt from re | egistration) | | | | | |
| | g) | | commission m | | | | | | | | | | | | |
| | h) | | or thrift institu | ution | | | | | | | | | | | |
| | (i) | P trust cor Paccountant or | - | irm | | | | | | | | | | | |
| | | Plawyer or law | _ | | | | | | | | | | | | |
| | | Pinsurance con | | ncv | | | | | | | | | | | |
| | | Ppension cons | | , | | | | | | | | | | | |
| | | · Preal estate bro | | r | | | | | | | | | | | |
| | (o) | Psponsor or sy | ndicator of lim | nited partner | ships (or equi | ivalent), exclu | uding poo | oled inve | estment vehicles | 5 | | | | | |
| | (p) | rsponsor, gene | ral partner, m | anaging me | mber (or equi | valent) of poo | oled inve | stment | vehicles | | | | | | |
| | | | | | | | | | | | | | | | Yes No |
| 6. (? | n | Do | you | control | or | are | | you | controll | ed | by | th | ie | related | person |
| (: | р | | | | | | | | | | | | | | |
| 7. | | Are | you | | and | the | | related | por | con | und | or | com | mon | control' |
| , . р | r? | Alc | you | | anu | uic | ' | ciated | pers | 5011 | una | 5 1 | COIII | iiiioii | CONTROL |
| | | | | | | | | | | | | | | | |
| 8. | (a) | Does the relat | ed person ac | t as a qualific | ed custodian | for your clien | ts in coni | nection | with advisory se | rvices you | orovide to | clients' | ? | | |
| | р | | | | | | | | | | | | | | |
| | f? | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 8. | (b) | Ifvou are regis | terina or reai | stered with tl | ne SEC and v | ou have ans | wered "v | es " to c | uestion 8.(a) ab | ove have v | ou overce | ome the | | | |
| Ο. | ` ' | nyou aro rogio | itoring or rogi | otorou with t | io ozo ana y | ou navo uno | worda y | 00, 10 0 | jacotion c.(a) ab | 010, 11010) | 04 04010 | onio tric | | | |
| | p pres | sumption that v | ou are not on | erationally in | idependent (r | oursuant to ru | ile 206(4) |)-2(d)(5) |)) from the relate | ed person a | nd thus ai | e not | | | |
| | | | - | - | | | | | aintained at the | • | | | | | |
| | | | - | | - | | | | ited person's offi | - | | stody o | f your client | s' assets:: | |
| | Nur | nber and Street | : 1: | | | | | Numbe | er and Street 2: | | | | | | |
| | | City: | | State: | | | | Countr | y: | ZIF | P+4/Posta | I Code: | | | |
| | | If this addres | ss is a private | residence, o | check this box | c: P | | | | | | | | | |
| | | | | | | | | | | | | | | | Yes No |
| 9. | | (a) | | If the | related | person | is | an | investment | adviser, | is | it | exempt | from | registration |
| p. p |)! | | | | | | | | | | | | | | |
| | (b) | If the answer i | s yes, under v | what exempt | ion? | | | | | | | | | | |
| | . , | | | · · | | | | | | | | | | | |
| | | | | | | | | | | | | | | | 10. (a) (b) |

Is the related person registered with a foreign financial regulatory authority?

C Cf

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: VANGUARD ASSET MANAGEMENT, LIMITED
- Primary Business Name of Related Person: VANGUARD ASSET MANAGEMENT, LIMITED

File #: O2023-899, Version: 1 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 107653 Other Related Person's CRD Number (if any): 282598 CIK Number(s) (if any): b) **CIK Number** 1680208 5. Related a) b) p (c) (d) (e) (0)(g) (h) (i) 0) (k) (I) (m) (n) r (o) r (p) 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 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 person⁷ 7. Are you and the related person under common control? Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷ p If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the b) presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not b) required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? 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. ZIP+4/Postal Code: State: Country: If this address is a private residence, check this box: f~ Yes No1 a) related person investment adviser, exempt from registration? p (? If the answer is yes, under what exemption? 10. related registered with authority ? (a) person foreign financial regulatory <? 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/Enflllsh'Name of Foreign Financial Regulatory Authority'

United Kingdom - Financial Conduct Authority

| Fi | le #: | O2023-899, | Version: 1 | | | | | | | |
|------------------------|---|---|--|--|---|---|-----------------------|--|-----------------|-------------------|
| 11 | . Do y | ou and the related p | person share a | • | sons? | | | | | |
| | Leg Pers INS Prin | | e of Related ICE, INC. | | | | | | | |
| 4. | | ated Person's | | | | | | | | |
| | a) | CRD Number (if | any): | | | | | | | |
| | b) | CIK Number(s) (i | f any): | | | No Information F | Filed | | | |
| | | | | | | | | | | |
| | a) b) c) d) e) f) g) h) 11/ (J) (k) (I) (m) (n) (o) | F" other investriction of the content of the conte | r, municipal secunent adviser (in unicipal advisor curity-based swap cool operator or mission mercha arift institution or accounting firm ampany or agen sultant roker or dealer syndicator of liminary firm ampany or agen sultant roker or dealer syndicator of liminary firm ampany or agen sultant roker or dealer syndicator of liminary firm ampany or agen sultant roker or dealer syndicator of liminary firm ampany or agen sultant roker or dealer syndicator of liminary firm ampany or agen sultant roker or dealer syndicator of liminary firm and sultant firminary firm | curities dealer, or cluding financial processing the commodity trading trading the commodity trading trading the commodity trading | g advisor (wheth | eurities broker or de ther registered or ex excluding pooled in of pooled investme | cempt from registra | tion) | | , |
| 7. | Бо ў | you control or are yo Are | | and | on ? p | related | nerson | under | common | control? |
| | | Ale | you | anu | uie | related | person | under | common | Control? |
| (? | рj | | | | | | | | | |
| 8. | (a) | Does the re | elated person | act as a qu | ualified custod | ian for your cli | ients in connecti | ion with advisory | services you pr | ovide to clients? |
| p | (r b) b) c) c) c) | p p j presumption that required to obtain If you have answ Number and Stre City: | you are not ope a a surprise exa ered "yes" to qu et 1: State: | erationally indeper mination for your | ndent (pursuant clients' funds or e, provide the lo | to rule 206(4)-2(d) securities that are ecation of the relate | (5)) from the related | o question 8.(a) d person and thus are lated person? j sponsible for custod ZIP+4/Postal Cod | re not 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 \sim 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.

 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):

ClK; Numbefe%i;: ^

1816312

- 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) 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) 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
 - (I) 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?
p p

| 7. p (? | , | Are | you | and | the | related | person | under | common | control? |
|------------|------------|------------------|--|-----------------------|---|------------------------|-------------------------|-------------------------------------|-------------------------------|-----------|
| 8. | (a) | Does the re | lated person act as a | qualified custodia | n for your clients | in connection with a | advisory services you | ı provide to clients ⁷ p | , | |
| | b) | If you are i | egistering or registere | • | - | | • | | | |
| | b) | p p | on that you are not on | arationally indone | ndent (nurquent i | to rulo 206(4) 2(d)/6 | (i) from the related n | organ and thus are n | ot. | |
| | b) | | on that you are not op o <i>obtain a surprise exa</i> | | ** | | ** | _ | Ji. | |
| | c) | - | answered "yes" to qu | - | | | | • | your clients' assets: | |
| | c) | Number ar | nd Street 1: | | | Number and | Street 2: | | | |
| | | City: | | State: | | Country: | ZI | P+4/Postal Code: | | |
| | | If this add | ress is a private reside | ence, check this b | ox: P | | | | | Yes No |
| 9. | (a) | If the related | d person is an investn | nent adviser, is it e | exempt from regis | stration? | | | | 103140 |
| | p ^ | | | | | | | | | |
| 9. | | If the answe | er is yes, under what e | xemption' | | | | | | |
| 10 | (0) | le the relate | d paraon registered w | ith a faraign finan | oial regulatory au | uthority 2 n (h) If th | o angwar ia yaa liat t | he name and countr | u in English of each forcing | • |
| 10. | | | ory authority with which | | | uthority?p(b) ii th | e answer is yes, list i | ne name and countr | y, in English of each foreigi | <u>11</u> |
| | illia | | Country/EnglishHame | | | uthority | | | | |
| | | Canada - | Ontario Securities Co | mmission | | | | | | |
| 11. | Do | you and the | related person share a | any supervised pe | ersons? | | | | | |
| | | | | | | | | | | |
| 12. | Do y | you and the i | elated person share t | he same physical | location' | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| 1. | Lega | al Name of F | Related Person: VANG | UARD ADVISER | S, INC. | | | | | |
| 2 | Drin | on Ducinos | o Namo of Polated Da | roon: VANCHAR | D ADVISEDS IN | IC. | | | | |
| 2. | FIIII | iary busines | s Name of Related Pe | ISOII. VANGUARI | D ADVISERS, IN | iC. | | | | |
| 3. | Rela | ted Person's | SEC File Number (if | any) (e.g., 801-, 8 | -, 866-, 802-) | | | | | |
| | 8 | 0 Other | | | - | | 4 | 19 | | 01 |
| | C | ulei | | | | | | | | |
| 4 | Re | elated Persor | ı's | | | | | | | |
| | a |) CRD Nu | mber (if | | | | | | | |
| | | any): 10 | | | | | | | | |
| | b) |) <u>CIK Nur</u> | nber(s) (if any): amber ■■:';'> :-^^i^'i | ^^^_V-A "~"'='X·f? | !M^}* ·\$</td <td></td> <td></td> <td></td> <td></td> <td></td> | | | | | |
| | | 947529 | | 7 71 71.11. | 111) ., φ | | | | | |
| | | | | | | | | | | |
| | _ | | | | | | | | | |
| . 5 | | | n is: (check all that ap ker-dealer, municipal : | • • • | or government of | aguritiaa brakar ar d | oolor | | | |
| | a) | | er investment adviser | | • | ecuniles bloker of a | ealei | | | |
| | b) | | stered municipal advi | | ai piaririers) | | | | | |
| | c) d) | • | stered municipal advi- | | | | | | | |
| | e) | | or security-based swa | - | | | | | | |
| | f) | • | modity pool operator | | ding advisor (whe | ether registered or e | vemnt from registrati | on) | | |
| | g) | | res commission merc | = | allig advisor (write | strier registered or e | zempi nom registrati | 011) | | |
| | h) | | king or thrift institution | | | | | | | |
| | (i) | | t company | | | | | | | |
| | | | t or accounting firm | | | | | | | |
| | |)Plawyer or | = | | | | | | | |
| | | | company or agency | | | | | | | |
| | | n)Ppension o | | | | | | | | |
| | | | broker or dealer | | | | | | | |

| File | #: O2023-899, Version: 1 |
|--------------|---|
| . (| (o) P sponsor 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? |
| 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, 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 (t | (b) If the answer is yes, under what exemption? |
| | (b) If the distret is yes, under what exemption: |
| : C Cf | 10. (a) Is the related person registered with a foreign financial regulatory authority |
| 00, | (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 | |
| | Legal Name of Related Person: VANGUARD FIDUCIARY TRUST COMPANY |
| | 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 Related Person's |
| | CRD Number (if any): |
| (| (b) CIK Number(s) (if any): |

File #: O2023-899, Version: 1 933478 5. Related Person is: (check all that apply) Т broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) b) registered municipal advisor c) 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) C futures commission merchant g) banking or thrift institution h) f~ 17 trust company (i) (j) Р accountant or accounting firm (k) 1lawyer or law firm insurance company or agency (I) 1-(m) f"~ pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) Yes No tr r 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 under common control? person p ^ (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? pр 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 b) required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? 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) 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: f Yes No If the related person is an investment adviser, is it exempt from registration? рр (b) If the answer is yes, under what exemption⁷

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 persons⁷

(? p

12. Do you and the related person share the same physical location 7

рр

Legal Name of Related Person:
 VANGUARD GROUP (IRELAND)
 LIMITED

Primary Business Name of Related
 Person: VANGUARD GROUP
 (IRELAND) LIMITED

- 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) f™ broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) n 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
 - (0Fcommodity 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)Faccountant or accounting firm
 - (k)Flawyer or law firm
 - (I)f~insurance company or agency
 - (m)Fpension consultant
 - (n)Freal estate broker or dealer
 - (o)Fsponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 - (p)(7sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
- 5. Do you control or are you controlled by the related person⁷
- 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 clients? p jy!
- (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:

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

¹9. (a) If the related person is an investment adviser, is it exempt from registration?

р <у

(b) If the answer is yes, under what exemption?

| File | #: O2023-8 | 99, Versio | n : 1 | | | | | | | | | |
|---|---|--|---|---|--------------------------|---------------|-------------|------------|-----------------|-----------------|---------------------|-----------|
| :10. | (a) | ls | the | related | person | egistered | with | а | foreign | financial | regulatory | authority |
| p pj | Name of | er is yes, list the Country/Englis Central Bank of | sh Name ot Fo | - | _ | _ | al regulato | ory autho | rity with which | n the related p | erson is registered | <u>.</u> |
| 11. | Do | you | and | the | rela | ed | person | | share | any | supervised | persons |
| <v p<="" td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></v> | | | | | | | | | | | | |
| 12. | Do | you | and | the | related | persor | 7 | share | the | same | physical | location |
| (f. | | | | | | | | | | | | |
| | <i>Legal Name of R</i> VANGUARD IN\ | | | | | | | | | | | |
| 2. | Primary Business Person: VANGU UK, LIMITED | | | | | | | | | | | |
| 3. r | Related Person's -) 802 - 108191 | s SEC File Nun | nber (if any) (| ∍.g., 801-, 8- | , 866-, 802 | | | | | | | |
| | Other | | | | | | | | | | | |
| | Related Person's a) CRD er (if any): ;i 75 | ; | | | | | | | | | | |
| | | er(s) (if any): er [:] ;:;-T.v:"^:^ | r£ <y":?" "t^'z<="" td=""><td>Z "/∎'∎"7[,]~ "C</td><td>^T</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></y":?"> | Z "/∎'∎"7 [,] ~ "C | ^ T | | | | | | | |
| 20 cc | b) P other inv c) f~ registere d) f~ registere e) f~ major se) f~ commod g) I' futures c n) T banking i) f" trust con j) V accountant k) I"~ lawyer o I) V insurance m) V pension ce | ealer, municipal eestment advise ed municipal ac ed security-base ecurity-based s' dity pool operate commission mer or thrift institution pany t or accounting r law firm company or ac consultant e broker or dea | securities de er (including fi dvisor ed swap deal wap participa or or commod rechant on gency | nancial plant er nt dity trading a | ners) dvisor (whether | registered o | exempt f | | | | | |
| S | ponsor, general | partner, manag | ging member | or equivalen | t) of pooled inv | estment vehic | cles | | | | | Yes No |
| р, | Do | you | control | or | are | you | Ć | controlled | d by | / the | e related | persor |
| | Are | you | a | ınd | the | related | | perso | on | under | common | control |

| File | • #: | O2023-8 | 99, Vers | sion: 1 | | | | | | | | | |
|--------------|------|------------------------|-----------------|----------------------------|------------------|---------------------------------------|----------------------------------|------------------|------------------|-------------------|-------------|---------|-----------|
| | | | | | | | | | | | | | |
| 8. p (~ | | Does th | ne related | person act | as a quali | fied custodian | for your clie | nts in conn | ection with a | advisory servic | es you | provide | to client |
| | b) | If you are re | gistering or | registered with | the SEC and | you have answe | ered "yes," to que | stion 8.(a) abo | ve, have you o | vercome the | | | |
| | b) | | • | • | | ** | rule 206(4)-2(d)(| | | | | | |
| | c) | If you have | answered "y | es" to question | 8.(a) above, p | provide the loca | tion of the related | person's office | e responsible fo | or custody of you | ur clients' | assets: | |
| | c) | Number and | Street 1: | | | | Number and | Street 2: | | | | | |
| | , | City: If this addre | ess is a priva | State: ate residence, c | heck this box: | Р | Country: | | ZIP+4/Post | al Code: | | | |
| | | | | | | | | | | | | | Yes N |
| 9. | (a) | If the related | person is ar | n investment ad | viser, is it exe | mpt from registr | ation? | | | | | | |
| | pр. | | | | | | | | | | | | |
| 9. | | If the answer | is yes, unde | er what exempt | ion? | | | | | | | | |
| 10. | (a) | Is the related | person regi | stered with a fo | reign financia | l regulatory auth | nority? | | | | | | |
| | a p. | | | | | | | | | | | | |
| 10. | (b) | :Name of .C | ountrv/Eriflli | | reign Financia | lish of each fore Il Regulatory,Au | ign financial regul thority ' | latory authority | with which the | related person | is register | red. | |
| 11 | Dox | , | | n share any sur | • | ne ⁷ n | | | | | | | |
| | ן טם | you and the re | iateu persor | i silale ally sup | beiviseu peisc | ліз р | | | | | | | |
| 12. p (j- | | Do | you | and | the | related | person | share | the | same | phys | sical | location |
| | • | al Name of Re | | n: | | | | | | | | | |

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 WV^W^^^-<■■ ift\k\$Sto\$>>.8k~ l-K&i&t ^W^^^h '^m ^^y^^W^Am^ ji811242

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) I⁻ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) F futures commission

| File | #: (|)202 | 3-899, | Version: | 1 | | | | | | | | | | |
|--------------------|-------------------------|-----------|------------|------------------------------------|-----------------|-----------------|----------------|----------------|-------------|------------------|----------|--------------|-------------|------------------|--------------|
| | chant itution (i) | , , | P ban | king or thrift | | | | | | | | | | | |
| | | | | or accounting f | îrm | | | | | | | | | | |
| | | | yer or lav | | | | | | | | | | | | |
| | ` ' | | | mpany or age | ency | | | | | | | | | | |
| | (m) | - | sion cons | roker or deale | r | | | | | | | | | | |
| | (o) | | | | | hips (or equi | valent), exclu | dina pooled | investme | ent vehicles (p) | r | | | | |
| | spor | nsor, ge | neral par | tner, managin | g member (or | equivalent) | of pooled inve | estment veh | icles | ", | | | | | |
| | | | | | | | | | | | | | | | Yes No |
| [:] 6. | | | | Do | you | control | or | are | you | controlled | | by | the | related | person? |
| (? p | | | | | | | | | | | | | | | |
| 17. | | | | Are | you | an | nd tl | he | related | perso | n | under | | common | control? |
| | · . | | | 7.11.0 | , | 4. | | | · o.a.o.a | polos | | 4.140. | | | 33114311 |
| р (| | | | | | | | | | | | | | | |
| ;8. | (8 | a) | Does th | ie related p | erson act a | is a qualifi | ed custodiar | n for you | clients | in connection | n with | advisory | services | you provide | to clients's |
| р (| ? ; (b) | If you | are regis | tering or regis | tered with the | SEC and yo | u have answe | ered "yes," t | o questio | n 8.(a) above, h | ave you | ı overcome | the | | |
| | nres | pp: | that you | ı are not onera | ationally inden | endent (nurs | uant to rule 2 | ne(4)-5(4)(t | ()) from th | e related perso | n and th | uis are not | | | |
| | proo | | - | = | | | | | | tained at the re | | | | | |
| | (c) | If you | have ans | swered "yes" to | o question 8.(a | a) above, pro | vide the locat | tion of the re | elated per | son's office res | ponsible | e for custoo | dy of your | clients' assets: | ! |
| | j | Numb | er and S | treet 1: | | | | Numb | er and Stı | reet 2: | | | | | |
| | | City: | | | State: | | | Count | ry: | | ZIP+4/I | Postal Cod | e: | | |
| | | If this | address | is a private re | sidence, chec | k this box: T | | | | | | | | | V N- |
| ;9. | (a) If | the rela | ated pers | on is an inves | tment adviser | , is it exempt | from registra | tion? p (b) | If the ans | wer is yes, und | er what | exemption | 7 | | Yes No |
| ! 10 | . (a) I | ls the re | elated per | rson registered | d with a foreig | n financial re | gulatory autho | ority ? | | | | | | | |
| (t C | | | | | | | | | | | | | | | |
| <u>'</u> | (b) If | | | | ne and country | /, in English o | of each foreig | n financial r | egulatory | authority with v | vhich th | e related p | erson is re | egistered. | |
| | | | | try/Eng^ al Bank of Irel | and | | | | | | | | | | |
| | | ii olai | | ar Barin or iron | ana | | | | | | | | | | |
| 111 | | De | 0 | you | and | the | related | d | person | share | | any | sup | pervised | persons? |
| (T p | | | | | | | | | | | | | | | |
| • | | 12. | Do | you | and | the | related | рег | rson | share | the | sar | me | physical | location? |
| p- p | | | | | | | | | | | | | | | |
| ;; 1. ;! | | | | ed Person: MENTS AUST | FRALIA LIMIT | ED | | | | | | | | | |
| ,. 11 <i>2.</i> | | | | me of Related | | | | | | | | | | | |
|]'[| | | | MENTS AUST | | ED | | | | | | | | | |
| ! 3. <i>il</i> | Relat | ed Pers | on's SE0 | C File Number | (if any) (e.g., | 801-, 8-, 866 | 6-, 802-) | | | | | | | | |

| File | : O2023-899, Version : 1 |
|-----------|---|
| | |
| | 077 |
| 1 | r ther |
| j 4. | elated Person's |
| |) CRD Number (if |
| | any): 282933 |
| <u>ii</u> |) CIK Number(s) (if any): [ak Number: '.:'™'-:'J^-^1 t'f^^-MHVff?!^ |
| <u></u> | 1550100 |
| | |
| . ∎5. | elated Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer |
| |) P broker-dealer, municipal securities dealer, or government securities broker or dealer) 17 other investment adviser (including financial planners) |
| | P registered municipal advisor |
| | P registered security-based swap dealer |
| | r major security-based swap participant |
| f | f" commodity pool operator or commodity trading advisor (whether registered or exempt from registration) |
| g h | I~" futures commission merchant r~ banking or thrift institution |
| (| I trust company |
| (| f" accountant or accounting firm |
| | T lawyer or law firm |
| • | f~ insurance company or agency |
| |) i∼ pension consultant f∼ real estate broker or dealer |
| • | I"" sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles |
| (| |
| 6. Do | you control or are you controlled by the related person? |
| 7. AI | you and the related person under common control? |
| (a) (b) | |
| | |
| (c) | no related person act as a qualified quatedian for your clients in connection with advisory convices you provide to clients? |
| | re registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the pp |
| presu | ption 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 examination for your clients' funds or securities that are maintained at the related person? |
| • | ave answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: |
| Numb | r and Street 1: Number and Street 2: |
| City: | State: Country: ZIP+4/Postal Code: |
| If this | ddress is a private residence, check this box: f |
| (a) (b) | |
| If the I | lated person is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? |
| 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. |

Australia - Australian Securities and Investments Commission

| Fi | le #: O2023-899, Version: 1 |
|-------------------------------------|--|
| | . 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 |
| (i) (j) (k (l) (n (n | f~ accountant or accounting firm f~ lawyer or law firm f~ insurance company or agency f] P pension consultant f~ real estate broker or dealer P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) P sponsor, eneral partner, managing member (or equivalent) of pooled investment vehicles |
| De | you control or are you controlled by the related person? p |
| Ar | re 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 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?

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)

рр

| File | #: O20 |)23-899 | 9, Version | : 1 | | | | | | | | | | | |
|------------|------------------------|--------------|-----------------------------------|-------------------------------------|----------------------------------|----------|------------------|---------|------------------|----------------------|-----------|----------------|------|----------------------|-------------------|
| c) | Number a | and Street | | | - · - , - · - · · - | | Numb | er an | d Street 2: | | | | | | |
| ٠, | City: | 0 0 | | State: | | | Count | | | | ZIP+4/Pos | tal Code: | | | |
| | If this ad | ldress is a | private reside | ence, check this | s box: V | | | | | | | | | | |
| | | | | | | | | | | | | | | | Yes No |
| a) p | lf | the | related | person | is | an | investment | | adviser, | is | it | exempt | from | registration' | <j-< th=""></j-<> |
| b) | | - | s, under what ER EXEMPTIO | - | | | | | | | | | | | |
| a) p | Is | the | related | person | regist | ered | with | а | foreign | | financial | regulato | ry | authority ' | <v.< td=""></v.<> |
| b) | | - | | e and country, i ofYFore/g/i Fir | _ | | = | al reg | ulatory authorit | ty with | | related person | _ | ered. | |
| | Hong Ko | ong - Secu | ırities and Fut | ures Commissio | on | | | | | | | | | | |
| Do | У | ou/ou | and | the | relate | ed | person | | share | | any | supervi | sed | persons ⁷ | p- |
| р | | | | | | | | | | | | | | | |
| Do | you and the | related p | erson share th | ne same physic | al location' | р | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| _ | al Name of IGUARD N | | <i>Person:</i> TRUST COM | PANY, N.A. | | | | | | | | | | | |
| | - | | of Related Pe | | | | | | | | | | | | |
| | | | TRUST COM | | 0 000 0 |) | | | | | | | | | |
| Oth | | rs SEC FII | ie Number (if a | any) (e.g., 801- | , 8-, 866-, 8 | 302-) or | | | | | | | | | |
| Rela | ated Person | | v). | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| b) | CIK Numl | oer(s) (it a | iny): | | | | No Infor | rmatic | n Filed | | | | | | |
| | | | | | | | | | | | | | | | |
| Rela a) | | | eck all that app municipal sec | oly) urities dealer, c | r governme | ent secu | ırities broker o | or dea | ler | | | | | | |
| b) | f~ other | investme | nt adviser (ind | cluding financial | l planners) | | | | | | | | | | |
| c) | I"" regis | tered mun | nicipal advisor | | | | | | | | | | | | |
| d) | f regis | tered secu | urity-based sw | ap dealer | | | | | | | | | | | |
| e) | _ | - | based swap p | • | | | | | | | | | | | |
| f) | | | - | commodity trad | ing advisor | (wheth | er registered o | or exe | mpt from regis | tratio | ו) | | | | |
| g) | | | ssion merchar | nt | | | | | | | | | | | |
| h) | | - | ft institution | | | | | | | | | | | | |
| (i) | | company | accounting fire | ~ | | | | | | | | | | | |
| (j) | | | accounting firr | п | | | | | | | | | | | |
| (k) | - | er or law fi | | nev. | | | | | | | | | | | |
| (1) | | | npany or ager | юу | | | | | | | | | | | |
| | (m) i pen | | | or | | | | | | | | | | | |
| | ` ' | | oroker or deal | | ine (or oa | ivalont) | evoluding no | olod :- | weetment web: | iclos (| n) \/ | | | | |
| | | | = | mited partnershing member (or e | | | | | | ici e s (| P) V | | | | |
| 6. | Do |) | you | control | or | а | re y | ou/ | control | lled | by | / the |) | related | Yes No person? |
| рр | | | | | | | | | | | | | | | |

| 7. p p- | | Are | you | and | d | the | related | | pei | rson | | under | | comm | on | | control? |
|-------------|-------------|--|-----------------------------------|---|----------------|--------------------------|------------------|------------------------|----------|--------------|---------|--------------|----------|-----------|------------|------|-----------|
| 8. p (~ | | Does th | e related pe | erson act as | a qualifie | ed custodian | for your | clients | in c | connection | with | advisory | service | es you | ı provide | e to | clients? |
| | b) | If you are re | gistering or reg | istered with the | SEC and yo | ou have answer | ed "yes," to | questio | n 8.(a) | above, hav | e you | overcome | the | | | | |
| | b) | presumption | = | - | - | nt (pursuant to ru | | | | - | | | e not | | | | |
| | c) | If you have a | answered "yes' | to question 8. | (a) above, pr | ovide the location | on of the re | lated per | rson's o | office respo | nsible | for custod | y of you | r clients | s' assets: | | |
| | c) | Number and City: If this addre | | State: residence, ched | ck this box: I | | Numbe Country | er and Str y: | reet 2: | ZII | P+4/Po | ostal Code | | | | | |
| 9. | | If the related p | person is an inv | vestment advise | er, is it exem | pt from registrat | ion' | | | | | | | | | | Yes No |
| 0 | p p | If the answer | is vos under v | hat avamption | 2 | | | | | | | | | | | | |
| 9. | (D) | ii the answer | is yes, under w | hat exemption? | <i>!</i> | | | | | | | | | | | | |
| 10. | (a) C (f | | person registe | red with a foreio | gn financial r | egulatory autho | rity ? | | | | | | | | | | |
| 10. | (b) | If the answer | is yes, list the r | name and coun | try, in Englis | h of each foreig | | regulator rmation f | - | ority with w | hich th | ne related p | erson i | s registe | ered. | | |
| 11. (t p | | Do | you | and | the | related | | person | | share | | any | | supervi | sed | | persons? |
| 12. p- p | | Do | you | and | the | related | person | | share | e | the | sam | ie | phy | /sical | | location? |
| 1. | VAN | nary Business I | SONALIZED IN | NDEXING MAN | NGUARD | LC | | | | | | | | | | | |
| | | | | NAGMENT, LL | | | | | | | | | | | | | |
| 3. | | ated Person's S - 114487 | SEC File Numb | er (if any) (e.g. | , 801-, 8-, 86 | 66-, 802-) | | | | | | | | | | | |
| | or Othe | er | | | | | | | | | | | | | | | |
| 4. | Rela | ated Person's CRD Numbe any): 285366 CIK Number | 3 | | | | | | | | | | | | | | |
| | ט | OIR Number | (3) (ii uiiy). | | | N | o Informati | ion Filed | | | | | | | | | |
| 5. | Rela | ated Person is: | • | | | | | | | | | | | | | | |
| | a) b) | | - | al securities dea er (including fina | _ | nment securities ers) | s broker or | dealer | | | | | | | | | |
| | c) | f~ registere | d municipal ad | visor | , | , | | | | | | | | | | | |
| | d) | = | d security-base urity-based sw | ed swap dealer | | | | | | | | | | | | | |
| | e) f) | = | - | | trading advis | sor (whether reg | gistered or | exempt f | rom re | gistration) | | | | | | | |
| | g) | | mmission mer | | | | | | | | | | | | | | |
| | h) | P banking c | or thrift institutio | on | | | | | | | | | | | | | |

| -iI | e #: | O202 | 23-89 | 99, V | ersic | on: 1 | | | | | | | | | | | | | | | | | | | |
|------------|---------------------|---------------------------------|-----------------------------------|---------------------------|------------------|--------------------|-----------------|--------------------|----------|----------------------|------------------|-------------|-------------------|-----------------------|-------------------------|-----------------|---------------------|---------|---------------------|-----------------------|--|---------------------|--------------------|----------------------|---------------|
| | (k) (l) (m) l | | urance on con | or acc w firm compa | any or | agency | / | | | | | | | | | | | | | | | | | | |
| | | l ⁻ spon sor, gei | | - | | | - | - | | - | | | | | nvestme | nt vel | nicles (p | o) f~ | | | | | | | |
| | эроп | | iciai pa | artifici, | mana | - | | (01 6 | quiva | ient) or | poole | u iiives | surici | | | | | | | | | | | | Yes No |
| б. o. p | | Do | | you | | со | ntrol | | or | r | ar | re | | you | | contr | olled | | by | | the | rela | ated | | person' |
| 7 | Are | you an | d the re | elated _l | persor | under | comn | non co | ontrol | P | | | | | | | | | | | | | | | |
| 8 p | (a) | D | oes th | he rel | lated | persoi | n act | t as | a d | qualified | l cus | stodian | ı for | your | clients | s in | conne | ction | with | advisor | y services | you | provid | e to | clients' |
| | b) | lf yo | | regis | stering | or | regist | ered | with | the | SEC | and | you | have | answe | ered | "yes," | to | questic | on 8.(a |) above, | have | you | overco | me the |
| | b) | | | | - | | - | - | | | | | | |)-2(d)(5) at are ma | | | | | | s are not | | | | |
| | c) | - | | | | | | | - | | | | | | | | | | | | ody of your | clients' | assets | ·^ | |
| | c) | | nber an | d Stree | et 1: | 0 | | | | | _ | | | | ber and | | | | | | | | | | |
| | c) | City: If th | | ess is a | a priva | State: ite resi | dence | , chec | ck this | s box: f" | Coun | try: | | ZIP+ | 4/Postal | Code | 9: | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | Yes No |
| 9 | . , | | related | perso | n is ar | invest | ment : | advise | er, is i | it exemp | ot fron | n regis | tratio | n? | | | | | | | | | | | |
| 9 | (b) | | answei | r is ves | . unde | r what | exem | ption? | ? i | | | | | | | | | | | | | | | | |
| | . , | | | , , , , , | | | | | | | | | | | | | | | | | | | | | |
| |). pi | (a) | | | ls | th | ie | rela | ited | pe | rson | re | egiste | red | with | | a | foreig | jn | financi | al reg | ulatory | а | uthorit | У |
| | | | (l | o) If th | ne ans | wer is | yes, li | st the | name | e and co | ountry | , in En | glish | | n foreign formatic | | _ | julatoi | ry autho | ority with | which the | related | person | is regi | istered. |
| 1 | 1. Do | you and | the re | lated p | erson | share . | any su | upervi | sed p | ersons | ? | | | | | | | | | | | | | | |
| 4 | . Da | | l tha ra | م لمعما س | | ahara : | ·h | | | al la aatii | | | | | | | | | | | | | | | |
| 1 | 2. DO | you and | i uie re | iateu p | erson | Silait | ile sa | ine pi | iysica | ii iocalic | יוונ: | | | | | | | | | | | | | | |
| Ite | m 7 P | rivate F | und Re | eporting | g | | | | | | | | | | | | | | | | | | | | |
| 3. / | Are yo | u an ad | viser to | any p | rivate | fund? | | | | | | | | | | | | | | | | | | | |
| | and i | in Instru her SEC | iction 6 C-regist e.g., ify | of the ered a | Instru dviser | ctions i or SE(| o Pari Cexer | t IA. If mpt re | you a | are regi ng advis | stered er rep | d or ap | plying nis inf | g for reg formatio | gistration on with r | n with espec | the SE ct to any | C or i | reportin private | ng as an e fund in | stances de SEC exem Section 7. Ist, instead | pt repo 8.(1) of | rting ad Schedu | lviser, a ule D o | and of its |
| | simila | | nation, | | | | | - | - | | | | - | | _ | - | - | | | | n numerica the same c | | | | |
| SE | CTION | N 7.B.(1 |) Privat | te Fund | d Rep | orting | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | F | - unds ¡ | per P | age: fl | li »JT | otal F | unds: 2 | | | | | | | | |

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A. PRIVATE FUND

Information About the Private Fund

- (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):
- Name'Of "General Partn^
 VGMF I (CAYMAN) LIMITED

■..yl;.;'-;. / 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 countiry/EhglisK

Other - CAYMAN ISLANDS REGISTRAR OF TRUSTS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(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?
- 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.

Yes No

8. (a) Is this private fund a "fund of funds"⁷

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?

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Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment

рр

- 9. 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?

<-* hedge fund liquidity fund private equity fund real estate fund <~ securitized asset fund f venture capital fund Other private fund:</p>

NOTE: For definitions of these fund types, please see Instruction 6 of che Instructions to Part IA.

 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

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- (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?
- 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 0%

Your Advisory Services

Yes No

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- 17. (a) Are you a subadviser to this private fund?
 - (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 fund⁷
- 19. NOTE: For purposes of this question, do not consider feeder funds of the private fund.
- Approximately what percentage of your c//ents has invested in the private fund
 1%

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Private Offering

Yes No

21. Has the private fund ewer 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 audit⁷

pp.

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP⁷

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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

Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's

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- 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 h) 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?

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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?

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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. Ýes No

r et

Legal name of custodian: STATE STREET BANK AND TRUST

| Fil | e #: O2023-899, Version | ո։ 1 | |
|------|--|--|---|
| | | | |
| c) | Primary business name of custodia BANK AND TRUST | ian: STATE STREET | |
| d) | The location of the custodian's offi | ice responsible for custody of the pr | ivate fund's assets (city, state and country) |
| d) | City: | State: Country: | |
| d) | BOSTON | Massachusetts | United States |
| e) | Is the custodian a related person of | of your firm? | |
| f) | If the custodian is a broker-dealer, | r, provide its SEC registration numbe | er (if any): CRD Number (if any): |
| | (g) If the custodian is not a | a broker-dealer, or is a broker-dealer | but does not have an SEC registration number, provide its legal entity identifier (if any) |
| Adr | ninistrator | | |
| , | | | Yes No |
| 26. | (a) Does the private fund use an ac | dministrator other than your firm ⁷ | p p. |
| | - | 6.(a) is "yes," respond to questions parately for each administrator. | s (b) through (f) below. If the private fund uses more than one administrator, you must complete |
| | | | No Information Filed |
| | | | |
| 27. | During your last fiscal year, what to | percentage of the private fund's ass | ets (by value) was valued by a person, such as an administrator, that is not your related person? |
| | · · · · · · · · · · · · · · · · · · · | ** | tion procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the distributions, and fee calculations (including allocations) was the valuation determined by such |
| Maı | <u>rketers</u> | | |
| 28. | (a) Does the private fund use the | e services of someone other than you | Yes No u or your employees for marketing purposes? p (? |
| | | - | olacement agent, consultant, finder, introducer, municipal advisor or other solicitor, or |
| | • | | espond to questions (b) through (g) below for each such marketer the private fund uses. If the questions (b) through (g) separately for each marketer. |
| | | | No Information Filed |
| A. | PRIVATE FUND | | |
| ; In | formation 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

| File | #: O2023-899, Version : 1 | |
|-------|--|---------------|
| - 110 | | |
| 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 Pai^erj'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): I' (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 17 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 | or |
| 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. | Yes N (a) Is this a "master fund" in a master-feeder arrangement ⁷ | ю р |
| rr | | • |
| | b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund ⁷ | |
| | No Information Filed | |
| | Yes N | lo |
| | c) Is this a "feeder fund" in a master-feeder arrangement? 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.(I), 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 | |

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.;

Yes No :

8. (a) Is this private fund a "fund of funds" 7

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!

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Yes No

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- 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.)⁷
- 10. What type of fund is the private fund? & hedge 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.

 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?

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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?
 - (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 fund⁷

- 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?

рр

- 19. NOTE: For purposes ofthis question, do not consider feeder funds ofthe 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?

рp,

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?
 - (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

p p. 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

рр

- 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

Yes No

24. (a) Does the private fund use one or more prime brokers7

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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

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?

rr p e than one

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
 - Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

| File # | # : O20 | 023-899, \ | /ersion: | 1 | | | | | | | | | |
|------------|-------------------------------------|-----------------------------------|----------------------------|-----------|--------------|----------------|----------------|---------------|--|--------------------|------------------|------------------|---------------------|
| | d) | The location | of the cust | odian's c | office respo | nsible for cus | stody of the p | orivate fund' | s assets (city, sta | te and country): | | | |
| | d) | City: BOSTON | | | State: Co | • | | | Uni | ted States | | | |
| | e) | Is the custoe | dian a rolate | ad parsar | | | | | Oili | ied Glales | | | Yes No p j? |
| | , | If the custodia | | • | • | | ration numbe | ar (if any): | | | | | h]; |
| | (1) | | mber (if any | | , provide it | s oco registi | adon numbe | si (ii airy). | | | | | |
| | | (g) If the custo any) | odian is not | a broker | -dealer, or | is a broker-d | ealer but doe | es not have | an SEC registratio | on number, pro | vide its legal o | entity identifie | r (if |
| <u>Adn</u> | ninistrato | <u>or</u> | | | | | | | | | | | V N- |
| 26. | (| a) Doe | es th | ie | private | fund | use | an | administrator | other | than | your | Yes No |
| р | | the answer to lestions (b) thr | - | | - | - | ons (b) thro | ugh (f) belov | w. If the private fo | und uses more | than one ad | ministrator, yo | ou must complete |
| | | | | | | | N | lo Informatio | on Filed | | | | |
| 27. | person 0% Include and (ii) | e only those as | ssets where used for pu | (i) such | person can | ried out the v | raluation prod | cedure esta | valued by a person blished for that as tions, and fee calc | set, if any, inclu | ıding obtainin | ng any relevan | nt quotes, |
| <u>Mar</u> | keters | | | | | | | | | | | | |
| 28. p | (a) | Does the | private | fund u | se the | services o | of someor | ne other | than you o | r your emp | oloyees for | marketing | Yes No purposes? |
| | pe | rson. If the a | nswer to q | uestion 2 | 28.(a) is "y | es," respond | to question | ns (b) throu | sultant, finder, in gh (g) below for arately for each m | each such ma | - | | |
| | | | | | | | N | lo Informatio | on Filed | | | | |
| | | | | | | Fu | nds per Page: | fl5 Total | Funds: 2 | | | | |
| SECTION | ON 7.B.{ | 2) Private Fun | nd Reporting | 9 | | | | | | | | | |
| | | | | | | | No Informa | tion Filed | | | | | |
| | | | | | | | | | | | | | |

Item 8 Participation or Interest in Client Transactions

person) for client referrals?

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 Do related person: vou anv Yes No advisory clients transactions)? (1) buy securities for vourself from advisorv clients. or sell securities vou own (principal (Z) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients D D (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. Dο you 10 any related person: Yes No p p client securities are as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory sold to or bought from the brokerage customer (agency cross transactions)? recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for 2) which you or any related person serves as underwriter or general or managing partner? 2) (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than sales commissions as a broker or registered representative of a broker-dealer)? Investment or Brokerage Discretion C. Do any related person discretionary authority determine Yes No securities to be bought or sold for a client's account? 1) рр amount of securities to be bought or sold for a client's account? рр 3) broker or dealer to be used for a purchase or sale of securities for a client's account? g g commission rates to be paid to a broker or dealer for a client's securities transactions? 4) рр D. you C.(3) above. of brokers dealers related persons? answer "ves are any or рр E. Do related brokers dealers clients? recommend to you any person p p F. answer above of the brokers dealers related persons? vou "ves to are anv 10 рр G. 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.(I) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? H. Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals? (1) p. p (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)?

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Do you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related

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.

1 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?

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b) securities?

pр

If you are registering or registered with the SEC, answer "No" to Item 9.A.(I)(a) and (b) ifyou 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.(I)(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?

рр.

b) securities?

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You are required to answer this item regardless of how you answered Item 9.A.(I)(a) or (b).

(2) If you checked "yes" to Item 9.B.(I)(a) or (b), what is the approximate amount of c/enf 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'''
 - 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
 - 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.

Ifyou 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. (Ifyou checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D ifyou 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

you act as a qualified custodian

рр

2) your related person(s) act as qualified custodian(s)

рр

Ifyou 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)(I)) 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 I.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.(I), II.A.(2), II.B.(I), 11.B.(2), II.D.(4), and II.H.(I)(a). For purposes of calculating th4s 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?

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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?

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2) been charged with any felony?

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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 II.B.(I)? p

Ifyou are registered or registering with the SEC, or ifyou are reporting as an exempt reporting adviser, you may limit your response to Item 11. B. (2) to

charges that are currently pending.

For "ves" 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 advis | ory affiliate | to have mad | e a false s | tatement o | r omission? | | | | | p (t. |
| 2) | found you or any advis | ory affiliate | to have been | involved | in a violatio | on of SEC or CFTC | regulations or st | tatutes? | | | p jy |
| 3) | found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, | | | | | | | | рр | | |
| 3) | 3) suspended, revoked, or restricted? | | | | | | | | | | |
| 4) | entered an order agair | ist you or ar | ıy advisory at | ffiliate in c | onnection v | with investment-rela | ted actwity? | | | | рр |
| 5) | imposed a civil money | penalty on | you or any ac | dvisory aff | liate, or ord | dered you or any ad | visory affiliate to | cease and des | ist from any activity? | | p, jy |

- 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?

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2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?

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- 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?

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- 5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory
- 5) affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?

- 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

- 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 2) ју р
- violation" under a plan approved by the SEC)?
- 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 restricted7
- 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 suspended?

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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 "ves" answers to the following questions, complete a Civil Judicial Action DRP:

Н (1) Has anv domestic or foreign court. Yes No in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity? a) р

ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations? b)

- 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 II.H.(I)?

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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
- 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 \$5 million vou have total assets the last day most recent fiscal vear? more on vour рр

If "yes," you do not need to answer Items 12.B. and 12.C.

Do vou:

- 1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) pp of \$25 million or more on the last day of its most recent fiscal year?
- 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 pр
- 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.
 - 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
 - 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) | Com | plete ea | ich colun | nn. |
|----|-----|----------|-----------|-----|

| FULL LEGAL NAME (Individuals: Last Na | rDE/FE/I | Title or Status | Date Title or Status A | cOwnership | C <i>Control</i> | IPRCRD 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 F | DE | STOCKHOLDER | 09/1987 | NA | N | N |
| VANGUARD CALIFORNIA TAX-FREE FU | JDE | STOCKHOLDER | 10/1985 | NA | N | N |
| VANGUARD NEW YORK TAX-FREE FUI | NDE | STOCKHOLDER | 01/1986 | NA | N | N |
| VANGUARD PENNSYLVANIA TAX-FREE | EDE | STOCKHOLDER | 01/1986 | NA | N | N |
| VANGUARD CONVERTIBLE SECURITIE | DE | STOCKHOLDER | 04/1986 | NA | N | N |
| VANGUARD QUANTITATIVE FUNDS | DE | STOCKHOLDER | 08/1986 | NA | N | N |
| VANGUARD VARIABLE INSURANCE FU | JDE | STOCKHOLDER | 04/1991 | NA | N | N |
| VANGUARD MASSACHUSETTS TAX-EX | KDE | STOCKHOLDER | 07/1992 | NA | N | N |
| VANGUARD WELLINGTON FUND | DE | STOCKHOLDER | 05/1975 | NA | N | N |

| File #: | 02023-8 | 399 \ | /ersion: | 1 |
|---------|---------|--------------|----------|---|
| | | | | |

| VANGUARD WINDSOR FUNDS | DE | STOCKHOLDER | 05/1975 | NA | N | N |
|---------------------------------------|------|--|-------------------|-------------|-------------|-------------------------------|
| VANGUARD WORLD FUND | DE | STOCKHOLDER | 05/1975 | NA | N | N |
| VANGUARD TRUSTEES' EQUITY FUND | DDE | STOCKHOLDER | 02/1980 | NA | N | N |
| VANGUARD EXPLORER FUND | DE | STOCKHOLDER | 12/1975 | NA | N | N |
| VANGUARD WELLESLEY INCOME FUR | NIDE | STOCKHOLDER | 05/1975 | NA | N | N |
| VANGUARD INDEX FUNDS | DE | STOCKHOLDER | 08/1976 | С | Υ | N |
| VANGUARD BOND INDEX FUNDS | DE | STOCKHOLDER | 12/1986 | Α | 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 | IIDE | STOCKHOLDER | 04/1990 | NA | N | N |
| VANGUARD FIXED INCOME SECURITI | EDE | STOCKHOLDER | 05/1975 | NA | N | N |
| VANGUARD MONEY MARKET RESERV | /IDE | STOCKHOLDER | 05/1975 | Α | 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 101/2019 | NA | Υ | N 2167630 |
| PEROLD, ANDRE, FRANCOIS | ı | PRESIDENT DIRECTOR | 12/2004 | NA | Υ | N 4660204 |
| VANGUARD MONTGOMERY FUNDS | DE | STOCKHOLDER | 11/2007 | NA | N | N |
| FULLWOOD, EMERSON, U | ı | DIRECTOR | 01/2008 | NA | Υ | N 5511592 |
| VOLANAKIS, PETER, FREDERICK | I | DIRECTOR | 12/2008 | NA | Υ | N 5648569 |
| LOUGHREY, FRANCIS, JOSEPH | I | DIRECTOR | 10/2009 | NA | Υ | N 5755253 |
| VANGUARD STAR FUNDS | DE | STOCKHOLDER | 03/2009 | Α | N | N |
| VANGUARD CHARLOTTE FUNDS | DE | STOCKHOLDER | 10/2011 | NA | N | N |
| MCISAAC, CHRISTOPHER, DAVIS | 1 | MANAGING DIRECTOR | 03/2012 | NA | Υ | N 2928259 |
| MALPASS, SCOTT, ∜ | | DIRECTOR 03/2012 | NA | Υ | Ν | 2532347 |
| LOUGHRIDGE, MARI | | DIRECTOR 03/2012 | NA | Υ | N | 6048361 |
| RAMPULLA, THOMAI | | MANAGING DIRECTOR07/2015 | NA | Υ | Ν | 1816948 |
| RISI, KARIN, ANN I | | MANAGING DIRECTOR07/2015 | NA | Υ | Ν | 3209445 |
| ROLLINGS, MICHAEI | | MANAGING DIRECTOR06/2016 | NA | Υ | Ν | 1592402 |
| ROBINSON, ANNE, II | | GENERAL COUNSEL, N09/2016 | NA | Υ | Ν | 6706699 |
| JAMES, JOHN, MARI | | MANAGING DIRECTOR12/2016 | NA | Υ | Ν | 5594356 |
| MULLIGAN, DEANN/I | | DIRECTOR 07/2017 | NA | Υ | Ν | 4562715 |
| RASKIN, SARAH, BLI | | DIRECTOR 07/2017 | NA | Υ | N | 6844984 |
| DAVIS, GREGORY I | | MANAGING DIRECTOR07/2017 | NA | Υ | Ν | 2416369 |
| VANGUARD INSTITIDE | | STOCKHOLDER 02/2018 | Α | N | Ν | |
| FUNDS SCHADL, JOHN I | | CHIEF COMPLIANCE C03/2019 | NA | Υ | Ν | 6931790 |
| BRENNAN, JOSEPHI | | | | Υ | N. | 2193881 |
| | | MANAGING DIRECTOR09/2018 | NA | | N | 2193001 |
| VALENTE, LAUREN,I | | MANAGING DIRECTOR09/2018 MANAGING DIRECTOR09/2020 | NA NA | Y | N | 6119944 |
| VALENTE, LAUREN,I BENCHENER, MATTI | | | | | | |
| , | | MANAGING DIRECTOR09/2020 | NA | Υ | N | 6119944 |
| BENCHENER, MATTI | | MANAGING DIRECTOF09/2020 MANAGING DIRECTOF12/2020 | NA NA | Y Y | N N | 6119944 5569805 |
| BENCHENER, MATTI Thomas, David, Anthl | | MANAGING DIRECTOR09/2020 MANAGING DIRECTOR12/2020 DIRECTOR 07/2021 | NA NA NA | Y Y Y | N N N | 6119944 5569805 7423571 |

Schedule B Indirect

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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 f INITIAL Qft (? AMENDED response used to report details for affirmative responses to Items 11.C, II.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(I) | l""ILE(2) | ril.E(3) ril.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 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.

PARTI

A. The pefson(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 gdvjsory affiliates (t One or

more of your gdvisQry gffiligtes

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 7452 This advisory affiliate is & $_{\rm a}$ Firm $^{\rm r}$ an Individual Number:

Registered: p Ves r Nq

;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.
- 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.

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

(- 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 r 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:

NΑ

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 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:

Consent

11. Resolution Date (MM/DD/YYYY):

03/06/2016 C Exact Fexplanation 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

iThis Disclosure Reporting Page (DRP ADV) is an - INITIAL QR p. AMENDED response used to report details for affirmative responses to Items II.C, II.D ' 1 I.E., 11.F. or II.G. Of Form ADV.

Check item(s) being responded to:

```
rII.C(I) r II.C(2)

ril.D(I) | ""li.D(2)

j F II.E(I) [~ II.E(2)

1 r ii. f. r~ ii.g.

Regulatory Action

r n.c(3) r u.d(3) n n.E(3)

r u.c(4)

P II.D(4)

n u.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/elated 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

r u.c(5) H U.D(5)

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 g(jvisory gffjligtes P One or

more of your gdvjsory gmgtes

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 or an Individual

'
Number

Registered: p Yes c NQ

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 event⁷ If the answer is "Yes," no other information on this DRP must be provided. "FYes 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:

p SEC c Other Federal p State r SRO r^{Forei}9ⁿ

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

COMMONWEALTH OF PENNSYLVANIA, DEPARTMENT OF BANKING AND SECURITIES

Principal Sanction:

Other

Other Sanctions: ADMINISTRATIVE

ASSESSMENT

Date Initiated (MM/DD/YYYY):

10/10/2017 Exact Explanation If not exact,

provide explanation:

DATE INITIAL INQUIRY RELATED TO THIS MATTER WAS RECEIVED.

Docket/Case Number: 17-

0077

- Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
- Principal Product Type: No

Product

Other Product Types:

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.

- Current Status? ^r Pending ^r On Appeal ¹⁷ 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.

10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

12/20/2017 Exact Fexplanation 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

 $\begin{tabular}{ll} I^* Revocation/Expulsion/Denial & !\sim Disgorgement/Restitution \\ f^*$ Censure & H Cease and Desist/Injunction \\ \end{tabular}$

r~ 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/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 Q_ 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:

 $r\sim ll.C(1) r\sim ll.C(2)$

ril.D(1) 1711.D(2)

r~ll.E(1) f~ll.E(2)

f~ll.F. I" ll.G.

Regulatory Action

r u.c(3) r h.d(3) fii.EO)

r u.c(4)

17 ll.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): jr You

(the advisory firm)

r You and one or more of your gdvjsory affifefes r One or

more of your gdvhj0fy gmgtes

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"1 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.

- 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.

r 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 p Other Federal p State C SRO f?^[loreign]

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

FINANCIAL SUPERVISORY SERVICE ("FSS"), SOUTH KOREA

Principal Sanction:

Civil and Administrative Penalt(ies) /Fme(s) Other Sanctions:

NONE

3. Date Initiated (MM/DD/YYYY):

06/18/2020 f Exact ^r 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
- 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.

How was matter resolved:

Decision & Order of Offer of Settlement

11. Resolution Date (MM/DD/YYYY):

09/24/2020 f Exact f 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 I⁻ Censure r Bar

rrr

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

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

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 affifefes 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.

"~ 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? Fore 9n

(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? f 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 C 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/Derual f∼ Disgorgement/Restitution
!∼ Censure l⁺ Cease and Desist/Injunction

T Bar 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/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:

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 p INITIAL QR (f 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: f~II.C(1) r~II.C(2) ril.D(I) PII.D(2) rn.E(i) r"ii.E(2) r ii.f. rn.G.

Regulatory Action

r n.c(3) r h.d(3) r n.E(3)

r n.c(4)

P II.D(4)

r u.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

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

'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 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.

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 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

. Regulatory Action initiated by:

p SEC p Other Federal p State p p- 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 Penalt(ies) /Fine(s)

Other Sanctions:

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/Injunct

f∼ Bar

B. Other Sanctions Ordered:

f" 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 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:

 $rn.c(i) r \sim n.c(2)$

ril.D(l) 17 11.0(2) r n.E(i) r h.e(2)

Tll.F, rn.G.

Office of the City Clerk Page 402 of 781 Printed on 5/21/2023

r n.c(3) r h.d(3) r U.E(3) r n.c(4) 17 U.D(4)

r n.c(5) r n.D(5)

r n.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., 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.

PARTI

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 affifetes ff One or more

of your affi//afes

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 164593 This advisory affiliate is ^ a Firm <~ an Individual

Number:

Registered: p $_{\text{Ye£}}$. p $_{\text{No}}$

Name: VANGUARD GLOBAL ADVISERS,

LLC

(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

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.

f 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. PART II

1. Regulatory Action initiated by:

p SEC p Other Federal p State p -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:

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):
- Principal Product Type:
 Equity Listed (Common & Preferred Stock) Other

Product Types:

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 「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 Disgorgernent/Restitution

P Censure

P Cease and Desist/Injunction

P Bar

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: NON 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 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.

Check item(s) being responded to:

ril.C(I) ril.C(2)

ril.D(I) FII.D(2)

r"II.E(I) f~II.E(2)

TII.F, I"" II.G.

Regulatory Action

 $r \, n.c(3)$

r U.D(3)

r n.E(3)

r u.c(4)

I-11.D(4)

r h.e(4)

r n.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., 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 gmilgtes p One or more

of your $g(jvjsory\ gffjljgtes$

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 282933 Number: Thjs gdvisory amate is G a Firm C an Individual

Registered: p yes r Nq

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 event⁷ If the answer is "Yes," no other information on this DRP must be provided. <- Yes <-

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 $\,$ s_{RQ} $\,$ 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:

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~ Disgorgement/Restitution

r~. Censure 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

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

JOHN E. SCHADL CHIEF COMPLIANCE OFFICER,

PRINCIPAL 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

I INIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

UNII ONNI AFFEIOATION I ON INVESTINENT ADVIOLN NEGIOTIVATION AND NEFONT DI EALINFT MEFONTING ADVIOLNO

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 I 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 I.A. BLACKROCK ADVISORS, LLC

List on Section 1 B of Scnedule 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

I~ If you check this box, complete a Schedule R for each relying adviser.

- C If this filing is reporting a change to 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 I⁻ your legal name or f~ your primary business name.
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number:
 - 2) Ifyou 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

Principal Office and Place of Business (1) Address (do not use a P.O. Box):

Number and Street 1 Number and Street 2:

55 EAST 52ND STREET

City: State' Country. ZIP+4/Postal Code:

NEW YORK New York United States 10055

If this address is a private residence, check this box: f~

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 Ifyou 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 ¹ 7:30AM TO 5 30PM

Telephone number at this

location: 212-810-5300

- 4) Facsimile number at this location, if any
- 5) What is the total number or 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 year⁷

13

| Fil | le #: O2023-899, Versi | on: 1 | | | | | | | | | | | | | |
|-----|---|-----------------------------|-------------------------|-------------|--------------------------|-----------|----------------|-----------------|-------------|-------------|---------|-------------|----------------|----------|-------------|
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| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| Э. | Mailing address, if different from you | ır principal office and pla | ice of business addre | ess: | | | | | | | | | | | |
| | Number and Street 1 | | | 1 | Number a | and Stree | et 2 | | | | | | | | |
| | City. | State: | | (| Country. | | | ZIP | +4/Postal | Code- | | | | | |
| | | | | | ,. | | | | | | | | | | |
| | If this address is a private residence | e, check this box: f~ | | | | | | | | | | | | | |
| Н. | If you are a sole proprietor, state you | ır full residence address | , if different from you | r principa | al office a | and place | of business | s address in | Item I.F.: | | | | | | |
| | Number and Street 1. | | | | Number | and Stre | et 2. | | | | | | | | |
| | City: | State: | | | Country | | | ZIP | +4/Postal | Code: | | | | | |
| | | | | | | | | | | | | - | | | Yes N |
| ١. | Do you have one or more | websites or account | ts on publicly a | vailable | social | media | platforms | (including, | but no | t limited | to. | I witter, | Facebook | and | Linkedin) |
| | | | | | | | | | | | | | | | |
| | If 'yes,' list all firm website addresses portal through which to access other | | | | | | | | | | | | | | |
| | portal address. Do not provide the ad | ddresses of websites or | accounts on publicly | availabl | e social r | nedia pla | atforms whe | | | | | | • | | |
| | (e-mail) addresses of employees or | the addresses of employ | vee accounts on publ | licly avail | lable soc | ial media | platforms. | | | | | | | | |
| J. | Chief Compliance Officer | | | | | | | | | | | | | | |
| | 1) Provide the name and contact info | • | Compliance Officer. If | f you are | an exen | npt repor | ting adviser | , you must p | rovide the | contact in | format | tion for yo | our Chief Co | mpliand | ce Officer, |
| | you have one. If not, you must comp | lete Item I.K. below. | | | 011 1311 | | | | | | | | | | |
| | Name: Telephone number. | | | | Other title Facsimile | | | | | | | | | | |
| | Number and Street 1. | | | | Number a | | | | | | | | | | |
| | | | | | _ | | | | | | | | | | |
| | City: | State- | | (| Country: | | | ZIP | +4/Postal (| Code: | | | | | |
| | Electronic mail (e-mail) address, if C | Chief Compliance Officer | r has one: | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | If your Chief Compliance Officer 1940 that you advise for providing ch | | | | | | | | | - | under | the Inves | tment Comp | any Ac | ct of |
| | Name | · | | · | | | | | | , ,, | | | | | |
| | IRS Employer Identification Number: | : | | | | | | | | | | | | | |
| < | Additional Regulatory Contact Person: | · If a person other than t | he Chief Compliance | Officer i | is authori | zed to re | ceive inform | nation and re | spond to a | uestions a | about t | this Form | ADV you m | nav prov | vide that |
| • | information here | . If a person outer than t | no omer compliance | , Cilioci i | io adiriori | 200 10 10 | ooivo iiiioiii | idilon dila 10 | opona to c | quodilono (| about | | /IDV, you II | lay prov | vide triat |
| | Name. Titles | | | | | | | | | | | | | | |
| | Telephone number: | | | | acsimile | | • | | | | | | | | |
| | Number and Street 1. | State | | | Number a | and Stree | et 2: | 710 | . 4/Dagt-1 | Cada. | | | | | |
| | City | State: | | (| Country | | | ZIP | +4/Postal | Coae: | | | | | |
| | Electronic mail (e-mail) address, if c | | | | | | | | | | | | | | |
| - | Do you maintain some or all of the bo | oks and records you are | e required to keep un | der Sect | ion 204 d | of the Ad | ıısers Act, o | r similar state | e law, som | newhere ol | ther th | an your p | rıncipal offic | e (? | f and place |

If 'yes," complete Section I.L. of S'.rezu.'e D.

Yes No regulatory authority7 Are you registered

Answer 'no" if you are not registered with a foreign financial regulatory authority, even ifyou have an affiliate that is registered with a foreign financial regulatory authority. If 'yes,' complete Secuon I.M. of scnedule D

Yes No reporting under Sections 12 15(d) Exchange 1934? public company

Yes No

0. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? g If yes, what is the approximate amount of your assets: (- \$1 billion to less than \$10 billion to \$10\$ billion billion billion billion \$10\$ billion bil 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

| File #: O2023-899, Version: | 1 | | |
|--|---|--|---|
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| | | | |
| | | | |
| sheet for your most recent fiscal year en | d. P. | | |
| Provide your Legal Entity Identifier if you have | | | |
| one" | | | |
| | | | |
| A legal entity identifier is a unique number | er that companies use to identify each other in | the financial marketplace. You may not h | nave a legal entity |
| | | | |
| identifier. SECTION I.B. Other Business Name | | No Information Filed | |
| | ' | No information Filed | |
| SECTION I.F. Other Offices | | | |
| | | | ment advisory business. You must complete a separate Schedule pt reporting adviser, list only the largest twenty-five offices (in terms |
| Number and Street 1: | | Number and Street 2. | |
| 49 EAST 52ND ST City: | State: | Country: | ZIP+4/Postal Code: |
| NEW YORK | New York | United States 10022 | |
| F If this address is a private residence, check th | is box. f∼ | | |
| Telephone Number: 212-810-3500 | Facsimile Number, if a | any. | |
| If this office location is also required to be Registration Form (Form BR), please provide | | uthority as a branch office location for a | broker-dealer or investment adviser on the Uniform Branch Offic |
| How many employees perform investment ad location? 5 | visory functions from this office | | |
| Are other business activities conducted at this | s office location ⁷ (check all that | | |
| apply) P" (1) Broker-dealer (registered or unre P (2) Bank (including a separately identifiable | • / | | |
| bank) f~ (3) Insurance broker or agent | trading advisor (whether registered or exempt | from registration) | |
| | countant or accounting firm f" (7) Lawyer or law | | |
| Describe any other investment-related busine | ss activities conducted from this office location | | |
| | | | stment advisory business. You must complete a separate Schedule i t reporting adviser, list only the largest twenty-five offices (in terms o |
| ZIP+4/Postal Code: 19104 | 1 | | |
| 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 sfate securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office

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| | | | | | |

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 State. Country: ZIP+4/Postal Code: ATLANTA Georgia United States 30306

If this address is a private residence, check this box* P

Telephone Number. Facsimile Number, if any 470-520-5000

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
 Number and Street 2

 60 STATE STREET
 19TH/20TH FLOOR

City State: Country ZIP+4/Postal Code: BOSTON Massachusetts United States 02109

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| If this address is a private residence, c | check this box: P | | | | |
|--|---|--------------------------------|---------------------------------|--|-----------------------|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| ; Telephone Number: | Facsimile Number, if a | any: | | | |
| 617-357-1200 | | | | | |
| If this office location is also require | ed to be registered with FINRA or a stare securitie | as sutherity as a branch of | ffice leastion for a broker dea | vior or investment advisor on the Uni | form Propob Office |
| | e provide the CRD Branch Number here: | es authority as a branch o | liice location for a broker-dea | iler of investment adviser on the oni | ionii Biancii Onice . |
| 237771 | | | | | |
| | | | | | |
| How many employees perform inve | estment advisory functions from this office location? | , | | | |
| • | | | | | |
| : Are other business activities conduc | cted at this office location7 (check all that | | | | |
| apply) ■ P (1) Broker-dealer (register | red or unregistered) | | | | |
| | entifiable department or division of a bank) | | | | |
| P (3) Insurance broker or agent | dik ka dia aka aka aka aka aka aka aka aka aka a | | | | |
| v (4) Commodity pool operator or c | commodity trading advisor (whether registered or ex- | (5) | | | Registered |
| municipal | advisor | i | | Р | (6) |
| Accountant | | or | | | accounting |
| firm . | Р | (7) | Lawyer | or | law |
| firm | | | | | |
| | | | | | |
| Describe any other investment-relate | ed business activities conducted from this office loca | cation: | | | |
| | | | | | |
| | | | | | |
| | tor each office, other than your principal office and p | | | | |
| terms of numbers of employees). | ou are applying for SEC registration, if you are regis | stered only with the SEC, t | п п уой аге ап ехетрі геропі. | ng adviser, list only the largest twenty | -live offices (III |
| | | | | | |
| . Number and Street 1: , 1 UNIVERSITY SQUARE DRIVE | | Numbe | r and Street 2: | | |
| ; City | State: | Country | <i>r</i> · | ZIP+4/Postal Code: | |
| ; PRINCETON | New Jersey | | States 08540-6455 | Zii 14/1 Ootal Godo. | |
| | | | | | |
| j If this address is a private residence, | , check this box: P | | | | |
| j Telephone Number. | Facsimile Number, | if any: | | | |
| ., 609-853-6500 | r addinine Number, | ii ariy. | | | |
| | | | | | |
| | to be registered with FINRA or a state securities au | uthority as a branch office le | ocation for a broker-dealer or | investment adviser on the Uniform Br | anch Office ■ |
| Registration Form (Form BR), please | provide the CRD Branch Number here: 307367 | | | | |
| How many employees perform inves | stment advisory functions from this office | | | | |
| location ⁷ 36 | , | | | | |
| | | | | | |
| | eted at this office location ⁷ (check all that | | | | |
| apply) P (1) Broker-dealer (registere | | | | | |
| bank) P (3) Insurance broker or age | dentifiable department or division of a | | | | |
| | ommodity trading advisor (whether registered or exe | empt from registration) P | | | |
| | 6) Accountant or accounting firm P (7) Lawyer or law | | | | |
| | | | | | |
| Describe any other investment-relate | ed business activities conducted from this office loc | cation- | | | |
| | | | | | |
| | | | | | |
| ;. Complete the following information to | for each office, other than your principal office and p | place of business, at which | you conduct investment advis | sory business. You must complete a s | separate Schedule : |
| D Section I.F for each location. If you | are applying for SEC registration, if you are register | | | | |
| of numbers of employees). | | | | | |

Niconahan and Oterat 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

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

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

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

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 sfafe 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? $\ensuremath{8}$

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).

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| | | | | | |

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 Section I.F. for each location. lf you are applying for SEC registration, if you are registered with 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

State:

United States 92660

Country: ZIP+4/Postal Code.

City

NEWPORT BEACH California

If this address is a private residence, check this box: P

Telephone Number:

Facsimile Number, if any:

949-623-0700

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? I

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 far 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:

400 BELLEVUE PARKWAY

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: Facsimile Number, if any

302-797-2000

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 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

ZIP+4/Postal Code: 19809 100 BELLEVUE PARKWAY

100 BELLEVUE PARKWAY

City: State Country.

WILMINGTON Delaware United States

If this address is a private residence, check this box P

Telephone Number: Facsimile Number, if any

302-797-2000

If this office location is also required to be registered with FINRA or a sfafe 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 $^{7}\,\mathrm{0}$

Are other business activities conducted at this office location⁷ (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

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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: **SUITE 2800**

227 WEST MONROE STREET

ZIP+4/Postal Code. City. State: Country:

CHICAGO United States 60606 Illinois

If this address is a private residence, check this box-P

Telephone Number: Facsimile Number, if any:

312-395-9300

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

employees perform investment advisory functions from this office How many 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, iT 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

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

P (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

| P | | (5) | | Registered |
|--------------------|---------|-----|---|------------|
| municipal | advisor | | ŀ | (6) |
| Accountant | | | | ог |
| accounting | firm | | Р | (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 Lmkedln). 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 douym com/user/MS4wLjABAAAATXOBkoY3SXPImjHUWTdWi02SNLwyACHjdmAnkjp298Ilw88FuDLmYo -nln-UitiK Address of Website/Account on Publicly Available Social Media Platform. https7/www youtube.com/channel/UC6IMWzrpcsazp23LOxCsTcg http://youtube.com/channel/UC6IMWzrpcsazp23LOxCsTcg Address of Website/Account on Publicly Available Social Media Platform: rittps://rnp.weixin.qq.com/mp/profile_ext?action=home6i biz=MzlzMTc3MTQ2Mw= = 8_.cene=124#wechat_redirect Address of Website/Account on Publicly Available Social Media Platform: https://www <https://https://www> youtube com/channel/UCrlXkHfv2tMzebAllTcdDhg Address of Website/Account on Publicly Available Social Media Platform: https://www.facebook.com/BtackRock Address of Website/Account on Publicly Available Social Media Platform. linkedin.com/company/blackrock">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: linkedin com/company/ishares">https://www> linkedin com/company/ishares

Address of Website/Account on Publicly Available Social Media Platformhttps7/www.facebook.com/iShares/ < http://www.facebook.com/iShares/ >

Address or Website/Account on Publicly Available Social Media Platform-https://line naver.jp/ti/p/@blackrocktw

Address of Website/Account on Publicly Available Social Media Platform: https://twitter

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

RECORDS CROWN Name entity where books and records are kept: MANAGEMENT LTD

Number and Street 1:

UNIT D, PROLOGIS BUSINESS PARK

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"

Number and Street 2: MORTARA (PV) VIA XXI SETTEMBRE S.N.C.

City: State. Country ZIP+4/Postal Code1 MILANO Italy DK-2650

If this address ts a private residence, check this box- P

Telephone Number. Facsimile number, if any. 45 70 21 77 00

This is (check one).

p one of your branch offices or affiliates, p a third-party unaffiliated

recordkeeper other.

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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: Number and Street 2-

TORANOMON TOWERS OFFICE 4-1-28 TORANOMON

State: Country: ZIP+4/Postal Code.

TOKYO Japan 105-0001

If this address is a private residence, check this box: f~

Telephone Number. Facsimile number, if any:

81 3 5425 5100

This is (check one):

branch offices affiliates. (? 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

books **GEBR** VAN DEN EUNDEN entity where and records kept. Name are

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).

branch offices affiliates. unaffiliated third-party your

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.

IRON MOUNTAIN CANADA where Name entity books and records are kept:

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: Number and Street 2" 3 RUE DR. ELVIRE ENGEL ZIP+4/Postal Code: City. State: Country: GRASS Luxembourg L-8346 If this address is a private residence, check this box: P Telephone Number: Facsimile number, if any: 352 350222999 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. VANCOUVER Number and Street 2

File #: O2023-899, Version: 1

ZIP+4/Postal Code:

V6B 2M9

Country

Canada

If this address is a private residence, check this box: P

Telephone Number: Facsimile number, if any.

604 484 6630

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).

 $\hbox{(- one of your branch offices or affiliates a third-party unaffiliated recordkeeper.} \ \hbox{(- other party unaffiliat$

Briefly describe the books and records kept at this location.

CERTAIN BOOK5 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

| File #: 0 | 02023- | 899, V | ersion: | 1 | | | | | | | | |
|---|-----------------|----------------------------------|---------------------------------------|---------------------|---------------|--------------|---------------|----------|-------|-------------|--------------|-----------------|
| Number and Stre | reet 2: | | | | | | | | | | | |
| Country-Canada | a | | | | | | | | | | | |
| ZIP+4/Postal Co | ode: L6T 4P6 | | | | | | | | | | | |
| If this address is | s a private res | idence, check | this box. P | | | | | | | | | |
| Telephone Num | nber: 1800899 | 94766 | | | | | | | | | | |
| This is (check or | ne): | | | | | | | | | | | |
| (- one of your b | ranch offices | or affiliates \$ a | a third-party unat | ffiliated recordkee | per {- other | | | | | | | |
| Briefly describe BOOKS AND RI | | | | IN ACCORDANC | CE WITH CANAD | IAN LAWS AND | REGULATIONS. | | | | | |
| Name INC | of | entity | where | books | and | records | are | kept" | IRON | MOUNTAIN | INFORMATION | MANAGEMENT, |
| Number and Str | eet I: 12958 N | MIDWAY PLAC | CE City. | | | | | | | | | |
| Number and Str United States | | | | | | | | | | | | |
| If this address i | is a private re | sidence, chec | k this box. P | | | | | | | | | |
| Telephone Num | nber-562 345 (| 6900 | | | | | | | | | | |
| This is (check of | one). | | | | | | | | | | | |
| p other | one | of | your | branch | offices | or | affiliates. | г7 | a | third-party | unaffiliated | recordkeeper. p |
| | | | ot at this location JIRED TO BE KE | EPT IN COMPLIAI | NCE WITH APPR | OPRIATE REGU | JLATORY REQUI | REMENTS. | | | | |
| Name of entity | where books | and records a | re kept IRON MO | DUNTAIN INDIA F | PVT LTD | | | | | | | |
| Number and Str | | | | | | | | | | | | |
| B-13B-15B PAN MUMBAI Number and Str | | JDHKAR MAR | RG, 1ST FL City | | | | | | | | | |
| Country. India | | | | | | | | | | | | |
| ZIP+4/Postal Co | ode-400 013 | | | | | | | | | | | |
| If this address is | s a private res | sidence, check | k this box: F | | | | | | | | | |
| Telephone Num | ber: 91 22 24 | 988416 | | | | | | | | | | |
| This is (check o | | | | | | | | | | | | |
| p one of your b a third-party | | or affiliates. recordkeeper p | p other. | | | | | | | | | |
| | | | t at this location. JIRED TO BE KE | PT IN COMPLIAN | NCE WITH APPR | OPRIATE REGU | ILATORY REQUI | REMENTS | | | | |
| | | | | | | | | | | | | |
| Name SERVICE GMB | of BH | entity | wl | here | books | and | records | are | kept: | IRON | MOUNTAIN | (DEUTSCHLAND) |
| Number and Str | | JUNKERS-ST | RASSE 4 City: | | | | | | | | | |

| File #: O2023-899, Version: 1 | |
|---|------|
| 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. 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. | |
| SENTAIN DOORG AND RESOURCE TO BE RELITING COMMERCIAN ATT HIS INVALE RESOLUTION REQUIREMENTS. | |
| Name of entity where books and records are kept: CROWN WORLDWIDE KOREA | |
| Number and Street 1: 2201 GWANGHWAMOON OFFICIA 163 City. State: Country: ZIP+4/Postal Code. SEOUL Korea, South 110-999 | |
| If this address is a private residence, check this box- P | |
| Telephone Number: Facsimile number, if any: 82 2 796 5717 | |
| This is (check one)¹ (~ one of your branch offices or affiliates. p a third-party unaffiliate recordkeeper. (- other. | ited |
| 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 2

Number and Street 1: 311 WATER STREET

City

VANCOUVER

State-

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)'

branch

offices

affiliates.

third-party

unaffiliated

recordkeeper. <~ other.

Briefly describe MATERIALS WEB PAGES

books

your

and

records

kept

this

location

MARKETING

Name LTD.

entity

where

your

books

offices

offices

records

are

affiliates.

affiliates.

(7

(y

kept:

CROWN

WORLDWIDE

third-party

third-party

(SG)

unaffiliated

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

one

This is (check one).

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:

recordkeeper. p other.

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:

of

ZIP+4/Postal Code:

Brazil 06400-001

If this address is a private residence, check this box. V

Telephone Number: 55 11 37670818

Facsimile number, if any:

or

This is (check one):

one

recordkeeper. p other.

your

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.

branch

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unaffiliated

lame of entity where books and records are kept. IRON MOUNTAIN

Number and Street 2:

AUSTRALIA GROUP PTY LTD

Number and Street 1:

465 PLUMMER STREET PORT

City: State: Country: ZIP+4/Postal Code^{*}

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^{\star} 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: $f^{\boldsymbol{\cdot}}$

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

File #: O2023-899, Version: 1 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 Number and Street 2 8150 SIGNAL CT. ZIP+4/Postal Code State: Country: SACRAMENTO United States 95824 California 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 ANO 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 Country: United States

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ZIP+4/Postal Code: 30336

If this address is a private residence, check this box: I~

File #: O2023-899, Version: 1 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: I~~ Telephone Number 317 204 60070 This is (check one). branch offices affiliates, 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 **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: I

Telephone Number. 800 934 3453

This is (check one)-

C 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 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):

 $r\sim$ 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: Number and Street 2:

6935 FLANDERS DRIVE

State. Country

SAN DIEGO California United States 92121

If this address is a private residence, check this box: f

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. (~ 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. Number and Street 2-

6111 LIVE OAK PARKWAY

City. State: Country: ZIP+4/Postal Code-

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ZIP+4/Postal Code:

File #: O2023-899, Version: 1 NORCROSS United States 30093 Georgia If this address is a private residence, check this box- I~" Telephone Number: Facsimile number, if any: 770 239 9200 This is (check one)f- one of your branch offices or affiliates p a third-party unaffiliated recordkeeper. 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. Number and Street 2 ■ 1 LEUNG YIP STREET State-Country: ZIP+4/Postal Code-HONG KONG China If this address is a private residence, check this box: P Telephone Number. Facsimile number, if any. 852 2636 8388 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 ■ Number and Street 2 • 1101 ARROW POINT DR City State: Country. ZIP+4/Postal Code CEDAR PARK Texas United States 78613 If this address is a private residence, check this box: P Telephone Number. Facsimile number, if any: 15126961432 15128427497 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. Number and Street 2:

MALLARDS ROAD

Country ZIP+4/Postal Code*

PETERBOROUGH United Kingdom PE3 8YN

State:

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/Fore/pn 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 iT 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) Par t IA 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 (tn U S. dollars) or more at the time of riling 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 stafe 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;

- 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 or 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);
- (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;

Ifyou 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),

Ifyou check this box, complete Section 2.A.(IQ) of

Schedule D. P (il) 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;

Ifyou check this box, complete Section 2.AJ.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

JYyou 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 pnncipal 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" i am not registered or required to be registered with the SEC or a sfate 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~ 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.
- 1" 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 sfafe 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.

- In what month does your fiscal year end each year⁷ DECEMBER
- C. Under the laws of what state or country are you organized7

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 or 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 C (?

organization or state of incorporation)7

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 S.B.(I), (2), (3), (4), and (S). 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 or the employees reported tn 5 A. perform investment advisory functions (including research)⁷
 183
 - Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?
 - 3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives⁷
 - 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 you⁷
 - 5
 - 5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency? 0
 - 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 ofthe 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 vear 6
 - (2) Approximately what percentage of your clients are non-United States persons⁷ 2%
- D for purposes ofthis Item S.D., the category "individuals" includes trusts, estates, and 40l(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.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: C/fent: ;; \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \$ | '^Y(i),Number,o>,ir⁻i | '. i^iz^FwerrjiahrS ¹ ;;/- | |
|---|-----------------------|---------------------------------------|--------------------|
| (a) Individuals (other than high net worth individuals) | | r | \$ |
| (b) High net worth individuals | | r | \$ |
| (c) Banking or thrift institutions | | r | t |
| (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 | * |
| (0 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 | \$ |
| (1) 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? (I) 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

Regulatory Assets Under Management

- F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios⁷
 - 2) If yes, what is the amount of your regulatory assets under management and total number of accounts⁷

U.S Dollar Amount

Discretionary. (a) \$ 1,001,720,535,116 (d)

Non-Discretionary: (b) \$ 0 (e)

Total: (c) \$1,001,720,535,116 (0

Part IA 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 persons⁷\$ 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. Ifyou 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

101

H If you provide financial planning services, to how many clients did you provide these services during your last fiscal year 7 I

0 c i-io r n-25

r 5i - ioo

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 program⁷ 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 7 \$
 - c) sponsor to and portfolio manager for the same wrap fee

| File #: | O2022 800 Version: 1 |
|--------------------|--|
| riie #. | O2023-899, Version: 1 |
| | program' Ф |
| Ifyou | 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 you 5.1. | ur 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 |
| | or enter any amounts in response to Item 5.1.(2). Yes Ni |
| J - 10 | (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 | u 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 ⁷ |
| K Senai | rately Managed Account Clients |
| п сори | 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 Secvon 5 '< (1) of Schedule D. |
| 2) 1 | DO you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise ⁷ p If yes, complete Section S X.(Z) of Schedule D. |
| 3) 4 | Do you engage in derivative transactions on behalf of any of the separately managed account clients that you advise plf yes, complete Section 5 X (2) of Scnedule D. |
| 4) A ^ p | 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 |
| 4) a | amount of regulatory assets under management ⁷ |
| If yes | s, complete Section 5.K.(3) of Scnedule D for each |
| custodian | . I Marketing Activities Yes No |
| 1) [| Do any of your advertisements include |
| a) | Performance results ⁷ |
| р | p |
| | |

- b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-I(a)(S))⁷
- рр
- c) Testimonials (other than those that satisfy rule 206(4)-l(b)(4)(n))⁷

* p

- d) Endorsements (other than those that satisfy rule 206(4)-I(b)(4)(n))?
- e) Third-party ratings⁷
- рр
- 2) If you answer "yes" to L(I)(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, n, n
- 2) endorsements, or third-party ratings?

| File #: O2023-899, Version: 1 | |
|---|--|
| Do any of your advertisements include hypothetical performance ⁷ p p | |
| 4) Do any of your advertisements include predecessor performance 7 p $$ p | |
| SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development C | Companies |
| | stered investment companies and business development companies to which you act as an adviser or each registered investment company and business development company to which you act as an |
| SEC File Number 811 - 02345 | |
| Provide the regulatory assets under management of alt parallel managed accounts related to a reg advise. | istered investment company (or series thereof) or business development company that you |
| j Series ID '¹¹ : '\" "" ' ∎-'^tV .' ∟ .J | [paraflei Managed Account Regulatory assets under management " .]\$ 482,294,688,936 |
| | |
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| | |
| SE Fil | Nu 81 - |
| Provide the regulatory assets under management of all parallel managed accounts related to advise. | a registered investment company (or series thereof) or business development company that you |
| Series ID'.v.: ; J | Parallei'Managed.Account Regulatory ass«to;under managementiV.^/:"- ;! |
| | \$ 1,956,513,924 |
| | |
| i | SEC |
| File Numb er 811 | ;. - |
| 02661 | |
| Provide the regulatory assets under management of all parallel managed accounts related to advise. | a registered investment company (or series thereof) or business development company that you |
| Series ID;;;iVi s[-f'&':'"S;:¹0 '■■^Vi^r ■■: vSf-'/^-K^. | Parallel Managed Account Regulatory assets under management ■■ . ' .": •'.•: \$ 141,856,042 |
| | |
| | |
| SE Fil Nu Provide the regulatory assets under management of all parallel managed accounts related to advise. | 81 - 02 a registered investment company (or series thereof) or business development company that you |
| Series ID ' < ' ", ' ' ∎" ;=,.', ∨-'-'.' ■ ■ "f-^', ' '.r.' ∎' ■ . ■'- ^.; | Paralleli Managed'Account Regulatory assets' under management :. 'tx}>: 1 |

\$ 18,278,031,473

| SE Provide the regulatory advise. | vassets under management of all para | Fil allel managed accounts related t | Nu o a registered investment company (or | | |
|---|--|---|---|--------------------------------------|---------------------------------|
| [series id •.* s000002321 | ./'•. >^?.*v*rv£?;.;. | ^^^ = /. | Parallel Managed Account IU^ato \$ 2,087,741,855 ; | , *f- ~: | 16,7, ",- |
| advise. | Fil assets under management of all para | - | | | pment company that you |
| Series ID ' 1 | X-•■/*<; ^^K-,;iJ:c.;>i;i Y-Jj.+C'Z "Ai | лүл <u>ј</u> . | Parallel Managed Account Regulatory \$ 1,650,251,708 i | assets linder management ^yi'^'K'- | iAl == ;; -ni,.;;; l' 'j |
| SEC File Num | | 811 | _ | | 031 |
| Provide the regulatory advise. | assets under management of all para | illel managed accounts related to | o a registered investment company (or Parallel Managed. Account Regulatory | | |
| S000004031 | | | \$ 403,832,278 I | • | |
| SEC File Number 811- Provide the regulatory | assets under management of all para | illel managed accounts related t | o a registered investment company (or | r series thereof) or business develo | pment company that you |
| advise S«rii^'iP^=-^ | | m'''- m' m'Aj | >/* ^Parallel Mirijgetf ilccoWg'Reguto 1\$ 13,653,164,145 | » = '-V-'^-,^-;-;,' | |
| SEC File Number 811 - 03451 | | | | | |
| Provide the regulatory | assets under management of all para | allel managed accounts related to | o a registered investment company (or | r series thereof) or business develo | pment company that you |

| File #: O2023-89 | 99, Version: 1 | | |
|-------------------------------|--|--|---|
| Scries IP/'^liy"s^mX^'?' | ; <u> </u> | Uy~:r*Pa*tt&Managed'AccountRegulatory assets under Iranagement* [\$ 12,775,091,009 | |
| | | (3.12,773,071,007 | |
| | | | |
| | | | |
| SEC File | | | |
| Numbe r | | 4 | 81 |
| 03618 | | | |
| Provide the regulatory as | ssets under management of all parallel managed ac | counts related to a registered investment company (or series there | of) or business development company that yo |
| Series lb::". '^'-V&I: | Y^'.'Zii t\' 'j^V;-'!*^:'-':!-:?:: ■'? | Parallel. HahagecF AccountRegutatory.assets under | r! |
| | | \$ 8,185,274,384 | |
| | | | |
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| SEC File | | | |
| Number 811- | scats under management of all parallal managed age | counts related to a registered investment company (or series there- | of ar business development company that ye |
| advise. | ssets under management of all paraller managed ac | counts related to a registered investment company (or series there | or or business development company that ye |
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| | | | |
| | | | |
| | | \$ 488,857,844 | |
| | | | |
| | | | |
| SEC | | | |
| File Numb | 811 | - | 042 |
| nt of all parallel managed ac | ccounts related to a registered investment company (or | series thereof) or business development company that you | |
| | | \$ 3,510,547,! | |
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| | | | |

Series ID

811

Numb

advise

Office of the City Clerk Page 439 of 781 Printed on 5/21/2023

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

\$ 193,678,512

0428

| File #: O2023-899, Version: 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 advise | 811- that you |
| 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 | 811- that you |
| advise. | |
| SeriesIO-: Parallel Managed AccountRegulatory assets under management ■■ L'"~v""N.'j \$ 1,175,714,240 | |
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| SEC SEC | |
| File Numb 811 - | 0461 |
| 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 | |
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| | |
| | |
| i 1\$ 133,314,493 ¹ | |
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| SEC File | |
| Numb 811 - | 0480 |
| 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 | |
| | |
| \$ 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 |

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advise.

| File #: O2023-899, Version: 1 | | |
|--|--|-----------------|
| ISerlesID;;;^^ | Parallel Managed Account Regulatory'assets under management KM-:;;", .'5 . I \$ 481,703,492 | |
| | 811 managed accounts related to a registered investment company (or series thereof) or business development company th Parallel Managed Account Regulatory assets under management | 0517 hat you |
| SEC File Number 811 - 05542 | | |
| Provide the regulatory assets under management of all parallel advise. | managed accounts related to a registered investment company (or series thereof) or business development company the | nat you |
| is«rs^,: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 advise. | managed accounts related to a registered investment company (or series thereof) or business development company the | nat you |
| | \$ 27,018,974,224 | |
| SEC File Numb Provide the regulatory assets under management of all parallel advise. | 811 - managed accounts related to a registered investment company (or series thereof) or business development company the | 0560 hat you |
| Serie si | ParailerManageVfacouft \$ 1,197,449,455 | |

Office of the City Clerk Page 441 of 781 Printed on 5/21/2023

File #: O2023-899, Version: 1 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 Paralktf'Mihag^.Account^R under maugement mwmmtm mm\$ 891,578,633 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 |\$ 4,857,624,389 SEC File 811-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. Parallel Manag^ Account K^uUtorfm^ets uniSer manaaK'^nt :::.;. ' J.I \$ 70,226,112,773 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 Parallel Managed Account Regulatory aisetaunder ma'M \$ 57,814,252 |

SEC File

lumb 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

| File #: O2023-899, Version: 1 | |
|---|---|
| advise. Series id'::.\?}t\:±y~ ^•"'■U.r.'-'*-'S.^V^^Vv.^"!". j.;;;.V;. | Parallel Managed Account Regulatory assets under managemehtr':!'/¹ ••■";.«' \$ 966,468,446 ¹ |
| SEC File Numb Provide the regulatory assets under management of all parallel managed advise. | 811 d accounts related to a registered investment company (or series thereof) or business development company that you Parallel Managed Account Regulatory assets under management ' " i-'^'-' \$ 345,810,984 : |
| SEC File Numb 811 Provide the regulatory assets under management of all parallel managed advise Parallel Managed ^cbunrjlegubtory assets under majugement \$ 815,959,952 | - 0650 d accounts related to a registered investment company (or series thereof) or business development company that you |
| SEC File Numb 811 Provide the regulatory assets under management of all parallel managed advise. ISeries ID.:; v ;:-v-?Vi^\->'V.v ^V.' -V-^\yiYif-'TMTM; | O654 d accounts related to a registered investment company (or series thereof) or business development company that you Parallel Managed Account Regulatory assets under management, '^v' > . 'f'j \$ 1,400,081,142 |
| SEC File Num Provide the regulatory assets under management of all parallel manage advise. Series ID *^***-r v,^^\-7r^^^ | 811- ed accounts related to a registered investment company (or series thereof) or business development company that you Pa>i//eV.'Waiwffe^'Xc«i/nf;Reg^ \$ 565,712,263 |
| SEC File | |

| File #: O2023-899, | Version: 1 | | |
|---|---|--|--|
| Number 811- Provide the regulatory assets u advise. | inder management of all parallel managed accounts rela | ated to a registered investment company (or series there | of) or business development company that you |
| SerteyiD';T^.r^~^^ | | '^Tj^raVfef.*^ | \$ 1,653,159,868 j |
| | | | |
| : File Numb | | | SEC |
| er 811- 06669 | | | , |
| Provide the regulatory assets advise. Series 10 \:\~>oV:r!">vi^^ | under management of all parallel managed accounts | s related to a registered investment company (or seri | es thereor) or business development company that you |
| | | \$ 4,925,388,748 | |
| | | | |
| SEC File Number 811 - 06692 | | | |
| , Provide the regulatory assets advise. | under management of all parallel managed accounts | s related to a registered investment company (or seri | es thereof) or business development company that you |
| <i>iSeHesID.V-'-W:'^f;^:vV:</i> I -■ ^{1 1} ■ | . ii«^r;> ":;r; -' t&'XWK&Zp.iih V>Z?*?Z»?rf':iK&\$ 720,598,378 i | & Am/kftMan'a^KKV.VCcm | |
| | | | |
| SEC | | | |
| File Number 811- Provide the regulatory assets | under management of all parallel managed accounts | s related to a registered investment company (or seri | es thereof) or business development company that you |
| advise. Series ID-*∴ | | | |
| | | | |
| | | j\$ 442,644,183 | |
| | | | |
| SEC File Numb | 811 | | 0708 |

File #: O2023-899, Version: 1 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'-. j -^'>-;V-'vV-^'/'':!"'-' '|i-<r|<:~4Z:^S^ Parallel Managed *ccbun£Regulatory7assets u^ \$ 462,082,629 | SEC File 0713 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 Reaulatory assets under.management V - ., \$ 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 $.,\,.\,{>}j\;..\quad :^v\,{\scriptscriptstyle \wedge}$ |\$ 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. = '•"='•.>'= |\$ 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'; '...=^^•j^^- =-' ^t^v^V^ -' "k :.V-V-VI3f" Parallel Managed AccovntRegulatoiY ass«te^ "•■.:=;>-fiV-.-1. . • Vir!

| File #: O2023-899, Version : 1 | | _ |
|---|--|---|
| | \$ 409,751,451 | |
| | of the second se | |
| | 11 - 07 nanaged accounts related to a registered investment company (or series thereof) or business development company that you pa'niilelManaffed:Accourit RhQU& r W?/?k!.tr ="".'**=: v \$ 749,297,865 | |
| SEC File Num Provide the regulatory assets under management of all parallel m advise. | 11 - 07 nanaged accounts related to a registered investment company (or series thereof) or business development company that yo Parallel Manages"!Account R&ulaiaty T-^*Vi \$ 4,610,936,428 ! | |
| SEC File Num 81 Provide the regulatory assets under management of all parallel m advise | 11 - 07 nanaged accounts related to a registered investment company (or series thereof) or business development company that yo **Pmlitt**Mma7RiiQ*-Alatt** \$ 8,529,848,888 | |
| SEC File Number | | |

File #: O2023-899, Version: 1 811 - 08081 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 Series ID ;K"N-- '.-'Vs,'"V '•. •■. . ■'-.•>i>'- ■V '•■:'''■ Parallel Managed AccoiifltRegulatdry assets under management'r'.'-^:\:, ."" = • = 3 :*∨ ∎'. ■■".} \$ 1,266,275,442 SEC File Number 811 -08090 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. SeriesmiD">,'i'"-;.- m'm. >C^;'r^i--. :v.v'.VJ:v"^;;>\' •::: v.^^^-:\^---.v^.:>#;.^. ^-'-liVJ."i[?]-'• W"v"Vi,7^':--'.j^^ '--^! |\$ 1,039,505,216 SEC File Number BH -08162 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. -'>■'.■ ■" 'A/f'A'^:-^&-i^'.^i^\^'t'^: t-'vv.t-.yj;'. \Paniliel <file:///Paniliel> Managed Account ^ Serlei·lb'Vi3;A/-. 'JjiA ' ■■■ '-"*i [!]'| 1\$ 286,703,586 SEC File Number 08217 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 Merles ID •.- '•:'■ •' . ' • '■ ' .'\:-':: '' '.."■ "'■ \Parallel <file:///Parallel>.Managed Account Regulatory assets'uhder. management • ="==." Ι !\$ 709,843,979

SEC file

Numb 811 - 0834

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

| File # : O2023-899, Version : 1 | |
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| ~\paraUel 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 advise. | a registered investment company (or series thereof) or business development company that you |
| | Parallel Managed Account Regulitory^a \$ 902,266,682 |
| | |
| SEC File Num | 811- |
| Provide'the regulatory assets under management of all parallel managed accounts related to advise. | a registered investment company (or series thereof) or business development company that you |
| SerlesID/" •.,, • .' • | Pariillel. Managed Accouht.Regutatory'te \$ 714,582,543 |
| SEC File Num 811 Provide the regulatory assets under management of all parallel managed accounts related to advise. | - 091 a registered investment company (or series thereof) or business development company that you |
| ISeHes"bV | Parallel Managed 'Account"Reg'ulitbry;ass«ts:un \$ 450,200,060 |
| SEC File Num Provide the regulatory assets under management of all parallel managed accounts related to advise. | 811- a registered investment company (or series thereof) or business development company that you |
| Series ID':—" | Parallel Managed Account Regulatory assets under management V\^'-I.\fc-'i??rt?:'Kv\':/"fpi\VV\ \$ 10,770,455,778 |

File #: O2023-899, Version: 1 SEC File 811-Num 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 SeriesIDv:."" > • -.XAC^-> •'^iX'-/-: .'i^V^-iiSi'''.;,:-^?^ Parallel Managed Account Regulatory assets uMerVrruinagemeiit • ~ • • :^:'iK;5-/.^' i;'/S.;i':';:!| \$ 2,182,742,388 SEC File 0973 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 Series ID>,r; 0^; !:- \h#^^ ;^ii&i*-v.-:^ >.vu>^:'**=**v'-i-r^':•' V.-'Sr"/ $Parallel\ Managed\ Account^{\ }ReguXaioiy'BsseXs\ under,\ management \\ \qquad \blacksquare ".\blacksquare" \cdot :'\blacksquare > .!'^{\ }Vv; \\ \\ \\$ S000001970 \$ 5,428,654,616 SEC 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 Parallel Mahaged'Account 1U&ula& ;-V>.';v*' ;.. series'ib'v..'."r '(">;«;.".-y'•. .-'..'"••;••'- $i'V^{\wedge}T^{\wedge}ov^{\wedge}^{1}/-$ ". \$ 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 **iScries** ID' >v-f\'v ^{,l}>:-': ^JparaHel Managed |\$ 498,026,870 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

SertesIOA->-SrI/T- ... A/ f... . . 'C ...

• =-t^ ·- · - \/· i + ·- '·%--

| CONCORD . F, FOLV 1,, /, /, | : ■ TE | r aranci managed Account regulatory asse | o unuoi managomone, v - ≡: v - |
|---|---|--|---|
| | | \$ 547,158,114 | |
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| | | | |
| SEC File | | | |
| Numb | 811 | - | 103 |
| Provide the regulatory assets under madvise | nanagement of all parallel managed accour | nts related to a registered investment company (or seri | es thereof) or business development company that yo |
| Serie»' P^>,- , <u> f/</u> ;;- | //= V"Vff8<;;;;;.Ay^\^;r [C v.v.^r'-rf.=] | *V r^xi-rh >^^. ^Parallel Managed Accovrt \$ 931,467,657 | |
| | | \$\sigma \sigma 1,\forall 1,\forall 1,\forall 1 | |
| | | | |
| | | | |
| SEC File Numb | 811 | | 105 |
| | | ts related to a registered investment company (or seri | |
| Series ib't^fS-i&.~72>8&\$.&\! | | Parallel,Managed AccountRegulato^>a% | bifeXs under management : ^v V * ;.>: Sr^-h- |
| \$ 1,456,329,314 | | | |
| | | | |
| | | | |
| SEC | | | |
| File Numb | 811 | - | 210 |
| advise. | anagement of all parallel managed accoun | its related to a registered investment company (or seri- | es thereof) of business development company that yo |
| Series ID , | | ParalM Managed Account | m emeritj/^:kfc£ |
| | | | m |
| \$ 36,667,084 | | | |
| | | | |
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| SEC | | | |
| File Numb | 811 | - | 211 |
| Provide the regulatory assets under mana | agement of all parallel managed accounts rela | ated to a registered investment company (or s | |
| | | ^ _M Man^Account R^u,.^^ unaer ma | anaged |
| | | \$ 1,035,094,809 | |
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| | | | |
| SEC | | | |
| File Numb | 811 | - | 211 |

| File | #- | 0202 | 23-899 | . Version: | 1 |
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| 1 110 | | | | | |

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.

illel Managed Account Regulatbry'asse^un^

\$ 551,878,622

| SEC Number 21318 | | File 811 - |
|-----------------------------|--|---|
| Provide the | regulatory assets under management of all parallel managed accounts related to a re | egistered investment company (or series thereof) or business development company that you |
| | | |
| | | |
| | | |
| advise. | | |
| | Series IP >;'/^*"y:".: ■" yV^V'v iv_ >-'v^Cvj': .'-' !■ IV-^&(l'Na-::■ ■oW;""""/ | . '-" ^Parallel. Managed Account Regulatory assets under management '-"-" N""" |
| | · · | \$ 2,135,524,775 |
| | | |
| | | |
| SEC | | |
| File Numb | 811 | - 2134 |
| | | I to a registered investment company (or series thereof) or business development company that you |
| Scries ID-":/ | ?""":";;. '. = ', =j SVVV-' !"J-?-£-;;:'/. =j "®?'V" !'i7:,v':,;v' •. | Parallel Managed Account Regulatory assets under management '-'^v '/" ^1 |
| | | \$ 896,272,445 |
| | | |
| | | |
| | | |
| SEC File | | |
| | 811 e regulatory assets under management of all parallel managed accounts related | 2134 I to a registered investment company (or series thereof) or business development company that you |
| advise. Series ID,'r | ^√√ | Parallel Managed Account Regulatory assets.iinder management ^ 'VJ'.¹ - : :^<\! |
| 001100 1271 | | \$ 1,122,287,737 |
| | | |
| | | |
| | | |
| SEC | | |
| File Numb Provide the | 811 | 2141 I 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 |

| File #: O2023-899, Version: 1 | |
|---|---|
| 1 | \$ 730,695,227! |
| | |
| | |
| SEC File Number 811 - 21434 | |
| Provide the regulatory assets under management or all parallel manadvise | anaged accounts related to a registered investment company (or series thereof) or business development company that you |
| Series IP ' '*' fc '» .Vy ■ '.■''•■•'j'jf. ; .■•.y^.Mv";:;', X'. !\ | /X'^'<) ■■ "'^■;:'^^■'='^\^\ 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 ma advise. | inaged accounts related to a registered investment company (or series thereof) or business development company that yo |
| S«rlle»'lbV-'^;V;7/-'^.".'-}j]"i:" | HIS ra//e/'M«vna ged: Account, Reg'u latoiV, >sseis emen |
| S000011985 | \$ 6,519,901,181 |
| | |
| | |
| SEC File Number 811 - 21506 | |
| Provide the regulatory assets under management of all parallel ma advise. | naged accounts related to a registered investment company (or series thereof) or business development company that yo |
| sen-id.; ,v ~?-^y^ r .^^y^w^^jr^ | Parallel Managed /iccount Regulator^ |
| | \$ 987,661,439 |
| | |
| | |
| SEC File | |

Number

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«*lb^V*::^

\$ 450,773,343 j

| File #: O2023-899, Version: 1 | | | | |
|---|--|--|--|-----------------|
| | | | | |
| | | | | |
| SEC File Number 811 - 21624 | | | | |
| Provide the regulatory assets under management of all padvise. | parallel managed accounts related t | o a registered investment company (or | series thereof) or business development company the | nat you |
| | | \$ | _ J | 980,578 |
| | | | | |
| | | | | |
| SEC File Numb | 811 | - | | 2165 |
| Provide the regulatory assets under management of all $\ensuremath{\text{p}}$ advise. | parallel managed accounts related t | o a registered investment company (or | series thereof) or business development company the | nat you |
| S«rlWID^Wv-^ | | Parallel AtoniperfAccwunr/Regulate^ | 2月 | |
| | | \$ 321,783,160 ! | | |
| | | | | |
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| | | | | |
| SEC | | | | |
| File Numb | 811 | - | | 2170 |
| Provide the regulatory assets under management or all advise | parallel managed accounts related | to a registered investment company (or | series thereof) or business development company the | nat you |
| Series ID '•;yiv'^."-' •:• Y,/n;^-,J-Y\f^^~~-' •-;':"i-';^^[-:;v];.;- | | Parallel Managed Account Regulatory | assets.under ifuihagementv;v. _! > _! ^*r>.V ^:.\>:vv*f ₁ v | <i>ı</i> . 1 |
| | | £ 647,688,695 I | | |
| | | | | |
| | | | | |
| | | | | |
| SEC File | | | | |
| Numb Provide the regulatory assets under management of all advise | 811 parallel managed accounts related | to a registered investment company (or | series thereof) or business development company the | 2172 nat you |
| | '-"V##*###V-;;;frA; "EJEA | Parallel Managed Accouri't.Regulatory \$ 897,419,813 | assets under.management i. >;∎∎¹/ A;¹ j | |
| | | | | |
| | | | | |
| | | | | |
| SEC File | | | | |

| File #: 0 | D2023-899, V e | ersion: 1 | | | |
|--|------------------------|--------------------------|-----------------------------------|--|--|
| Numb Provide the advise. | regulatory assets und | ler management of | 811 all parallel managed acco | ounts related to a registered investment company (or series | 21/6 thereof) or business development company that you |
| iserles'ID.::i? | v';.: | νM-;;;:^:^'iM ν-'^ | | PaHillel Managed Accounf Reg | f"5W;-^O-H^.'! |
| S000057851 | | | | \$ 70,664,848 | |
| advise | | - | | - ounts related to a registered investment company (or series | 2178 thereof) or business development company that you |
| Parallel Mana | aged Account Regulator | ry assets under man | agement | \$ 1,929,548,422 | |
| | | | | | |
| SEC File Numb Provide the advise. | regulatory assets und | er management of | 811 all parallel managed acco | - ounts related to a registered investment company (or series | 2179 thereof) or business development company that you |
| Series ID • | •• . i'"ir"'."; | .ec ^{(a} . f) e | .•• J-V- :V. | Parallel Managed Account Regulatory assetsu | ınder h«nagojnmt'V™'.'*:^~V-' 'V,j |
| | | | | \$ 52,798,926 | |
| SEC File Nu Provide the advise. | e regulatory assets un | der management of | 81 f all parallel managed acc | ounts related to a registered investment company (or series Parallel M*r£ge^.Accoun£Reguur&^ \$ 257,282,248 j | 21 thereof) or business development company that you |
| SEC File Num Provide the advise. s*'H«:ib\';ffiiv* | | der management of | 811 f all parallel managed acc | ounts related to a registered investment company (or series Parallel'Managed Account∎ Regulatory,asseit \$ 709,541,952 1 | |
| | | | | | |

SEC

| File #: O2023-899, Version: 1 | |
|---|--|
| File Number . 811 - 22061 | |
| Provide the regulatory assets under management of all parallel ma advise. | naged accounts related to a registered investment company (or series thereof) or business development company that you |
| S-Win: 1D. M. :: ^ V- ** ^ 'v-C^M: 'Vr: - 1^r: t- ' · / / / / / / / / / / / / / / / / / / | ParaUeiHahaged <file: paraueihahaged=""> Account^</file:> |
| | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| SEC File Num Provide the regulatory assets under management of all paralle advise. | 811 - 224 I managed accounts related to a registered investment company (or series thereof) or business development company that you |
| SerieaiD: $1j: \forall v^i;, ? \forall Wr. > v'j$ $*vZ \sim "' \cdot \bullet \bullet \cdot x^i - \cdot t^i > t \bullet$ | $W_{;_}v^{s>i\kappa}$ - ?i'r: $l\&nileU'Mahag^{\wedge}AccbuhtRegu^{\wedge}$ \$ 2,286,994,816 |
| | |
| SEC File Num Provide the regulatory assets under management or all paralle advise | 811 - 226 I managed accounts related to a registered investment company (or series thereof) or business development company that you |
| ISertea IP . | |
| | |
| | [\$ 2,646,605,567 |
| | |
| SEC File Number 811 - 22774 | |
| Provide the regulatory assets under management of all parallel advise. | managed accounts related to a registered investment company (or series thereof) or business development company that you |
| S«r'lgS'ID'-' -V' | -''.s s'-'.y-y}:£~'^:£: <u \paraim-<file:="" paraim-="" y';="">Managed Account Rf^ufatbry'asset- under m'anagei.w.t^^ \$ 1,239,369,302</u> |
| | |
| SEC File Numbe | 811 - 23213 |
| Provide the regulatory assets under management of all parallel advise | managed accounts related to a registered investment company (or series thereof) or business development company that you Parallel Managed Account Regulatory assets under mahagemeVii** ^ |

| | | \$ 37,085 | |
|--|--|---|------------------------------|
| | | | |
| | | | |
| | | | |
| SEC File Number 811 - 23285 | | | |
| Provide the regulate advise | ory assets under management of all parallel managed account | unts related to a registered investment company (or series thereof) or business develo | opment company that yo |
| iSeries IP ' | : mm' = | "'V. , ^Parallel Managed Account Regulatory assets und | der management '• |
| | | | |
| | | | |
| SEC File Number | | | |
| 811 - 23339 | | | |
| Provide the regulate advise. | ory assets under management of all parallel managed accou | unts related to a registered investment company (or series thereof) or business develo | opment company that yo |
| Series IP | . :1, | ^Parallel Managed Account Regulatory assets under management < . $\$107,\!271,\!895,\!414$ | |
| | | | |
| | | | |
| SEC File | | | |
| Numbe | 811 | - | 2334 |
| | ry assets under management of all parallel managed accounts re <u>count R^ };y-frrt/&; X'y/:";'Y~</u> | related to a registered investment company (or series thereof) or business development com | pany that you |
| | | | |
| | | | |
| SEC File | | | |
| Numb Provide the regulato Series ID^ | 811 ory assets under management of all parallel managed accounts re | related to a registered investment company (or series thereof) or business development com | 233 pany that you advise. |
| | | \$ 17,466,314,889 | I |
| | | | |
| | | | |
| SEC File Number | | | |
| 811 - 23343 | | | |
| Provide the regulate advise. | ory assets under management of all parallel managed account | unts related to a registered investment company (or series thereof) or business development | opment company that yo |

| File #: O2023-899, Version: 1 | |
|--|---|
| | Paramrimanaged Account Regulatory atsent under management "\$\mathcal{t}-11: V1 /; V |
| | \$ 2,247,455,620 |
| | |
| | |
| | |
| | |
| SEC | |
| File Numbe | |
| r 23345 | 811 - |
| | |
| Provide the regulatory assets under management of all parallel managed accounts relat advise | ed to a registered investment company (or series thereof) or business development company that you |
| | i>ara7/ef>«a;ia^ |
| \$ 148,678,962 | |
| | |
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| SEC File | |
| Numb 811 | - 2334 |
| Provide the regulatory assets under management of all parallel managed accounts relat advise. | ted to a registered investment company (or series thereof) or business development company that you |
| s.r, D,V^^ | Para/fe/'Managed Acraunt Regulatory assets under mariag vVvl |
| T. | \$ 3,002,527,796 |
| | |
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| SEC File Number | |
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| 811 - 23357 | |
| | |
| Provide the regulatory assets under management of all parallel managed accounts rela advise | ted to a registered investment company (or series thereof) or business development company that you |
| Series ID . • . ? -^'"∨f;-"';C'y ':~fc'∨-;>'.':∎,■> | Parallel Managed Account Regulatory 'Bsseb':under managemeht\\ - YY '-^; '' - |
| , | \$ 187,795,377 |
| | ¥ - 0, - 0, - 0, - 0, - 0, - 0, - 0, - 0 |
| | |
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| | |
| SEC | |
| File | - 233 |
| Provide the regulatory assets under management of all parallel managed accounts rela | ted to a registered investment company (or series thereof) or business development company that you |
| advise. | |
| •Series ID .: $*^{\wedge n}<-i;-J^{\wedge}:-i':V-;iA^{\wedge}y:;$ • $>^{i}_{I}^{\wedge}v''-{}^{\wedge N}V'^{\wedge}i^{\wedge \wedge m}S^{\wedge}y$ | Panllel Managed Account Hegulatoiy.a |
| | \$ 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.

[\$T22,366

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

| As»_"Tvpc'>; ',',';>,:^>: | •* 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"

(iv) U.S. State and Local Bonds

%

- (v) Sovereign Bonds (vi) Investment Grade Corporate Bonds (vii) Nc0/0 0/0 0/0 0/0
- (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 |%
- (xn) Other |%

Generally describe any assets included in "Other"

SECTION S.K.(2) Separately Managed Accounts - Use of Sorroiv/ngsand 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 I 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 | | | | | W | 'Manageı | ment j | Borrowin | gs ' | | | ■ (3) Derivative |
|----------------------------------|---------|-----|----|-----|----|----------|-----------------------------|-----------------------|------|---|-----|------------------------------|
| { (■) Interest Rate j Derivative | ₽ #'# # | | | | | | (b) Foreign I Derivative | Ex(c) Cred Derivat | | <d) equity<="" th=""><th></th><th>odity(f) Otner Derivative</th></d)> | | odity(f) Otner Derivative |
| Less than 10% j | • | 1 : | \$ | : % | | | % | % | | % | % | % |
| 10-149% | | | | | \$ | | % | % |] | % | j % | % |
| | | | _ | | \$ | : % | | | | | | |
| 150% or more | \$ | i | \$ | 0/• | | | % | % | ! | % | j % | % |

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) Regulat j | ory Assets (2) Borr | rowings | | (3) Derivative Exposures | | | | | |
|---|------------------|---------------------|---------|-----|-------------------------------|---------------|--------------------------------------|-----------------------------|---------------------|--|
| | | | | | Ca) Interest Rate (b) Foreign | Excha(c) Cred | dit Derivati(d) Equity Derivative | (e) Commodity Derivative | (f) Other Derivativ | |
| Less than 10% | \$ | I | % | [% | | % | % | % | % | |
| 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.

(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 firm⁷
- 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)
- 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

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Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities

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are actively engaged m 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 business⁷

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 clients⁷

If "yes," describe this other business on Section 6.B.(3) cf Scneduie D, and ifyou engage in this business under a different name, provide that name.

Yes No

rf?rr

Yes No

.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 vou sell to vour client. You mav omit products and services that vou listed m 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

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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

pprr

P (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

f~ (7) futures commission merchant

PPP

- 8) banking or thrift institution
- 9) trust company
- 10) accountant or accounting firm
- 44\ |-....----

- 11) lawyer or law tirm
- 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

Sote 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 S.B.(I). 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: (I) you have no business dealings with the related person m 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. cf 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)(l)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 ofthe 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) (ir 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) I"~ registered municipal advisor
 - d) I- 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) J- futures commission merchant
 - h) I"~ banking or thrift institution
 - (i) i~* trust company
 - (j) f" accountant or accounting firm
 - (k) 1" lawyer or law firm
 - (I) insurance company or agency
 - (m) I pension consultant
 - (n) real estate broker or dealer
- (o) I sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

Yes No

,

- (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 f-

File #: O2023-899, Version: 1 Are you and the related person under common control⁷ 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 (? 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 mdependent (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 person7 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. State. Country 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 registration⁷ рC 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 Do related share supervised vou ana person anv persons7 C (? 12. Do the related physical location vou and person share the same p <? 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 Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer Ρ other investment adviser (including financial planners) b) '(c) f registered municipal advisor V registered security-based swap dealer d) e) F" major security-based swap participant r commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) f~ futures commission merchant r~ banking or thrift institution (i) f trust company Q) f~ accountant or accounting rirm (k) I"" lawyer or law firm (1) F~ insurance company or

agency

| File | e #: O2023 | -899, Versio | n: 1 | | | | | | | | | | | | |
|-------|--|---|-----------------------|---------------------|-------------------|--------------------|--------------|-------------------------|------------------|-------------------------|---------------|-----------|------------------|---------|-----------------------|
| | (n) I" real esta | consultant te broker or | | | | | | | | | | | | | |
| Yes | No | or syndicator of limit | ed partnersh | nips (or eq | uivalent), exc | cluding pooled i | investment | vehicles | | | | | | | |
| r rı | | general partner, ma | ınaging men | nber (or ed | ղuivalent) of բ | pooled investme | ent vehicles | 5 | | | | | | | |
| 6. | Do you control or a | re you controlled by | the related | person ⁷ | | | | | | | | | | | |
| 7. | Are | you | | and | | the | relat | ted | pers | son | unde | r | comr | non | control |
| f? p | | | | | | | | | | | | | | | |
| | a) Does the rela | ted person act as a | qualified cus | stodian for | your clients i | in connection w | rith advisor | y service | s you provide | to clients ⁷ | | | | | |
| | p fy | | | | | | | | | | | | | | |
| | b) If you are reg p p | istering or registered | d with the SE | EC and you | u have answ | ered "yes," to qu | uestion 8.(a | a) above | , have you ove | rcome the pres | sumption th | hat you a | re not operation | onally | |
| | | pursuant to rule 206 the related person ⁷ | | from the r | related persoi | n and thus are r | not required | d to obta | in a surprise e | xamination Tor | your clien | ts' funds | or securities ti | hat are | |
| | c) If you have andc) Number and | nswered "yes" to que Street 1: | estion 8.(a) a | above, pro | vide the loca | tion of the relate | | s office r per and s | | custody of you | ır clients' a | ssets* | | | |
| | City: | | Coun | try. | | ZIP+4 | /Postal Co | ode: | e: | | | | | | |
| 9. | | (a) | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | Yes N registration |
| p p | | (u) | | 110 | rolated | pordon | 10 | un | investment | advisor, | 15 | | олоттре | 110111 | rogionanon |
| | (b) If the answer i | s yes, under what ex | kemption ⁷ | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| ' 10. | (a) Is the related | person registered wi | ith a foreian | financial r | egulatorv aut | thoritv ~> | | | | | | | | | |
| | | yes, list the name a | - | | - | | | | ith which the re | elated person is | s registered | d. | | | |
| 11. | Do you and the re | lated person share a | any supervis | ed person | es^7 | | NO | illioillia | uon i lieu | | | | | | |
| 12. | Do you and the re | ated person share t | he same phy | ysical loca | tion ⁷ | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 1. | Legal Name of Re | | | | | | | | | | | | | | |
| | BLACKROCK PRI | VATE EQUITY CO- | INVESTME | NTS 2021 | (GENPAR) S | S.A.R.L. | | | | | | | | | |
| 2 | | Vame of Related Pe VATE EQUITY CO- | | NTS 2021 | (GENPAR) S | S.A.R.L. | | | | | | | | | |
| 3. | Related Person's S | EC File Number (if | any) (e.g., 8 | 01-, 8-, 86 | 6-, 802-) | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 4. | Related Person's a) CRD Number | r (if any). | | | | | | | | | | | | | |
| | b) CIK Number | | | | | | | | | | | | | | |
| | 2, 0 | (5) (4) | | | | | No | Informa | tion Filed | | | | | | |
| 5. | Related Person is: | (check all that apply | v) | | | | | | | | | | | | |
| ٥. | a) f~ broker-de | aler, municipal secu | ırities dealer | - | | ties broker or de | ealer | | | | | | | | |
| | c) r" registered | estment adviser (mc I municipal advisor | - | ciai planne | ers) | | | | | | | | | | |
| | | security-based swa _l urity-based swap pa | | | | | | | | | | | | | |
| | | y pool operator or commission merchan | | ading advi | sor (whether | registered or ex | xempt from | registra | tion) | | | | | | |

| HII | File #: 02023-899, Version: 1 | |
|-------------|---|--|
| | 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. p ^ | · | Yes No by the related person |
| 7. & p | | under common control |
| 8 p fr | | nnection 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 overcor p p | ne 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 example. | ination for your clients' funds or securities that are |
| | 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 cust | ody 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. | 9. (a) If the related person is an investment adviser, is it exempt from registration ⁷ | Les inc |
| 9. | p p 9. (b) If the answer is yes, under what exemption ⁷ | |
| | (a) Is the related person registered with a foreign financial regulatory authority ⁷ PC (b) If the answer is yes, list the name and | describer in Couline of each foreign financial regulatory authority with |
| 11. | which the related person is registered. * jNarrieof Country/English Name'of Foreign Financial Regulatory Authority ' j Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector j 11. Do you and the related person share any supervised persons ⁷ p | *** |
| 12 D | 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. | 2. Primary Business Name of Related Person : BLACKROCK MEXICO MANAGER II, S. DE R.L. DE CV. | |
| 3. | 3. Related Person's SEC File Number (if any) (e g , 801-, 8-, | |
| | 866-, 802-) or Other | |
| 4. | 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 | |

| File | e #: | : O2023-899 | 9, Version | : 1 | | | | | | | | | | | |
|-----------|---------------|--|----------------------|----------------------|-------------------|------------------------------------|----------------------------------|-------------------------------|-----------------------------|-----------------------------|----------------|-----------------|------------|----------|---------------------------|
| | 0) | P banking or thrift P trust company P accountant or ac P lawyer or law fir | ccounting firm | | | | | | | | | | | | |
| | . , | P insurance comp | | | | | | | | | | | | | |
| | (m) l (n) | • | | | | | | | | | | | | | |
| | (o) | P sponsor or synd | licator of limited p | partnerships (or e | | | | | | | | | | | |
| | (p) | P sponsor, genera | ai partner, manag | ging member (or | equivalent) of po | ooled investm | nent venicie | es | | | | | | | Yes No |
| 6. p ^ | | | Do | you | control | or | are | ! | you | controlled | by | the | | related | person ⁷ |
| 7 f? p | Are | ус | ou | and | the | | related | | person | 1 | under | | commo | on | control ⁷ |
| 8 | (a) | Does the related pe | erson act as a qu | alified custodian | for your clients | in connection | with advis | orv service | s vou provid | e to clients ⁷ p | | | | | |
| | b) | if you are registerii | | | | | | | | | resumption t | hat you are no | ot operat | ionally | |
| | b) b) | independent (purs maintained at the | | (4)-2(d)(5)) from t | he related perso | on and thus a | re not requ | uired to obt | ain a surprise | e examination fo | or your client | ts' funds or se | curities t | hat are | |
| | c) | if you have answer | | stion 8.(a) above, | provide the loca | ation of the re | | | | or custody of yo | our clients' a | ssets: | | | |
| | c) | Number and Stree City: | t 1: | State- | | | | umber and ountry. | Street 2' | ZIP | +4/Postal C | ode. | | | |
| | | If this address is a | private residend | ce, check this box | (- P | | | | | | | | | | Yes No |
| 9. | | (a) | | [f the | related | person | is | an | investment | adviser, | is | it ex | empt | from | registration ⁷ |
| рр | (b) | If the answer is yes | . under what exe | emption ⁷ | | | | | | | | | | | |
| 40 | | | | | | | | | | | | | 0 | , | |
| 10 | (a) is | s the related person | registered with a | a toreign tinancia | i regulatory autr | iority ' | | | | | | | C | (• | |
| (b) | if the | e answer is yes, iist Name of Country/I Mexico - National | Engl ton N»ma,b | iForeign Financia | al Regulatory A | financial regi uffiiHyf-i&ih if | ulatory auti V ^{! 1} | hority with ' ^ ■ ■'. ■ '. | which the rela ^'1M)'^£1 | ated person is r | egistered. | | | | |
| 11. [| о уог | u and the related pe | rson share any s | supervised perso | ns ⁷ p | | | | | | | | | | |
| : | | 12 Do | you | and | the | relat | ted | person | s | share | the | same | ı | ohysical | location ⁷ |
| p (7 | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| lega | Nam | ne of Related Persor | 7- | | | | | | | | | | | | |
| | | OCK DIVERSIFIED | | FUND GP LTD | | | | | | | | | | | |
| 2. | Pers | nary Business Name son-BLACKROCK D VATE DEBT FUND | IVERSIFIED | | | | | | | | | | | | |
| 3. | Rela | ated Person's SEC F | File Number (ir ar | ny) (e.g., 801-, | | | | | | | | | | | |
| | 8-, 8 Othe | 866-, 802-) or er | | | | | | | | | | | | | |
| 4. | Rela | ated Person's CRD Number (if ar | nv): | | | | | | | | | | | | |
| | b) | CIK Number(s) (if a | | | | | | | | | | | | | |
| | -, | | 77 | | | No In | formation F | Filed | | | | | | | |
| 5. | Rela | ted Person is: (che | eck all that apply |) | | | | | | | | | | | |

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(a)Pbroker-dealer, municipal securities dealer, or government securities broker or dealer

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|-------------|--|
| | (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 (I) 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 |
| 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 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)(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 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- 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 ⁷ |
| 10 | |
| 70 | (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 ⁷ |
| ■ 12 | 2. Do you and the related person share the same physical location 7 |
| | |
| | |
| | |
| | |
| | |
| | |
| Ye | s No |
| r | a- |
| r | arr |
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| | |

Yes No

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) 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

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

n) maintained at the related person⁷

If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible Tor custody of your clients' assets.

c) Number and Street 1: Number and Street 2.

City State- Country: ZIP+4/Postal Code:

File #: O2023-899, Version: 1 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"? рр 9. (b) If the answer is yes, under what exemption' 10. (a) Is the related person registered with a foreign financial regulatory authority 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 Do person the related share you and anv supervised persons7 Do the related person share the same physical location7 vou and 1 Legal Name of Related Person GEPIF III (GENPAR), ,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 CRD Number (if any): b) CIK Number(s) (if any): No Information Filed Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) registered municipal advisor Р c) Р registered security-based swap dealer d) f" major security-based swap participant e) (0 Р commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant g) Р h) banking or thrift institution (i) f~ trust company (j) P accountant or accounting firm (k) • P (I) P insurance company or agency (m) P pension consultant (n) P real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) Yes No (p) P" sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related 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 (?

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related

person

under

Are

vou

and

the

common

control²

| b) | If you ar | e registering | g or | registered | with i | the SE | C an | d you | have | answered | "yes," | to questi | on 8.(a) | above, | have | you d | overcome | the | presumptio | n that | you | are | not (| operationally |
|----|-----------|---------------|-------|------------|-----------|----------|-------|---------|-------|------------|--------|-------------|----------|----------|---------|--------|-------------|-------|--------------|---------|----------|--------|--------|---------------|
| | indepen | dent (pursua | nt to | rule 206(4 | 1)-2(d)(. | 5)) froi | n the | related | perso | n and thus | are no | ot required | to obta | in a sur | orise e | xamina | ation for y | our c | lients' fund | s or se | ecuritie | es tha | at are | e maintained |
| | at the re | lated 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

rr

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 exemption⁷

- 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 persons⁷
- 12. Do you and the related person share the same physical

location7

- Legal Name of Related
 Person. BOARDWALK I
 (GENPAR), LLC
- Primary Business Name of Related Person. BOARDWALK I (GENPAR),

 I Compare the second of the
- 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
 - 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
 - (I) 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 7 p

| Fi | le # | # : O202 | 3-89 | 9, Vers i | ion: 1 | | | | | | | | | | | | | | | | |
|--|------------------------------------|--|--|---|--|------------------------|------------|----------------|--------------------------------|-------------|-------------------------------------|-------------|--------|--------------|------------|--------------|--------------|------|---------|----------------|----------------------------|
| 7. | Are | you and the | related j | person unde | er common d | control ⁷ (| 0 | | | | | | | | | | | | | | |
| 8. | (a) | Do | es th | e related | person | act | as a | qualified | custodian | Tor | your | clients | in | connection | with | advisory | services | you | provide | to | clients |
| p (| b) b) c) c) | p p independe maintained | nt (pursu at the r | uant to rule 2 elated perso ed "yes" to o | 206(4)-2(d)(on ⁷ | (5)) from a) above | the relat | ed person a | ed "yes," to quand thus are no | not require | red to ob n's office nber and | btain a sui | rprise | examination | for your | clients' fun | ds or securi | | | | |
| | | | ess is a | private resid | | | x: P | | | 004. | , | | | | ,, | 0000. | | | | | Yes No |
| 9. | (a) p p | If the related | l person | is an invest | ment advise | er, is it e | xempt fro | om registrat | ion ⁷ | | | | | | | | | | | | |
| 9. | | | | | | | | | 7 | | | | | | | | | | | | |
| 10 | (a) p rr | Is the relate | d persor | registered | with a forei | gn finand | ial regula | atory author | rity ' | | | | | | | | | | | | |
| 10 | (b) | If the answe | r is yes, | list the nam | e and coun | try, in Er | nglish of | each foreigr | n financial reg | | | with which | | related pers | on is regi | istered | | | | | |
| 11. <r< td=""><td></td><td>Do</td><td></td><td>you</td><td>and</td><td></td><td>the</td><td></td><td>related</td><td>p</td><td>erson</td><td></td><td>shar</td><td>e</td><td>any</td><td>s</td><td>supervised</td><td></td><td>persons</td><td>s⁷</td><td></td></r<> | | Do | | you | and | | the | | related | p | erson | | shar | e | any | s | supervised | | persons | s ⁷ | |
| 12. tr (| | Do | | you | and | | the | | related | pe | erson | | share | ; | the | sa | me | phy: | sical | | location |
| | BLA NHI Prin Rela | ated ACKROCK RS GP, LLC mary ated RS GP, LLC | | | | | | Business | | Person | Name n: | | | Ν | lame | | | | | BLAC | o Person o CKROCk |
| 3. | Rela | ated Person's | SEC Fil | e Number (i | f any) (e.g., | 801-, 8- | , 866-, 80 | 02-) | | | | | | | | | | | | | |
| | (a) | ated Person's | er (if any | , | | | | | | | | | | | | | | | | | |
| | (D) | CIK Numbe | (S) (II al | ıy <i>)-</i> | | | | | No | Informati | ion Filed | i | | | | | | | | | |
| 5. | Rela a) b) c) d) e) | P other in | ealer, m vestmen ed munic ed secur | unicipal sec t adviser (in cipal advisor ity-based sv | urities deale cluding fina - vap dealer | _ | | t securities I | oroker or deal | ler | | | | | | | | | | | |
| | (I) | P futures P banking P trust col P account | commiss or thrift mpany ant or ac r law rirn e compa | sion mercha institution ecounting firm n any or agend | nt m | trading a | dvisor (w | vhether regi | stered or exe | mpt from | ı registra | ation) | | | | | | | | | |

| Fi | le# | : O2023-8 | 99, Versio | n: 1 | | | | | | | | | | |
|-----------|--|---|---|---|------------------|---------------------|---------------------------------|------------------------|-------------------|--------------|------------|--------------|----------------------|------------------|
| | (o) F | | ndicator of limited | partnerships (or equaging member (or ec | | | | | | | | | | |
| 6. | | Do | you | contra/ | or | are | you | contro//ed | by | | the | | related | Yes No person |
| 7. (? |) | Are | you | and | | the | related | person | | under | | comn | non | controF |
| 8. | (a) p (•* | Does the related | person act as a c | qualified custodian fo | r your clients i | n connection wit | h advisory servic | es you provide to clie | ents ⁷ | | | | | |
| 8. | | If you are registe | ring or registered | with the SEC and y | ou have answe | ered "yes," to qu | estion 8.(a) abov | e, have you overcom | e the presump | otion that | you are n | ot operatio | nally | |
| | рp | | rsuant to rule 200 e related person ⁷ | | e related perso | n and thus are n | not required to ob | otain a surprise exami | ination for you | r clients' i | funds or s | ecurities th | at are | |
| | | If you have answ ber and Street 1: | | stion 8.(a) above, pr | ovide the local | tion of the related | d person's office Number and | responsible for custo | dy of your clie | nts' asset | ts' | | | |
| | | City: | | State: nce, check this box: | Р | | Country: | G., 55, 2. | ZIP+4/Pos | tal Code: | | | | Yes No |
| 9 p p | | | (a) | lf the | related | person | is an | investment | adviser, | is | it | exempt | from | registration |
| | (p) | If the answer is y | es, under what e | xemption' | | | | | | | | | | |
| 10. | (a) p ^ | Is the related per | son registered wi | th a foreign financial | regulatory aut | hority ⁷ | | | | | | | | |
| 10 | (o) | If the answer is y | es, list the name | and country, m Engl | ish of each for | eign financial rec | | with which the relate | ed person is re | gistered. | | | | |
| 11. (? | | Do | you | and | the | related | person | share | any | | supervis | sed | persons ⁷ | |
| | | ou and the relate | d person share th | ne same physical loc | ation' p | | | | | | | | | |
| 1 | Relate | ted Person. CKROCK PEP I, LLC | | | | | | | | | | | | |
| 2 | | ary Business Nar on: BLACKROC | | | | | | | | | | | | |
| 3 | Rela | ted Person's SE0 | File Number (if | any) (e g., 801-, 8-, 8 | 866-, 802-) | | | | | | | | | |
| 4 | | ed Person's CRD Number (if | any)- | | | | | | | | | | | |
| | b) | CIK Number(s) (| if any). | | | No | Information Filed | d | | | | | | |
| 5 | a) b) c) d) e) (0 g) h) | P other investr P registered m P registered si P major securi P commodity p P futures comm P banking or tl P trust compal | er, municipal secu- ment adviser (incliunicipal advisor ecurity-based swa ty-based swap pa pool operator or comission merchant prift institution | articipant ommodity trading ad | ners) | | | ration) | | | | | | |

(k) P lawyer or law firm

| | (t) (m) (n) (n) (o) (p) | P real estate broker P sponsor or syndica | or dealer ator of limite | d partnerships | | lent), excluding pooled inv | | es | | | | | |
|--------------|-------------------------------------|---|---|--|---------------|--|-------------------|---------------------------|---|-------------------|----------------|------------|-------------------|
| | _ | | | | 7 | | | | | | | | Yes |
| 6. | Do y | ou control or are you o | controlled by | the related pe | rson' p | | | | | | | | |
| 7. | | Are | you | | and | the | related | | person | under | | common | contro |
| (7 |) | | | | | | | | | | | | |
| 8. | (a) | Does the | related | person act | as a | a qualified custodian | for your | clients | in connection | with advis | ory services | you prov | vide to client |
| pf | b) b) c) c) | p p independent (pursual maintained at the rela | nt to rule 200 ated person: I "yes" to qu | 6(4)-2(d)(5)) fro ? estion 8.(a) abo State: | om the rela | nave answered "yes," to quated person and thus are related the location of the related | not required to o | obtain a su ce respons | rprise examination sible for custody of | for your clients' | funds or secur | | Yes N |
| 9. 9. | рр | If the related person is | | | it exempt f | rom registration ⁷ | | | | | | | 1031 |
| 10. | (a) p rr | ls the related person r | egistered wi | ith a foreign fina | ancial regu | ulatory authority ⁷ | | | | | | | |
| 10. | (b) | If the answer is yes, lis | st the name | and country, in | English of | f each foreign financial re | | ty with whi | | son is registered | | | |
| 11. (i~ | | Do | you | and | | the relate | | person | share | any | 1 | supervised | person |
| 12. fi- p |) | Do | you | and | the | related | person | | share | the | same | physical | locatio |
| 1. | _ | al Name of Related Pea CKROCK CAPITAL Ma | | NT, INC. | | | | | | | | | |
| 2. | Rela | ary Business Name of t&d Person: BLACKRO ITAL MANAGEMENT, | OCK | | | | | | | | | | |
| 3. | | ted Person's SEC File , 802-) 801 - 57038 r | Number (ir | any) (e.g., 801- | -, 8-, | | | | | | | | |
| 4. | a) | ed Person's CRD Number (if any): 108069 CIKNumber(s) (if any) CIK^Number^\:^,^::- 108069 108069 | | V;: &V'V jf' | ^>'.¹*/ ".IK | 'Tft y- ₁ >'.v. \^^<^':^j | | | &';<^_^^ | | | | v r^VS-&i'-ffiffi |
| 5. | | ed Person is: (check a | | | r governme | ent securities broker or de | a aler | | | | | | |

other investment adviser (including financial planners)

| | d) F e) F (0 Pc g) F h) r (i) F Q) rac (k) rla (l) Pii (m)Pp (n) Pr | registered s | mission merchant hrift institution ny counting firm any or agency ant er or dealer | articipant nodity trading ad t | | gistered or exemp | | n) | | | | |
|-----------|---|--|--|--------------------------------------|------------------------|--------------------------|---------------------|----------------------|-----------------------|-----------------------|-------------------|------------|
| (p) | spon. | sor, general pai | tner, managing m | nember (or equiv | valent) of pooled | investment vehicle | es Do you contro | l or are you contro | lled by the related p | person ⁷ | | |
| Yes | No | | | | | | | | | | | |
| rrı | - | 7 | | A | | | All a | and the d | | den | | |
| ^ p | | 7. | | Are | you | and | the | related | person | under | common | contro |
| 8. p ′ | (a) | Does | the related | person act | as a qua | alified custodiar | n for your | clients in co | onnection with | advisory service | s you provide | to cfients |
| · | b) | If you are regis | stering or register | ed with the SEC | and you have ar | nswered "yes," to | question 8.(a) ab | ove, have you ove | ercome the presump | otion that you are no | t operationally | |
| | b) | independent (p | | | om the related pe | erson and thus are | not required to a | obtain a surprise e. | xamination for your | clients' funds or sec | curities that are | |
| | b) c) | If you have an | <i>the related persor</i> swered "yes" to q | | ove, provide the | location of the rela | ated person's offic | ce responsible Tor | custody of your cli | ents' | | |
| | c) | assets. Number and S | treet 1: | | | | Number an | d Street 2. | | | | |
| | | City: If this address | is a private resid | State- lence, check this | s box: f | | Country: | | ZIP+4/Post | al Code' | | |
| 9. | (a) P ^ | U the related pe | erson is an investr | ment adviser, is | it exempt from re | egistration ⁷ | | | | | | Yes No |
| 9. | | If the answer is | yes, under what e | exemption ⁷ | | | | | | | | |
| 10 | . (a) | Is the related pe | erson registered w | vith a foreign fina | ancial regulatory | authority 7 | | | | | | |
| 10 | . (b) | If the answer is | yes, list the name | e and country, in | English of each | foreign financial re | | | elated person is reg | jistered. | | |
| 11 | . Do y | ou and the rela | ted person share | any supervised _l | persons ⁷ p | | No Infor | mation Filed | | | | |
| 12 ^ r | | Do | you | and | the | related | person | share | the | same | physical | location |
| F | IXED I | | RTUNITIES NER (GENPAR), LL | С | | | | | | | | |
| | | • | me of Related Pe RTUNITIES NER (GENPAR), LL | 0 | | | | | | | | |
| 3. | Relat | ed Person's SE | C File Number (if | any) (e.g., 801-, | , 8-, 866-, 802-) | | | | | | | |
| 4. | | <i>ed Person's</i> CRD Number (| if any) | | | | | | | | | |

File #: O2023-899, Version: 1 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) I™* registered municipal advisor c) d) I" registered security-based swap dealer e) f" major security-based swap participant (0 I" commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) I~~ futures commission merchant P banking or thrift institution I"" trust company (i) Q) f~ accountant or accounting firm (k) f" lawyer or law firm (I) f~ insurance company or agency (m) I~ 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 Yes No Do controlled related you person7 person Are you and related 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 r? 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)(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 person7 IT 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: State: Country: 7IP+4/Postal Code: IT 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 registration⁷ (b) If the answer is yes, under what exemption⁷ 10. (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 related supervised persons7

12.

Do related share location7 vou and person same physical

f2 C

1. Legal Name of Related Person:

BLACKROCK MEXICO OPERADORA, S.A. DE C.V., SOCIEDAD OPERADORA DE FONDOS DE INVERSION

Primary Business Name of Related Person: BLACKROCK MEXICO OPERADORA, S.A. DE C.V., SOCIEDAD OPERADORA DE FONDOS DE INVERSION

| Fil | e # | : O2023 | -8 | 99, | Versio | on: 1 | | | | | | | | | | | | | | | | | |
|------------|--|--|-------|---------|-------------|----------------|---------|--------|---|-----------|-----------|--------|------------|---------|--------|------------|--------|-----------|----------|-------|---------|----|---------|
| 3. | Rela | ted Person's S | SEC | File N | Number (if | any) (e.g. | ., 801- | , 8-, | | | | | | | | | | | | | | | |
| | 866- Othe | , 802-) or er | | | | | | | | | | | | | | | | | | | | | |
| 4. | <i>Rela</i> a) | nted Person's CRD Numbe | r (ir | any): | | | | | | | | | | | | | | | | | | | |
| | b) | CIK Number(| s) (i | if any) | : | | | | | | No | Inform | nation Fil | led | | | | | | | | | |
| 5 | a) b) c) d) e) (0 g) h) (i) Q) (k) (l) (m) F (n) r | P other investment adviser (including financial planners) P registered municipal advisor registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution | | | | | | | | | | | | | | | | | | | | | |
| 6. | | Do | | y | ou/ou | con | trol | | o | or | are | | you | | contro | olled | by | | the | rel | ated | | person |
| C f? 7. | • | Are | | | you | , | | and | | ti | he | , | related | | , | person | | under | | commo | nn | | control |
| (t C | | Aic | | | you | | | anu | | u | | , | Cialcu | | , | 5013011 | | unuci | | commo | ,,, | | CONTO |
| 8. | (a) | Does | 6 | the | related | person | act | as | а | 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' Tunds 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: If this addres | s is | a priv | rate reside | Statence, chec | | box- F | | | | Co | ountry | | | ZIF | +4/Pos | tal Code: | | | | | Va-N |

City: State:

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 registration⁷

(? 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 $^{\prime}$

fΓp

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.

[rlameof Country/Engl/h Nnme of Fbretfn//rii/nd
j Mexico - National Commission for Banking and Securities

11. Do you and the related person share any supervised persons $^{7}\,\mathrm{p}$

12. Do you and the related person share the same physical location' p

(b) If the answer is yes, under what exemption⁷

| 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 (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. Yes | | |
| | | |
| 6. | 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 client | nts |
| 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 | |
| | 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 ⁷ | |
| | o) If you have answered "yes" to question 8 (a) above, provide the location of the related person's office responsible Tor 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 | N |
| 9. p p | (a) If the related person is an investment adviser, is it exempt from registrat | 101 |
| • | | |
| | | |

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- 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 (ir any):
- CIK Number(s) (if anv):

No Information Filed

Related Person is1 (check all that apply)

- 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
- f~ registered security-based swap dealer d)
- I" major security-based swap participant
- I™ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f)
- P futures commission merchant g)
- h) V banking or thrift institution
- (i) f trust company
- (j) F~ accountant or accounting firm
- (k) F lawyer or law firm
- (I) I- insurance company or agency
- (m) I"" pension consultant
- (n) I real estate broker or dealer
- (o) 1™ 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

- 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?
- 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* c) City State-Country: 7IP+4/Postal Code If this address is a private residence, check this box P"

- If the related person is an investment adviser, is it exempt from registration?
- 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 or Related Person. GCO II FUND B GP S.A R.L.

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powered by Legistar™

| 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. | r | |
| | (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 | |
| 6. | 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 m 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? 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 I: City State: 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 <~ | |
| 9 | (b) If the answer is yes, under what exemption ⁷ | |
| 10 | (a) Is the related person registered with a foreign financial regulatory authority 7 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 | |
| 11 <y< td=""><td>No Information Filed Do you and the related person share any supervised p</td><td>persons</td></y<> | No Information Filed Do you and the related person share any supervised p | persons |
| 12 ^ p | Do you and the related person share the same physical | location |

| File # | 02023 | 899 \ | /ersion: |
|--------|-------|-------|----------|
| | | | |

| | Legal Name Related 1824 EQUITY GP, LLC | o 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 | | | | | | | | | | | | |
| es I 6. | 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 registeration) from registration) (p) 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 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 Tor your clients m 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: City: State: 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 r | registration | | | | | | | | | | | |
| p | (b) If the answer is yes, under what exemption? | | | | | | | | | | | | |
| 0. | (a) Is the related person registered with a foreign financial regulatory authority ⁷ | | | | | | | | | | | | |
| | f*(T | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | |

File #: O2023-899, Version: 1 INO ILIIOITHAUOH FIIEU 11 Dο you and the related person share any supervised persons7 p p 12 Dο vou and the related person share same physical location? Legal Name of Related Person: BLACKROCK BOWLING GREEN (GENPAR), LLC Primary Business Name of Related Person: BLACKROCK BOWLfNG GREEN (GENPAR), LLC Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-) Related Person's CRD Number (if any): CIK Number(s) (if any): No Information Filed i Related Person is* (check all that apply) I⁻ broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) P registered municipal advisor c) P registered security-based swap dealer e) P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f) g) P banking or thrift institution h) P trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) 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 person⁷ 7. Are you and the related person under common control? 8. Does the related person act as a qualified custodian for your clients in connection with advisory services you provide (a) 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 ppindependent (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 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) 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? Р^

| File | e #: O2023-8 | 99, Version : | : 1 | | | | | | | | |
|------------|---|--|----------------------------|-------------------|--------------------|----------------------------|------------|--------------------|------------------|--|--------------|
| 9. | (b) If the answer is y | es, under what exe | mption? | | | | | | | | |
| 10. | (a) Is the related per C G | son registered with | a foreign financial r | egulatory autho | ority ⁷ | | | | | | |
| 10. | (b) If the answer is y | es, list the name an | d country, in Englis | h of each foreig | gn financial reg | | | related person is | s registered. | | |
| 11. p p | Do | you | and | the | related | No Information d perso | | share | any | supervised | persons |
| 12. | Do you and the relate | d person share the s | same physical locat | ion? | | | | | | | |
| | Legal Name of Relate BLACKROCK DIVER | | PPORTUNITIES II | GP, LLC | | | | | | | |
| '2 | Primary Business Nai | me of Related Perso | on. | | | | | BLACKROCK [| DIVERSIFIED PRIN | /ATE OPPORTUNITIES | S II GP, LLC |
| 3. | Related Person's SEC | File Number (if any | /) (e.g., 801-, 8-, 86 | 6-, 802-) | | | | | | | |
| | or Other | | | | | | | | | | |
| 4. | Related Person's | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| a) | , | | | | | | | | | | |
| b) | CIK Number(s) (if a | any): | | | | No Information | Filed | | | | |
| | alakad Danaan iso (ahaa | de all Mark and by | | | | | | | | | |
| a) | | municipal securities | - | | roker or deale | r | | | | | |
| b) c) | | nt adviser (including iicipal advisor | j financial planners) | 1 | | | | | | | |
| d) e) | - | ırity-based swap de based swap particip | | | | | | | | | |
| (0 | P commodity poo | ol operator or comm | | r (whether regis | stered or exem | pt from registration) | | | | | |
| g) h) | | | | | | | | | | | |
| (i) | l∼ trust company | | | | | | | | | | |
| Q) (k) | accountant or a f \rangle lawyer or law fi | accounting firm irm | | | | | | | | | |
| | F" insurance com i) f pension consu | pany or agency | | | | | | | | | |
| |) I" real estate brol | | | | | | | | | | |
| | | dicator of limited pa al partner, managin | | | | | | | | | |
| Do | o you control or are yo | u controlled by the r | elated person ⁷ | | | | | | | | |
| Ar | e you and the related p | person under comm | on controP | | | | | | | | |
| a) b) | If you are registering | ot- registered with t | the SEC and you ha | ave answered ' | "yes," to quest | | e you over | come the presur | | e not operationally indep ained at the related pers | |
| c) | | | n 8.(a) above, provi | de the location | of the related p | person's office respon | | ustody of your cli | ents' assets. | | |
| c) | Number and Street City: | | State: | | | Number and Street Country: | ∠. | ZIP+4/Po | stal Code: | | |
| | If this address is a | private residence, c | heck this box: T | | | | | | | | |
| a) | If the related person | | | from registration | n? | | | | | | |
| b) | If the answer is yes | , unuer what exemp | uOII! | | | | | | | | |

. (a) Is the related person registered with a foreign financial regulatory authority 7

| (b) | (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 | | | | | | | | | | | | | |
|---|--|--|---|---|--|---|-----|--------|--|--|--|--|--|--|
| . Do y | ou and the related pe | rson share any supervise | ed persons ⁷ . Do you and th | ne | | | | | | | | | | |
| relate | d person share the sa | me physical location? | | | | | | | | | | | | |
| | al Name of Related Pe | erson : UND (GENPAR), LLC | | | | | | | | | | | | |
| Prim INVI | nary ESTMENT FUND (GE | Business NPAR), LLC | Name | of | Related | Person: | ВАА | CO | | | | | | |
| Rela Othe | | e Number (if any) (e.g., 8 | 01-, 8-, 866-, 802-) or | | | | | | | | | | | |
| Rela a) | ated Person's CRD Number (if any) |). | | | | | | | | | | | | |
| b) | b) CIK Number(s) (if any): No Information Filed | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| a a b b c c d d e e e e e e e e e e e e e e e e | 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 (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 (I) P banking or thrift institution (I) P accountant or accounting firm (K) P lawyer or law firm (I) 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 | | | | | | | | | | | | | |
| 6. <i>L</i> | o you control or are y | ou controlled by the rela | ted person ⁷ | | | | | | | | | | | |
| 7. A | re you and the related | l person under common | controP p | | | | | | | | | | | |
| 8. (a b b b c c | If you are register p p independent (puri- maintained at the If you have answe Number and Street City: | ring or registered with the suant to rule 206(4)-2(d) related person ⁷ ered "yes" to question 8. | (5)) from the related person (a) above, provide the locate: | ered "yes," to question 8 In and thus are not require Ition of the related persor | (a) above, have you ove ed to obtain a surprise e. 's office responsible for over and Street 2: | o clients ⁷ p prome the presumption that you a prome the presumption that you a prome the presumption that you a prome that | | Yes No | | | | | | |
| 9. (8 | , | on is an investment advis | er, is it exempt from registr | ration ⁷ | | | | Yes No | | | | | | |
| | p) If the answer is yes | s, under what exemption | 7 | | | | | | | | | | | |

10. (a) Is the related person registered with a foreign financial regulatory authority 7

| | C (? | | | | | | | | | | | |
|------------|--|---|---|---------------------|------------------------|---|--|-----------------|------------------|--------------|------------------|---------------|
| 10. | (b) If | f the answer is yes | , list the name | and country, in | English of eac | h foreign financial reg | gulatory authority with No Informatio | | person is regist | ered | | |
| 11. | Do yo | u and the related p | person share a | any supervised p | persons ⁷ p | | No informatio | iii lieu | | | | |
| 12. ^ p | | Do | you | and | the | related | person | share | the | same | physical | location? |
| | TENN | Name of Related I IENBAUM SENIOF | | | | | | | | | | |
| 2. | Relate | ry Business Name ed Person TENNE OR LOAN GP 1V-A | NBAUM | | | | | | | | | |
| 3. | Relate | ed Person's SEC F | File Number (if | any) (e.g , 801- | , 8-, | | | | | | | |
| | 866-, Other | 802-) or | | | | | | | | | | |
| 4. | | <i>ed Person's</i> CRD Number (if ar | ny): | | | | | | | | | |
| | b) | CIK Number(s) (if | any). | | | N- | lefe Filed | | | | | |
| | | | | | | NO | Information Filed | | | | | |
| | c) i | r other investmen P registered mun P registered secu P major security-l | icipal advisor ırity-based swa | ap dealer | , | | | | | | | |
| | g) h) insti h) com 0) (k) (l) (m) (n) (o) s No | P futures comp P banking or ti titution (0 P tr ppany P accountant of P lawyer or lav P insurance of r pension con r real estate b | mission merch hrift rust or accounting f w firm ompany or age isultant oroker or deale | ant firm ency | | whether registered or extending the content of the | | | | | | |
| rm | | F sponsor, ge | neral partner, r | managing meml | per (or equivale | ent) of pooled investm | nent vehicles | | | | | |
| 6. | Do y | you control or are y | you controlled | by the related p | erson? | | | | | | | |
| 7. | | Are | yo | u | and | the | related | person | ui | nder | common | control? |
| | р∎ | | | | | | | | | | | |
| р (? | 8. | (a) D | loes the re | elated person | act as | a qualified custo | dian for your | clients in conr | nection with | advisory ser | vices you provid | e to clients? |
| . • | b) b) b) | pp | rsuant to rule 2 | 206(4)-2(d)(5)) f | | e answered "yes," to o | | | | | | |

| | | you have answe | | uestion 8.(a) |) above, pr | rovide the loca | ation of the re | | | • | or custoo | dy of your o | lients' ass | ets: | | | |
|-------------|----------------|---|-------------------|------------------------|--------------|----------------------|-----------------|-------------|---------------------|----------------|-----------|--------------|-------------|-------|-----------|--------|---------------------------|
| | , | lumber and Stree City: | et 1: | State | »: | | | | ımber an ountry: | d Street 2: | | ZIP+4/F | Postal Cod | le: | | | |
| | If | f this address is | a private reside | ence, check | this box: I | P | | | | | | | | | | | Yes No |
| 9. | | (a) | | If | the | related | person | is | an | investment | ac | dviser, | is | it | exempt | from | registration ⁷ |
| рр | | () | | | | | , | | | | | , | | | · | | 3 |
| | (b) if the | he answer is yes | s, under what e | exemption ⁷ | | | | | | | | | | | | | |
| | 10. | (a) | | Is | the | related | person | regist | tered | with | а | foreign | fina | ncial | regulator | у | authority 7 |
| P rr | (h) if tl | he answer is yes | s list the name | and countr | v in Englis | sh of each for | eign financial | regulatory | authority | with which the | e related | nerson is r | enistered | | | | |
| | (2) | | | | | | | | No Inform | nation Filed | | | | | | | 7 |
| 11. f? p | | Do | you | aı | nd | the | rei | ated | p | erson | sha | are | any | | supervi | sed | persons ⁷ |
| 12. | Do you | and the related | person share t | the same ph | nysical loca | ation ⁷ p | | | | | | | | | | | |
| | • | | | | | · | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | lame of Related NBAUM SENIO | | /, LLC | | | | | | | | | | | | | |
| 2 | Driman | / Business Name | o of Polatod Pr | arean | | | | | | | | | | | | | |
| | | NBAUM SENIO | | | | | | | | | | | | | | | |
| 3. | Related | I Person's SEC I | File Number (if | any) (e.g., 8 | 801-, 8-, | | | | | | | | | | | | |
| | 866-, 80 | | ` | ,,,, | , , , | | | | | | | | | | | | |
| | Other | 02-) OI | | | | | | | | | | | | | | | |
| 4 F | Related | Person's | | | | | | | | | | | | | | | |
| | a) CI | RD Number (if a | ny)- | | | | | | | | | | | | | | |
| | b) CI | IK Number(s) (if | any)' | | | | | | No Inform | nation Filed | | | | | | | |
| | | | | | | | | | NO IIIIOII | nation Filed | | | | | | | |
| 5. F | Related | Person is- (chec | ck all that apply | <i>(</i>) | | | | | | | | | | | | | |
| | , | broker-dealer, | | | | | ies broker or | dealer | | | | | | | | | |
| | | other investmen registered mun | | iding financi | iai pianner | s) | | | | | | | | | | | |
| | , | registered secu | • | • | | | | | | | | | | | | | |
| | | major security- commodity pool | | | ading advis | sor (whether r | egistered or | exempt fror | n registra | ition) | | | | | | | |
| | | futures commis | | : | | | | | | | | | | | | | |
| | nstitutio | banking or thrift on | | | | | | | | | | | | | | | |
| | | P trust | | | | | | | | | | | | | | | |
| | compan)) P | y accountant or a | ccounting firm | | | | | | | | | | | | | | |
| | , | lawyer or law fir | • | | | | | | | | | | | | | | |
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| | | insurance compa pension consulta | | | | | | | | | | | | | | | |
| | | real estate broke | | | | | | | | | | | | | | | |
| | | sponsor or synd sponsor, genera | | | | | | | | | | | | | | | |
| , | ., . | , | , | J J | , · - 4 | , 150 | | | | | | | | | | | Yes No |
| 6. | | Do | you | contro | al . | or | are | , | ou/ou | control | lled | by | | the | re | elated | person ⁷ |
| | | | , | 331110 | | <i>-</i> . | ۵.0 | , | | 55111101 | | - Jy | | 0 | | | 2010011 |
| p ^ | | | | | | | | | | | | | | | | | |

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person

| Fi | le # | # : (|)20 |)23 | -89 | 9, | Ve | rsic | on: | 1 | | | | | | | | | | | | | | | | | | | | | | |
|----------|-------------------|--------------|--------|--------------------|--------|---------|--------|-------------------|--------------------|----------------|----------|--------|---------|----------|-----------|-----------------|----------|----------|------------------|--------------------|--------|---------|----------|-----------|----------|--------------|-----------|---------|----------|----------|--------|---------|
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| A ,. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) |) | | Doe | 5 | the | rel | ated | per | son | act | as | s a | qua | alified | custo | odian | for | your | clier | nts | in | connec | tion | with | advisory | servi | ices | you | provide | e to | clients |
| p (| ? b) | | | re reg | isteri | ing o | or reg | gistere | ed with | the | SEC a | and y | ou ha | ave ans | swerea | 1 "yes,' | " to que | estion (| 8.(a) al | oove, ha | ave yo | ou ov | vercome | the pre | sump | tion that ye | ou are no | ot ope | erationa | ally | | |
| | b) b) | | lepen | | | | | ule 20 erson | | 2(d)(5 | ō)) froi | m the | e relat | ed per | son an | d thus | are no | ot requ | ired to | obtain a | a surp | orise (| examina | ntion for | your | clients' fun | ds or se | curitie | es that | are | | |
| | c) | If y | ou ha | ave a | nswe | red ' | | | | n 8.(a |) abo | ve, p | rovide | the lo | cation | of the | related | | | | | ole fo | r custod | y of you | ır cliei | nts' assets | : | | | | | |
| | c) | Cit | ty: | and ddres | | | /ate | reside | ence, | State check | | box. | Р | | | | | | nber an ntry: | d Stree | t 2. | | | ZIP+4/ | /Posta | l Code: | | | | | | Yes No |
| 9. | (a) P r | If th | e rela | ated p | erso | n is a | an in | vestm | nent a | dvise | r, is it | exe | mpt fro | om reg | jistratio | on' | | | | | | | | | | | | | | | | resin |
| 9. | | If th | e ans | swer i | s yes | s, uno | der v | vhat e | exemp | tion? | | | | | | | | | | | | | | | | | | | | | | |
| 10 | . (a) r (? | Is th | ne rel | ated p | erso | on re | giste | ered w | ith a f | oreig | n fina | ncial | regul | atory a | authorit | ty ⁷ | | | | | | | | | | | | | | | | |
| 10 | . (b) | If th | e ans | swer i | s yes | s, list | the | name | and o | count | ry, in | Engli | ish of | each f | oreign | financi | ial regu | | | ity with mation | | n the | related | person | is reg | istered. | | | | | | |
| 11 p. | | | ı | Do | | | yo | u | | á | and | | | the | | ı | related | | | perso | | | sha | are | | any | | su | pervis | ed | | persons |
| 12. | Do y | ou ai | nd the | e rela | ted p | erso | n sh | are th | ne san | ne ph | ysical | l loca | ition' | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | - | | | of Rel | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Prin | nary | Busir | ness N | Name | of F | Relat | ted Pe | erson: | BLA | CKRC | OCK . | JAPA | N CO., | LTD. | | | | | | | | | | | | | | | | | |
| 3 | Rela | ited F | Perso | n's Sl | EC F | ile N | lumb | er (if | any) (| e.g., i | 801-, | 8-, 8 | 66-, 8 | 02-) | | | | | | | | | | | | | | | | | | |
| | or Oth | er | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. | <i>Rela</i> a) | | | <i>n's</i> mber | (if aı | ny): | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | b) | CIK | (Nun | nber(s | s) (if | any): | : | | | | | | | | | | | | | | | | | | | | | | | No Infor | matior | ı Filed |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5. | a) | Р | brol | cer-de | aler, | mur | nicip | | urities | | | - | | ent sec | urities | broker | or dea | aler | | | | | | | | | | | | | | |
| | b) c) | P P | | | | | | er (ind dvisor | cludin | g fina | ncial | planı | ners) | | | | | | | | | | | | | | | | | | | |
| | d) | P P | - | | | | | | vap de particij | | | | | | | | | | | | | | | | | | | | | | | |
| | e) f) | Р | - | | | | | | | | tradir | ng ad | dvisor | (wheth | ner regi | istered | l or exe | empt fr | om reg | istratio | 1) | | | | | | | | | | | |
| | g) h) | r P | | | | | | erchar | nt | | | | | | | | | | | | | | | | | | | | | | | |
| | (i) | Р | | king o t com | | | Sillul | .1011 | | | | | | | | | | | | | | | | | | | | | | | | |
| | • | r | | | | | ounti | ng firr | m | | | | | | | | | | | | | | | | | | | | | | | |
| | (k) (l) | | | yer or Irance | | | y or | agen | су | | | | | | | | | | | | | | | | | | | | | | | |
| | (m) | Р | pen | sion o | onsi | ultan | t | | - | | | | | | | | | | | | | | | | | | | | | | | |
| | (n) (o) | | | estat nsor o | | | | | ted pa | artner | ships | (or e | eguiva | lent). e | excludii | ng poo | oled inv | estme | nt vehi | cles | | | | | | | | | | | | |
| | (p) | | | | | | | | | | | | | | f poole | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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 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 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: Country:

City. State: If this address is a private residence, check this box: I-

ZIP+4/Postal Code:

9 (a) If the related person is an investment adviser, is it exempt from registration?

rr

Yes No

f? r

If the answer is yes, under what exemption? PARTICIPATING AFFILIATE

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

Na^me.ofCouritry/Erig^ FinancialIRcg'ulatory:'Auttiority'\&?.\$i&'-:>

Japan - Financial Services Agency

Other - JAPAN - KANTO FINANCIAL BUREAU

Other - JAPAN - TOKYO METROPOLITAN GOVERNMENT

- 11. Do you and the related person share any supervised persons⁷
- 12. Do you and the related person share the same physical location⁷

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 (ir any) (e g., 801-, 8 $\,$

-, 866-, 802-) or Other

Related Person's

- a) CRD Number (ir 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) f registered security-based swap dealer
- e) f" major security-based swap participant
- $(0 \quad r^{\text{\tiny{TM}}} \quad \text{commodity pool operator or commodity trading advisor (whether registered or exempt from registration)}$
- g) f~ futures commission merchant
- h) I" banking or thrift

institution (0 1^{TM} "

trust company

- (j) F" accountant or accounting firm
- (k) I" lawyer or law firm
- (I) f~ insurance company or agency
- (m) f~ pension consultant
- (n) I" real estate broker or dealer

| File | # : | : O2023 | -899, | Versio | n : 1 | | | | | | | | | | | | | | |
|----------|-------------------|-------------------------------------|--------------------------------------|--------------|-----------------------------|--------------------------|---------------|----------------|--------------|----------------------|---------------------------|-----------|--------------|-----------|------------------|---------------|------------|----------|--------------|
| ٧ | | sponsor or si es (p) F spo es | | | | | | | | | | | | | | | | | |
| | 00 · f? | yo | ou | cont | trol | or | | are | you | | contr | olled | | by | the | | related | Ves | No person |
| | | | | | | | | | | | | | | | | | | | |
| Are j | ∕ou a | and the related | l person i | under comn | non control | 17 | | | | | | | | | | | | | |
| 8 pit | (a) | Does | s the | related | person | act as | a qua | lified custo | odian for | your | clients | in o | connection | with | advisory | services y | ou prov | ride to | clients |
| • | b) | - | gistering (| or registere | d with the | SEC and y | ou have an | swered "yes, | " to questio | n 8.(a) al | ove, have | you ov | ercome the | presum | ption that you | are not oper | ationally | | |
| | b) | · | | | . , . , . |)) from the | e related per | rson and thus | are not red | quired to | obtain a sı | ırprise e | examination | for you | r clients' funds | or securities | s that are | | |
| | с) | maintained a | | • | |) above, p | rovide the lo | ocation of the | related per | rson's ofh | ce respon | sible for | custody of | your clie | ents' assets: | | | | |
| | c) | Number and City | | | State | | _ | | | lumber ar ountry: | nd Street 2 | : | ZIP | +4/Post | tal Code: | | | | |
| | | If this addre | ss is a pri | ivate reside | nce, check | this box* | F | | | | | | | | | | | | Yes No |
| | (a) p p | If the related | person is | an investm | ent advise | r, is it exe | mpt from req | gistration? | | | | | | | | | | | |
| 9 | (b) | If the answer | is yes, ur | nder what e | xemption? | | | | | | | | | | | | | | |
| р (? | 1 | 0. (a) | | | Is | the | related | person | reg | jistered | with | | a for | reign | financial | regula | atory | authorit | y |
| | (b) | If the answer | is yes, lis | at the name | and count | ry, in Engli | ish of each t | foreign financ | ial regulato | | ity with wh mation Fil | | related pers | on is re | gistered | | | | |
| 11. | | Do | | you | á | and | the | 1 | related | | person | | share | | any | sup | ervised | | persons |
| (? p | | | | | | | | | | | | | | | | | | | |
| 12 | | Do | : | you | and | | the | related | | person | | share | | the | same | | physical | | location? |
| f? p | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| 1. | | al Name of Re ACKROCK G | | | | R FUND III PAR), L P. | | | | | | | | | | | | | |
| | | nary Business CKROCK GL | | | | - -UND III (0 | GENPAR), L | P. | | | | | | | | | | | |
| 3. | | ted Person's S | | | | | | | | | | | | | | | | | |
| | | | | · | | | , | | | | | | | | | | | | |
| | <i>Rela</i> a) | nted Person's CRD Numbe | r (if any): | | | | | | | | | | | | | | | | |
| | b) | CIK Number | (s) (ir any | '): | | | | | No Inforr | mation Fil | ed | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| i | a) o) c) | F other inve P registered | ealer, mur estment a d municip | | rities deale uding finan | - | | urities broker | or dealer | | | | | | | | | | |

e) F major security-based swap participant

g) F futures commission merchant

(0 Fcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)

| | h) | r banking or thrift institution | | | | | | | | |
|-----|-------------------|-------------------------------------|------------------------------------|--------------------|-----------------------|----------------------------|-------------------------|----------------------|---------------------|----------|
| | (i) | Ftrust company | | | | | | | | |
| | 0) firm | Faccountant or accounting | | | | | | | | |
| | (k) | Flawyer or law firm | | | | | | | | |
| | ` ' | Finsurance company or | | | | | | | | |
| | ager | rpension consultant | | | | | | | | |
| | | Freal estate broker or | | | | | | | | |
| | deal | | | | | | | | | |
| Yes | (o) F No | sponsor or syndicator of limited p | partnerships (or equivale | ent), excluding p | ooled investment ve | hicles | | | | |
| rı | | | | | | | | | | |
| | (p) F | esponsor, general partner, manaç | ging member (or equival | ent) of pooled in | vestment vehicles | | | | | |
| 6. | Do y | vou control or are you controlled l | by the related person ⁷ | | | | | | | |
| 7. | Are | you and the related person under | r common control ⁷ p | | | | | | | |
| 8. | (a) p f? | Does the related person act as a | a qualified custodian for | your clients in co | onnection with adviso | ory services you provide | to clients ⁷ | | | |
| 8. | (b) | If you are registering or registere | ed with the SEC and you | have answered | "yes," to question 8. | (a) above, have you ov | ercome the presum | ption that you are | not operationally | |
| | рp | independent (pursuant to rule 2 | 206(4)-2(d)(5)) from the r | elated person a | nd thus are not requi | red to obtain a surprise | examination for you | ur clients' funds or | securities that are | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | maintained at the related perso | on ⁷ | | | | | | | |
| | (c) | If you have answered "yes" to qu | | vide the location | of the related perso | n's office responsible for | r custody of your cl | ients' assets: | | |
| | Nun | nber and Street 1: | | | Nu | mber and Street 2: | | | | |
| | | City: | State: | | Co | untry: | ZIP+4/P | ostal Code. | | |
| | | If this address is a private resid | dence, check this box: P | ' | | | | | | Yes No |
| 9. | (a) | If the related person is an invest | tment adviser, is it exem | pt from registrat | ion? | | | | | |
| | f. _r - | | | r | | | | | | |
| 9. | | If the answer is yes, under what | exemption? | | | | | | | |
| | ` , | , . | · | | | | | | | |
| 10. | (a) C (? | Is the related person registered | with a foreign financial r | egulatory author | ity ? | | | | | |
| 10. | (b) | If the answer is yes, list the nam | ne and country, in Englis | h of each foreigi | | authority with which the | e related person is r | registered. | | |
| 11. | | Do you | and | the | related | person | share | any | supervised | persons? |
| ^ p | | • | | | | • | | • | · | · |
| 12. | Do y | ou and the related person share | the same physical locat | ion? | | | | | | |
| | | | | | | | | | | |
| 1. | - | al Name of Related | | | | | | | | |
| | R.L. | on. SCALA GP S.A | | | | | | | | |
| 2. | Prim | ary Business Name of | | | | | | | | |
| | Rela R.L. | ted Person: SCALA GPS.A | | | | | | | | |
| 3. | Rela | ted Person's SEC File Number (i | if any) (e.g., 801-, 8-, 86 | 6-, 802-) | | | | | | |
| | | | | | | | | | | |
| | Rela | ted Person's | | | | | | | | |
| | a) | CRD Number (if any). | | | | | | | | |
| | b) | CIK Numbers) (if any); | | | | | | | | |
| | , | , , // | | | No Informa | tion Filed | | | | |

| Re | lated Person is: (che | eck all that apply) | | | | | | | | | |
|-----------------|---|-----------------------|--------------------|--------------------|----------------|----------------------|---|--------------------|--------------------|--------------------|---------------------------|
| a) | P broker-dealer, | | _ | | ities broker o | r dealer | | | | | |
| p) | F other investme F registered mu | | ling financial pla | inners) | | | | | | | |
| c) d) | I" registered sec | | dealer | | | | | | | | |
| e) | l∼ major security | | | | | | | | | | |
| f) | | | | advisor (whethe | r registered o | r exempt from regi | stration) | | | | |
| g) | futures commis | sion merchant | | | | | | | | | |
| h) | F banking or thri | ift institution | | | | | | | | | |
| (i) | r trust company | | | | | | | | | | |
| fj) | F accountant or a | - | | | | | | | | | |
| (k) | f" lawyer or law fi | | | | | | | | | | |
| (I) (m) | F insurance com F pension consult | | | | | | | | | | |
| , , | F real estate brok | | | | | | | | | | |
| | F sponsor or syn | | partnerships (or | equivalent), exc | luding pooled | I investment vehicle | es (p) | | | | |
| F | sponsor, general pa | rtner, managing n | member (or equi | valent) of poole | d investment | vehicles | | | | | Yes No |
| | | | | | | | | | | | resino |
| Do | you | contr | rol | or | are | you | controlled | by | the | related | person ⁷ |
| Ρ^ | | | | | | | | | | | |
| Are | у | ou ou | and | the | | related | person | ı | under | common | control ⁷ |
| ^ p | | | | | | | | | | | |
| a) | Does the r | related person | act as | a qualified | custodian | for your | clients in conr | nection with | advisory serv | ices you provide | e to clients ⁷ |
| p (? | | sin w aw wa wiatawa d | with the SEC on | ad way baya ana | wared "wee " | to avention ((a) ab | | the massim | antion that was an | mat an arationally | |
| b) b) | pр | | | | | | oove, have you overd obtain a surprise exa | | | | |
| b) c) | maintained at the | related person7 | | | | | ce responsible for cu | | | ocarnico inal are | |
| c) | Number and Stree | | dioir o.(a) above | , provide the loc | auon or the r | | nd Street 2' | astody of your on | iento assets. | | |
| 0) | City: | ot 1. | State- | | | Country | nd Olicet 2 | ZIP+4/Po | ostal Code1 | | |
| | If this address is | a private residenc | e, check this bo | x: F | | • | | | | | |
| | | | | | | | | | | | |
| 9. | (a) | | If the | related | person | is an | investment | adviser, | is it | exempt from | registration? |
| рр | | | | | | | | | | | |
| (b) |) If the answer is ye | es, under what ex | emption? | | | | | | | | |
| 10 | (a) | ls | the | related | person | registered | with a | foreign | financial | regulatory | authority 7 |
| <i>C (?</i> (b) |) If the answer is ye | es, list the name a | and country, in E | inglish of each fo | oreign financi | | rity with which the re | elated person is i | registered. | | |
| 11. | Do | you | and | the | 1 | No Info related | ormation Filed person | share | any | supervised | persons ⁷ |
| fi- p | | • | | | | | | | · | · | |
| 12. p-' p | Do | you | and | the | related | person | share | the | same | physical | location? |
| | gal Name of Related ACKROCK (SINGA | | | | | | | | | | |
| 2. Prii | mary Business Nam | ne of | | | | | | | | | |
| | elated Person : BLA INGAPORE) LIMITE | | | | | | | | | | |
| | elated 6-, 802-) 801 - 7692 | Person's 26 | SEC | F | ile | Number | (if | any) | (e.g., | 801-, | 8-, |
| | | | | | | | | | | | |
| | elated Person's CRD Number | | | | | | | | | | |

| | ټ, b) | (if any): 164594 CIK Number(\CXK Numbe | | | | | | | | | | | | | | |
|-----------|-------------------------|--|---|--|----------------------------------|-------------------|--|--------------------|------------------|-----------|-----------|----------------|--|---------------------------|----------------------|--------------------|
| | | i1559921 | | | | | | | | | | | | | | |
| 5. | a) b) c) d) e) (0 g) h) | P* other inv F registere P registere F major se P commod F futures c F banking F trust com | ealer, munic estment adv d municipal d security-ba curity-based ity pool oper ommission r or thrift instit | ipal securiti iser (includi advisor ased swap swap parti ator or com | ing financia dealer cipant | al planners) | t securities brol | | from registi | ation) | | | | | | |
| | | unting firm F lawyer o P insuranc | | or | | | | | | | | | | | | |
| | (m) (n) deale | P pension P real esta | consultant te broker or | | | | | | | | | | | | | |
| Yes | | P sponsor | or syndicato | r of limited | partnership | os (or equivale | ent), excluding p | ooled investm | ent vehicle | 6 | | | | | | |
| r r | ? (p) | P sponsor, | general par | tner, manaç | ging memb | er (or equivale | ent) of pooled in | vestment veh | icles | | | | | | | |
| 6 1 | Do yo | u control or ar | e you contro | olled by the | related pei | rson ⁷ | | | | | | | | | | |
| 7. | | | | Are | ye | ou | and | the | related | | perso | n | under | common | control ⁷ | , |
| ^ p | | | | | | | | | | | | | | | | |
| 8 | | (a) | Does t | he relate | d persor | n act as | a qualified | custodian | for your | clients | s in | connection | with advisory | services you p | rovide to cl | ients ⁷ |
| p f? | b) | pp | - | | | | | | | | | | | ı are not operationally | | |
| | b) c) | maintained a | t the related | person ⁷ | | | | | | | | | your clients' fund r clients' assets: | 's or securities that are | | |
| | c) | Number and City: If this addres | | a racidanae | State: | a boy! B | | | mber and sountry | Street 2. | | ZIP+4/ | Postal Code- | | | |
| 0 | (a) H | | · | | | | registration? p | (b) If the and | wor is yes | underw | hat avam | ention? | | | Y | es No |
| 10 | (a) II | (a) | 21301113 41111 | Is | the | related | person | register | | with | a | foreign | financial | regulatory | authority | 7 |
| rr r | | () | | | | | · | 3 | | | | 3 | | 3 , | , | |
| | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | |
| (b) | If the | Nime of Co | untry/Engltsl ple's Republ | n Nam^e ic of - China | a Securitie | s Regulatory C | oreign financial <u>Regulatory. 4ii</u> Commission | | nority with v | vhich the | related p | person is regi | istered. | | | |
| | | Singapore - | Monetary A | uthority of | Singapore | | | | | | | | | | | |
| 11 p | | South Kore Do | | Supervisor | ry Commis and | | al Supervisory S the | Service related | p | erson | | share | any | supervised | per | sons ⁷ |
| 12 p f | | Do | you | ı | and | the | relate | ed | person | | share | the | sam | e physical | loca | ation? |
| • | | | | | | | | | | | | | | | | |

| 1. | Pe | gal Name of Related erson: FAIR EENPAR), LLC | |
|--------------|---|--|---------|
| 2 | Re | imary Business Name of elated Person. FAIR SENPAR), LLC | |
| <i>3</i> . | Rela | elated Person's SEC File Number (if any) (e.g., 801-, 8-, | |
| | | 56-, 802-) or ther | |
| ' <i>4</i> . | Rel | clated Person's CRD Number (if any): | |
| | b) | CIK Number(s) (irany): No Information Filed | |
| ■ 5 | a) b) c) d) e) f) g) h) (i) 0) firm (k) (l) age (m) dea (o) | P other investment adviser (including financial planners) P registered municipal advisor P registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution P trust company P accountant or accounting m, D P lawyer or law firm insurance company or ency D P pension consultant P real estate broker or saler P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles | |
| 6. | Do | o you control or are you controlled by the related person ⁷ | |
| 7. | | Are you and the related person under common c | ontro |
| (? p |) | | |
| | (a) |) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to o | 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 | |
| | b) b) c) | maintained at the related person ⁷ 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: Country ZIP+4/Postal Code: | |
| • | , : | | Yes N |
| 9 | (a) p p | | |
| 9 | (b) | If the answer is yes, under what exemption? | |
| (a) (| | | |
| ls th | e re | elated person registered with a foreign financial regulatory authority 7 swer is ves. list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. | C!• |

Number and Street 2

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

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'

b)

c)

assets'

Number and Street 1

maintained at the related person7

| Fi | e # | : O2023-899, \ | Versio | n : 1 | | | | | | | | | | | | |
|------------|-----------------------------------|---|-------------|------------------------|---------------------------|-------------------|------------|--------------|---------------------|-----------|------------|----------|---------------|-------------------|-----------|-----------------------|
| | uj. | City. If this address is a priva | ate resider | State- nce, check t | his box P | | | Countr | л ани опесть. y: | | ZIP+ | -4/Posta | al Code: | | | |
| 9. ^ p | | (a) | lf | the | related | person | is | an | investment | adv | viser, | is | it | exempt | from | Yes No registratio |
| r | (b) | If the answer is yes, und exemption ⁷ FOREIGN F ADVISER | | | | | | | | | | | | | | |
| 10 r* r | r | (a) | Is | the | related | person | г | egistered | with | а | foreig | n | financial | regulatory | / | authority |
| | (b) | If the answer is yes, list t | the name a | and country | , in English of e | each foreign fina | ancial re | | thority with which | | ed persor | n is reg | istered. | | | |
| 11. | Do y | ou and the related person | n share an | ıy supervise | ed persons ⁷ p | | | 110 | inomiation i nod | | | | | | | |
| | Leg | u and the related person al Name of Related Perso ACKROCK INVESTMEN | on: | | | ED | | | | | | | | | | |
| 2 | | mary Business Name of ACKROCK INVESTMEN | | | AIWAN) LIMITE | ED | | | | | | | | | | |
| 3. | Rel | ated Person's SEC File N | lumber (if | any) (e.g., 8 | 301-, | | | | | | | | | | | |
| | 8-, Oth | 866-, 802-) or er | | | | | | | | | | | | | | |
| 4. | Rei a) | ated Person's CRD Number (if any)- | | | | | | | | | | | | | | |
| | b) | CIKNumber(s)(ifany): | | | | | No Info | rmation File | ed | | | | | | | |
| | | | | | | | | | | | | | | | | |
| a) | r | | | | | | b) | P (c) (d) |) (e) (0 | | | | | | | |
| (g) (h) | 0) 0 |) (k) (l) | | | | | | | | | | | | | | |
| (m | | rrrrrrr | | | | | | | | | | | | | | |
| Pe | rson munic comm | is: (check all that apply) be ipal advisor registered so lodity pool operator or co ntant or accounting firm or or law firm | ecurity-bas | sed swap de | ealer major sec | urity-based swa | ap partici | pant | | | | | - | | | |
| (n) i | (o) (P nsura pensi eal e | r) unce company or agency on consultant state broker or dealer | | | | | | | | | | | | | | |
| 6. | | ponsor or syndicator of li | • | . , | | xcluding pooled | I investm | ent vehicles | s sponsor, gener | al partne | r, managii | ng men | nber (or equi | valent) of pooled | l investr | nent vehicles |
| | , | and you don' | / | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | |

Yes No

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| Fi | ile #: O2023-899, Version: 1 |
|----------------------|---|
| | 10- |
| 7. | Are you and the related person under common control? |
| a) b) c) c) | 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 Tor your clients' funds or securities that are maintained at the related person. 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. |
| a) b) | If the related person is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER Terr |
| rı | is No rr |
| 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 |
| | <u>registered.</u> |
| 11 | Taiwan - Financial Supervisory Commission . Do you and the related person share any supervised persons? |
| | |
| 12. | . Do you and the related person share the same physical location ⁷ |
| | 1 Legal Name of Related Person: BLACKROCK DIVPEP II, LLC |
| | Primary Business Name of Related Person¹ BLACKROCK DIVPEP 11, 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) r accountant or accounting firm (k) P lawyer or law firm (l) P insurance company or agency (m) P procise securities! |

File #: O2023-899, Version: 1 (III) 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) W sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No .6 Do vou control are you controlled the related person7 PA Are you ana related person under common control⁷ ძ. (a) <~^ your act as а qualified custodian for clients in connection with advisory 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 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? 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' assetsc) Number and Street 2 Number and Street 1-ZIP+4/Postal Code: Citv: 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 registration⁷ 9. (b) If the answer is yes, under what exemption⁷ 10. (a) Is the related person registered with a foreign financial regulatory authority 7 Cr? 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 persons7 11. Do you and the related person share any supervised ^ p 12. Do you and the related person share the same physical location 7 ^ I. Legal Name of Related Person. **BLACKROCK DIVPEP** III LLC 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-) Other 4. Related Person's a) CRD Number (if any): CIK Number(s) (ir 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 P other investment adviser (including financial planners) P registered municipal advisor c) P registered security-based swap dealer d) P major security-based swap participant (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

| File |) #: | O2023-899 | , Version: | 1 | | | | | | | | |
|--------------|---------------------------------|---|---|--|---------------|-----------------------|----------------------|---|---------------------------------------|--------------|------------|---------|
| | (k) (l) (m) (n) (o) | P insurance compa | institution counting firm n any or agency nt or or dealer icator of limited p | | | | | | | | | 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. | b) b) b) | If you are registering (- f independent (pursum maintained at the r | ng or registered was nant to rule 2060 nelated person | with the SEC and you | ou have ans | wered "yes, to q | uestion 8.(a) above | you provide to clients , have you overcome nin a surprise examina | the presumption th | ts' funds or | | |
| | c) | Number and Street | | | ovide the lo | cation of the relat | Number and | esponsible for custod Street 2: | y or your clients: as ZIP+4/Postal Co | | | |
| | | City If this address is a | private residenc | State: e, check this box: F | | | Country: | | ZIP+4/Postal Co | ide | | Yes No |
| 9. | | If the related persor | is an investmen | nt adviser, is it exem | npt from regi | stration? | | | | | | |
| 9. | c C (b) | If the answer is yes, | under what exe | mption? | | | | | | | | |
| 10. | | Is the related person | n registered with | a foreign financial | regulatory a | uthority ⁷ | | | | | | |
| | C <• | | | | | | | | | | | |
| | | | | | | | No Informa | | | | | |
| ■11. (? p | | Do | you | and | the | relate | ed per | son shai | re an | у | supervised | persons |
| . 12. | Do yo | ou and the related pe | erson share the s | same physical locat | ion? | | | | | | | |
| : 1. | | <i>l Name of Related P</i> PRIVATE CAPITAL | | ıc | | | | | | | | |
| 2. | | ary Business Name o | | | | | | | | | | |
| | | PRIVATE CAPITAL | | | rson's SEC | File Number (if a | nv) (e a., 801-, 8-, | 866 802-) | | | | |
| | | | , , , , | • | | ` | ,,,, | , | | | | |
| | Othe | | | | | | | | | | | |
| | | <i>ted Person's</i> CRD Number (if any |). | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | (b) (| CIK Number(s) (if an | y): | | | | No Informati | on Filed | | | | |
| | a) l b) l | | unicipal securitie t adviser (includi | es dealer, or goverr ng financial planner | | ties broker or dea | aler | | | | | |

| Fi | le# | : O2023-8 | 899, Versi | on: 1 | | | | | | | | |
|-----------|-----------------------|--|---|--|-------------------|---|--------------------------------|--------------------|---------------------|--------------------------------------|------------------|-----------------------|
| | d) e) (0 g) h) (i) 0) | P registered s I' major secu F commodity P futures con P banking or P trust compa P accountant ounting firm P lawyer or la r insurance of ncy P pension co P real estate | nmission mercha thrift institution any or aw firm company or nsultant broker or | wap dealer participant commodity trading int | | er registered or ex | | | | | | |
| Yes | s No | | | | | f pooled investmer | | - | | | | |
| | ., | , | | | | | | | | | | |
| | | | | by the related person r common control ⁷ | | | | | | | | |
| 8 | | (a) | · | | act as a | qualified custoe | dian for you | r clients in | connection wi | ith advisory s | services you pro | ovide to client |
| ρδ | b) b) c) c) | p p independent (p maintained at to If you have ans Number and St City | ursuant to rule 20 he related persor wered "yes" to queet 1. | 06(4)-2{d)(5)) from | e, provide the lo | swered "yes," to qu son and thus are n cation of the relate | ot required to ob | tain a surprise ex | kamination for you | r clients' funds or ents' assets: | | |
| 9. P p |) | (ε | | If the | related | person | is an | investment | adviser, | is it | exempt from | Yes N registration |
| 10 | | | yes, under what o | exemption? with a foreign finan | cial regulatory a | uthority ⁷ | | | | | | |
| | r G | | | | | | | | | | | |
| 10 | (b) | If the answer is | yes, list the name | e and country, in E | nglish of each fo | oreign financial reg | ulatory authority No Inform | | elated person is re | gistered. | | |
| 11 ^ p | | Do | you | and | the | related | l p | erson | share | any | supervised | persons |
| 12 ^ p | | Do | you | and | the | related | person | share | the | same | physical | location |
| 1. | Pers | I Name of Relate on-RED RIVER /ATE EQUITY, L | | | | | | | | | | |
| 2 | Rela | ary Business Na ited Person-RED /ATE EQUITY, L | RIVER | | | | | | | | | |
| 3 | Rela | ited Person's SE | C File Number (i | f any) (e.g., 801-, 8 | 3-, 866-, 802-) | | | | | | | |
| 4. | | <i>ted Person's</i> CRD Number (i | f any): | | | | | | | | | |
| | b) | CIK Number(s) | (if any): | | | No | Information Filed | | | | | |
| | Relat | tad Parson is (al | neck all that anni | W) | | | | | | | | |

| File : | #: O2023-899, Ver | sion: 1 | | | | | | | | | | |
|----------------------|--|---|------------------------------------|---------------------|----------------|------------------|----------------|---------------------------|------------------|-----|---------|--------|
| (a) | P broker-dealer, municipal se | ecurities dealer | r, or governme | ent securities brok | ker or dealer | | | | | | | |
| (0) | P other investment adviser f registered municipal advis l' registered security-based l" major security-based swa P commodity pool operator P futures commission mero FT banking or thrift institution F trust company P accountant or accounting F lawyer or law firm F insurance company or age f" pension consultant F real estate broker or deale P sponsor or syndicator of li P sponsor, general partner, | swap dealer ap participant or commodity thant on firm ency er mited partnersi | trading adviso | r (whether registe | pooled investi | ment vehicles | tion) | | | | | Yes No |
| 6 | | Do | you | control | or | are | you | controlled | by | the | related | persor |
| p p. | | | 7 | | | | | | | | | |
| | you and the related person un | der common c | ontrol ⁷ | | | | | | | | | |
| ср | | | | | | | | 7 | | | | |
| 8. (a) | Does the related person act a | is a qualified cu | istodian for yo | ur clients in conn | ection with a | ivisory service | s you provide | e to clients' | | | | |
| b) b) c) c) | If you are registering or regist p p independent (pursuant to rul maintained at the related per lf you have answered "yes" to Number and Street 1: City: If this address is a private reference in the property of the proper | le 206(4)-2(d)(5 rson? to question 8.(a State | 5)) from the rel) above, provi | ated person and | thus are not I | required to obta | ain a surprise | e examination for your cl | ır clients' fund | · | • | Yes No |
| 9. (a) | If the related person is an inve | estment advise | r, is it exempt | from registration | ? | | | | | | | |
| 9. (b) | o . If the answer is yes, under wh | nat exemption ⁷ | | | | | | | | | | |
| 10. (a) | Is the related person registere | ed with a foreig | n financial reg | ulatory authority | 7 | | | | | | | |
| 10. (b) | If the answer is yes, list the na | ame and count | y, in English o | of each foreign fir | nancial regula | tory authority v | vith which the | e related person is re | gistered. | | | |

No Information Filed

12. Do you and the related person share the same physical location 7 p $\rm p$

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 '; | | | | | | | |
|--------|--|---|------------------------------|--|------------------------------------|-------------------|---------------------------------------|-------------------------|
| | Related Person is: (check all that apply) a) r broker-dealer, municipal securit b) P other investment adviser (includence) c) P registered municipal advisor d) r registered security-based swap e) P major security-based swap part (0 P commodity pool operator or cor | ding financial planners) dealer icipant |) | | ion) | | | |
| | | | | es | | | | |
| | (p) Psponsor, general partner, managing membe Do you control or are you controlled by the relate | | investment vehicles | | | | | |
| р | Are you | and | the | related | person | under | common | control ⁷ |
| f? | (a) Does the rela | ated person act | as a qualified | custodian for your | clients in connecti | ion with advisory | services you provide | to clients ⁷ |
|) I | If you are registering or registered with the SEC are independent (pursuant to rule 206(4)-2(d)(4)-2(d | (5)) from the related person | and thus are not required | d to obtain a surprise examin | ation for your clients' funds or s | | ed at the related person ⁷ | рр |
| | (C) If you have answered "yes" to question 8.(a Number and Street 1. City: | State: | on of the related person's (| office responsible for custody Number and Stree Country: | t 2: | +4/Postal Code: | | |
| p | If this address is a private residence, chec | If the | related perso | n is an | investment advis | ser, is it | exempt from | Yes No registration? |
| | (P) If the answer is yes, under what exemption' FOREIGN PRIVATE ADVISER | | | | | | | |
| 0 (| (a) Is the related person registered with a foreign | financial regulatory authorit | ty ⁷ | | | (? C | | |
| b) | If the answer is yes, list the name and country, in Name of Coun^/English Name of Foreign China, People's Republic of - China Secu | Financial Regulatory Author | ority] | with which the related perso | n is registered^ | | | |
| 1 | Other - LUXEMBOURG - LUXEMBOURG Do you | TRADE AND COMPANIE and | S REGISTER (THE REG | | DE5 SOCIETES) erson share | any | supervised | persons ⁷ |
| р 2 | | and th | | person | share | the same | | location? |
| p | | and ur | _ routed | polodii | oral o | Janie | priyotal | .oodion: |
| ı | Legal Name of Related Person: FACULTAS FUND | | | | | | | |

File #: O2023-899, Version: 1 (GENPAR), LLC ■ 2 Primary Business Name of Related Person-FACULTAS FUND (GENPAR), 3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-) 4 Related Person's a) CRD Number (ir anv) CIK Number(s) (if anv)" No Information Filed 5. Related Person is (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (mcluding financial planners) registered municipal advisor c) d) registered security-based swap dealer P major security-based swap participant e) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f) futures commission merchant P banking or thrift institution h) P trust company (i) 0) I accountant or accounting firm (k) P lawyer or law firm (I) 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 control controlled related person? you by рр Are you and the related person under common control7 рр 8 person act as a qualified custodian (a) related for your clients in connection with advisorv you provide clients7 рр 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? 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) c) Number and Street 1: Number and Street 2* ZIP+4/Postal Code-Country: 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?

рр (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ рр 10. (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 related person share any supervised persons7

File #: O2023-899, Version: 1 related share location? 12 person same physical рр 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): CIK Number(s) (if any): No Information Filed 5. Related Person is. (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) P registered municipal advisor c) P registered security-based swap dealer e) P major security-based swap participant (0 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant g) P banking or thrift institution Р (i) trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) 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) Iv sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person Yes No related control7 person under common рр (a) related person act as qualified custodian for your clients connection with advisory services provide clients7 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) b) mdependent (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 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: State. Country 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? рр

| Fi | le# | : O2023-899 | 9, Version | 1: 1 | | | | | | | | |
|------------|----------------|---|---|--|--------------------------|--------------------------|--------------------------|--|----------------|-------|------------------|----------------------|
| 9. | (b) If | the answer is yes, unde | r what exemption? | | | | | | | | | |
| 10. | . (a) Is | s the related person regi | stered with a foreig | n financial regulator | y authority ⁷ | | | | | | | |
| 10. | (b) If | the answer is yes, list the | ne name and count | ry, in English of eac | h foreign financial i | regulatory authority wit | | | | | | |
| 11. p p | | Do | you | and | the | relate | No Information I | Filed rson sha | re | any | supervised | persons ⁷ |
| 12. p p | | Do | you | and | the | related | person | share | the | same | physical | location? |
| 1. | | Name of Related Person BID PROGRAM GENER PARTNER S.A.F | AL | | | | | | | | | |
| 2. | Relate | ry Business Name of ed Person: GID PROGR. RAL PARTNER S A R I | | | | | | | | | | |
| 3. | Relate | ed Person's SEC File Nu | mber (if any) (e.g , | 801-, 8-, 866-, 802 | | | | | | | | |
| | -) or Other | | | | | | | | | | | |
| 4. | Relate | ed Person's | | | | | | | | | | |
| | a) | CRD Number (if any): | | | | | | | | | | |
| | b) | CIK Number(s) (if any). | | | | No Infor | mation Filed | | | | | |
| | | | | | | | | | | | | |
| | b) c) d) e) f) | F broker-dealer, munic other investment ad registered municipal registered security-b r* major security-base commodity pool ope futures commission banking or thrift inst trust company accountant or accou- lawyer or law firm insurance company pension consultant real estate broker or sponsor or syndicate | cipal securities dea viser (including final advisor ased swap dealer d swap participant rator or commodity merchant tuttion inting firm or agency dealer or of limited partner | ncial planners) rtrading advisor (when the second se | ether registered or | exempt from registrat | tion) | | | | | Yes No |
| 6. P p |) | Do | you | control | or | are | you | controlled | by | the | related | person ⁷ |
| 7. p p | | Are | you | ε | nd | the | related | person | un | der | common | control ⁷ |
| 8 | | f you are registering | g or registered | with the SEC a | nd you have a | nswered "yes," to | question 8 (a) al | you provide to clients pove, have you overc examination for your c | ome the presu | | | |
| | c) | If you have answe | red "yes" to que | | | | d person's office re | esponsible for custody | | | re mamameu at me | relateu person |
| | c) | Number and Stree City If this address is a | | State: ce, check this bo | x: F | | Number and S Country: | Street 2 ^m | ZIP+4/Postal (| Code: | | |

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the

| File #: O2023-899, Version: 1 |
|---|
| answer is yes, under what exemption ⁷ |
| 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 ⁷ 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 |
| 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 |
| 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 0) 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 |
| 6. Do you control or are you controlled by the related person ⁷ |
| 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 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?
- 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. If this address is a pi | rivate residenc | State; ce, check t | this box. P | | Country. | | | | | ZIP+4/Postal Code: | | | | |
|------------|-------------------------------|-----------------|-----------------------|-------------|------------|------------|----|--------|------|----------|--------------------|--------|------------|------|-------------------------------------|
| 9. o C | (a) | | lf | the rela | ted person | is | an | invest | ment | adviser, | is | it | exempt | from | Yes No registration ⁷ |
| (b) | If the answer is yes, u | ınder what exe | emption ⁷ | | | | | | | | | | | | |
| JO C (? | (a) | ls | the | related | person | registered | f | with | а | foreign | fina | ancial | regulatory | а | 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

| File | #: O2023- | -899, Versi o | on: 1 | | | | | | | | |
|-----------|---|--|---|--------------------------|-----------------------|--------------------|--------------------|---------------------|-----------------|--------------------|-------------------------------------|
| ,11. | Do | you | and | the | related | perso | on sha | re a | iny | supervised | persons ⁷ |
| рр | | | | | | | | | | | |
| 12 | Do | you | and | the | related | person | share | the | same | physical | location ⁷ |
| рр | | | | | | | | | | | |
| 1. | Legal Name of Rei | | TIES (GENPAR), LL | С | | | | | | | |
| 2. | Primary Business N BLACKROCK IMP (GENPAR), LLC | | | | | | | | | | |
| 3. | Related Person's S | SEC File Number (i | if any) (e.g., 801-, 8-, | 866-, 802-) | | | | | | | |
| | Related Person's a) CRD Number | | | | | | | | | | |
| | b) CIK Number(| s) (if any): | | | | No Informatio | n Filed | | | | |
| | b) P other inverce) P registered d) P registered e) P major security (0 P commodity) P futures con h) P banking or (ii) P trust comp (j) P accountant (k) P lawyer or k (l) P pension cor (n) P real estate l | aler, municipal sections and in a control of the co | urities dealer, or gove cluding financial plann rap dealer rarticipant ommodity trading adv | ners) isor (whether r | egistered or exempt l | |) | | | | |
| | (p) P sponsor, go | eneral partner, ma | naging member (or e | quivalent) of po | poled investment veh | icles | | | | | Yes No |
| 6. p p | Do | you | control | or | are | you | controlled | by | the | related | person/ |
| 7 p p | Are | you | and | the | relate | d | person | under | | common | control ⁷ |
| 8 p p | (a) Does | the related | person act as | a qualifi | ed custodian fo | r your clie | nts in connecti | on with adv | isory servic | ces you provide | to clients ⁷ |
| | b) If you are reg | istering or registere | ed with the SEC and | you have answ | ered "yes," to questi | on 8.(a) above, i | have you overcome | the presumption | that you are n | ot operationally | |
| | b) independent | (pursuant to rule 20 t the related persor | 06(4)-2(d)(5)) from th | e related perso | n and thus are not re | equired to obtain | a surprise examina | tion for your clien | ts' funds or se | ecurities that are | |
| | c) If you have ar | | uestion 8.(a) above, p | provide the loca | | erson's office res | | of your clients' a | ssets- | | |
| | City | | State. ence, check this box: | Р | | Country - | - | ZIP+4/Postal Co | de: | | |
| 9. pp | | (a) | If the | related | person is | an i | nvestment ad | viser, is | it e | exempt from | Yes No registration ⁷ |

(b) If the answer is yes, under what exemption⁷

10. (a) Is the related person registered with a foreign financial regulatory authority 7

(b) IT the answer is yes, list the name and country, in English or each foreign financial regulatory authority with which the related person is

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 location7

- Legal Name of Related Person
 BLACKROCK MEXICO MANAGER III, S. DE R.L. DE CV.
- 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

- 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) 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
 - (I) 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 person⁷

Yes No

- 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)(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 f"

9. (a) If the related person is an investment adviser, is it exempt from registration 7 (b) If the

answer is yes, under what exemption7

rt? rr

Yes No

rr

- 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

Name of Co^ntrY/Ei^llih Nam- of

Mexico - National Commission for Banking and Securities

- 11. Do you and the related person share any supervised persons⁷
- 12. Do you and the related person share the same physical location⁷
- Legal Name of Related Person-MARKWOOD PRIVATE
 OPPORTUNITIES GP, LLC
- Primary Business Name of Related Person: MARKWOOD PRIVATE OPPORTUNITIES GP, LLC
- $3. \quad \text{Related Person's SEC File Number (if any) (e.g \,,\, 801\text{-},\, 8\text{-},\, 866\text{-},\, 900\text{-})}$

802-) or Other

Othor

- 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 (mcluding financial planners)
 - c) P registered municipal advisor
 - d) 1" registered security-based swap dealer
 - 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
 - Q) P accountant or

accounting firm

- (k) P lawyer or law firm
- (I) P insurance company or

agency

(m) P pension consultant

| LIIE | # : O2 | 023-89 | 9, Versic | on: 1 | | | | | | | | |
|--------------------------------------|---|--|--|--|-----------------------|---------------------------|---|-----------------|----------------|-----------------------|--------------------|----------|
| (r | n) P rea | al estate bro | ker or | | | | | | | | | |
| | ealer o) r spo | onsor or syr | ndicator or limit | ted partnerships (d | r equivalent), ex | cluding pooled inve | estment vehicles | | | | | |
| Yes N | ó | | | | | • | | | | | | |
| | o) P spo | onsor, gene | ral partner, ma | anaging member (o | or equivalent) of | pooled investment | vehicles | | | | | |
| 6 <i>D</i> | o you contr | rol or are yo | ou controlled by | / the related perso | n^7 | | | | | | | |
| 7 A | re you and | the related | person under o | common contra/7 | | | | | | | | |
| 8. <i>(á</i> |) If you a | | | | | | advisory services yo stion 8.(a) above, ha | | | ption that you are i | not operationally | |
| b b | | | uant to rule 200 related person | | the related perso | on and thus are not | required to obtain a | surprise examii | nation for you | r clients' funds or s | ecurities that are | |
| c) c | | ave answer | | estion 8.(a) above | provide the loca | ation of the related | person's office resp Number and Stree | | dy of your cli | ents' assets: | | |
| Yes N | City: | | | State: | | | Country: | | ZIP+4/Pos | tal Code' | | |
| rr | | address is a | private reside | nce, check this bo | с Р | | | | | | | |
| | | | | | | | | | | | | |
| | , | | n is an investm Ier what exemp | ent adviser, is it ex otion ⁷ | empt from regis | stration ⁷ (b) | | | | | | |
| 10 (a | | lated perso | n registered wi | ith a foreign financ | ial regulatory au | thority ⁷ | | | | | | |
| 10 (b |) If the an | swer is yes | , list the name | and country, in En | glish of each for | eign financial regul | atory authority with | | d person is re | gistered. | | |
| 11 | | Do | you | and | the | related | No Information persor | | hare | any | supervised | persons |
| ^ p | | | · | | | | · | | | · | · | · |
| 12 ^ p | D | 0 | you | and | the | related | person | share | the | same | physical | location |
| | - | of Related A | | E CREDIT OPP. F | UND II (GENPA | R) S.A R.L | | | | | | |
| | | | of Related Pe CIFIC PRIVAT | <i>rson-</i> E CREDIT OPP. F | UND II (GENP <i>i</i> | AR) S.A R.L | | | | | | |
| | elated Person | son's SEC F | File Number (if | any) (e g., 801-, 8 | -, 866-, 802-) or | | | | | | | |
| 4. <i>F</i> | Related Pers | son's lumber (ir a | nv): | | | | | | | | | |
| | , | , | | | | | | | | | | |
| b |) CIK NI | ımber(s) (if | any)- | | | | No Info | rmation Filed | | | | |
| 5. R a b c d e (((|) P bro) f~ oth) P reo) P reo) P ma | oker-dealer, ner investme gistered mu gistered sec ajor security mmodity po | ent adviser (ind nicipal advisor curity-based sw r-based swap p | urities dealer, or g cluding financial pl vap dealer participant commodity trading | anners) | rities broker or deal | ler mpt from registratio | n) | | | | |

(i) P trust company

0) P accountant or accounting firm

F sion: 1

| il | le # | # : C |)2023-899, Ver : |
|----|-------|--------------|-----------------------------|
| | , | | |
| | (k) | Р | lawyer or law firm |
| | (I) | Р | insurance company or ag |
| | (m) | r | pension consultant |
| | (n) | r | real estate broker or dea |
| | (o) | r | sponsor or syndicator of |
| | (p) | P" | sponsor, general partner |
| | | | |
| | Do j | you c | ontrol or are you controlle |
| | | | |
| | Are | you a | and the related person und |
| | | | |
| (| (a) L | Does | the related person act as |
| | b) / | f you | are registering or regist |
| | | (pui | rsuant to rule 206(4)-2{d)(|
| | c) | If yo | ou have answered "yes" to |
| | c) | Nun | nber and Street 1: |
| | | City | / : |
| | | If th | nis address is a private re |
| | | | |
| | (a) | If the | related person is an inve |
| | ans | wer is | yes, under what exempti |
| | | | |
|). | . , | | e related person registere |
| | (b) | If the | answer is yes, list the na |
| | | | |
| | | | |

- gency
- limited partnerships (or equivalent), excluding pooled investment vehicles
- r, managing member (or equivalent) of pooled investment vehicles
- ed by the related person? 6.
- der common control⁷
- a qualified custodian for your clients in connection with advisory services you provide to clients⁷
 - tered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (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
 - question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:
 - Number and Street 2: ZIP+4/Postal Code: Country: sidence, check this box: V
- 9. estment adviser, is it exempt from registration? (b) If the
- ed with a foreign financial regulatory authority 7
 - ame 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 location⁷
- 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-)

Other

4. Related Person's

- CRD Number (if any).
- CIK Number(s) (ir 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 Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - P futures commission merchant
 - h) P banking or thrift institution
 - (i) P trust company
 - (j) Paccountant or accounting firm (k)Plawver or law firm

 - (I) 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 7.7 Are you and the related person under common control

| File | #: | 02023 | .899 \ | √ersion: | 1 |
|------|----|-------|--------|----------|---|
| | π. | | | | |

| Yes | No | | | | | | | | | | | | | | | | | | | | | | | |
|-------------|------------|-----------------|----------|--|------------|---------------------------|-----------------------|----------|--------------------|-------|-------------|------------------|---------|-----------|----------------------|----|------------------------|-------------------------|----------|----------|-----|---------|----|---------|
| rς | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. pp | | (a) |) | Does | s the | related | person | act | as | а | qualified | custodiar | n for | your | clients | in | connection | with | advisory | services | you | provide | to | clients |
| | b) | inde | pende | | suant i | o rule 200 | | | | | | | | | | | have you a surprise | | | | | | | |
| | c) | - | nber aı | e answe nd Stree | - | s" to questi | on 8.(a) al State- | oove, p | orovide | the | location of | f the related | | ber and | respons Street 2: | | custody of y | our clien/ our clien | | | | | | |
| Yes | No | If th | is add | ress is a | private | e residence | , check thi | s box. | Р | | | | | | | | | | | | | | | |
| r r | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 | (a) | If the | relate | d persoi | n is an i | nvestment | adviser, is | it exe | mpt fro | om re | gistration | ⁷ (b) | | | | | | | | | | | | |
| | If th | ne ansv | wer is | yes, und | ler wha | t exemptior | 1 ⁷ | | | | | | | | | | | | | | | | | |
| 10 | (a) | Is the | e relate | ed perso | n regis | tered with a | a foreign fil | nancia | l regula | atory | authority | 7 | | | | | | | | | | | | |
| g r | g r | | | | | | | | | | | | | | | | | | | | | | | |
| | (b) | If the | answ | er is yes | , list the | e name and | I country, i | n Engl | ish of e | each | foreign fir | nancial regu | | | with whi | | related perso | on is regi | stered | | | | | |
| 11 | Do | you aı | nd the | related _i | person | share any s | supervised | l perso | ons ⁷ | | | | | | | | | | | | | | | |
| 12. | Do | you an | d the r | related p | erson | share the sa | ame physi | cal loca | ation ⁷ | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | | | | Related . TE OPF | | NITIES GP | , LLC | | | | | | | | | | | | | | | | | |
| 2 | Per | son Bl | _K202 | ss Name 1 PRIV <i>E</i> ES GP, I | TE | ated | | | | | | | | | | | | | | | | | | |
| 3. | Rela | ated Pe | erson's | SEC F | ile Num | ber (if any) | (e g , 801 | -, B-, | | | | | | | | | | | | | | | | |
| | 866 Oth | i-, 802- ier | -) or | | | | | | | | | | | | | | | | | | | | | |
| = 4. | | elated F | | <i>'s</i> er (if an | y). | | | | | | | | | | | | | | | | | | | |
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| (b) | CIK | Numb | er(s) (i | if any)- | | | | | | | | | | | | | | | | | | | | |
| 5. | Relat | ted Pe | rson is | s: (check | all tha | t apply) | | | | | | | | | | | | | | | | | | |
| | a) | f" i | broker- | -dealer, | munici | oal securitie | | - | | nt se | curities br | oker or deal | er | | | | | | | | | | | |
| | b) c) | | | nvestme red mur | | ser (includiı ıdvisor | ig imancia | ıı pıanr | iers) | | | | | | | | | | | | | | | |
| | d) e) | | - | | | sed swap o swap partic | | | | | | | | | | | | | | | | | | |
| | , | | | | | | | dina ad | dvisor (| whet | ther reaist | ered or exer | npt fro | m reaisti | ration) | | | | | | | | | |

| Fi | ile # | ‡ : O2 | 023-899, | Version | n: 1 | | | | | | | | | | | | | |
|------------------|---|--|---|--|-------------------------|-----------------------|---------------|-------------------------------------|------------------|---------------|----------|----------------|--------------|-------------|---------------|------------|---------|------------|
| | g) h) (i) 0) (k) (l) (m) (n) (o) (p) | P ba P tru P ac P lav P ins P pe P re P sp | tures commission anking or thrift in ust company ecountant or acc wyer or law firm surance compan ension consultar al estate broker | on merchant stitution counting firm ny or agency nt or dealer ator of limite | / ed partner: | ships (or e | quivalent), e | xcluding pooled f pooled investm | investment v | | | | | | | | | |
| 6. | Do j | you cont | rol or are you co | ontrolled by | the related | d person ⁷ | | | | | | | | | | | | |
| 7. | Are | you and | the related per | son under co | ommon co | ontrol ⁷ | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | |
| | s No | | | | | | | | | | | | | | | | | |
| 8. c f | (a) | | Does the | related | person | act as | a quali | fied custodia | n for yo | ur c//enfs | in | connection | with a | advisory | services | you | provide | to clients |
| | b) | If you a | are registering o | or registered | with the S | SEC and y | ou have ans | wered "yes," to o | question 8.(a) | above, have | e you ov | rercome the p | oresumptic | on that yo | u are not op | erationa | lly | |
| | b) b) | indepe | endent (pursuan | | (4)-2(d)(5 ₎ |)) from the | related pers | on and thus are | not required | to obtain a s | urprise | examination . | for your cli | ients' fund | ds or securit | ies that a | are | |
| | c) | | nave answered | , | stion 8.(a) | above, pr | ovide the loc | cation of the rela | ted person's | office respon | sible fo | r custody of y | our clients | s' | | | | |
| | c) | Numbe City: | er and Street 1: | | State | : | | | Numbe Country | r and Street | 2: | ZIF | P+4/Postal | Code: | | | | |
| | | If this | address is a pri | vate residen | ce, check | this box. F | • | | | | | | | | | | | Yes No |
| 9. | | | lated person is | an investme | nt adviser | , is it exen | npt from regi | stration? | | | | | | | | | | |
| 9. | (b) | | nswer is yes, un | der what ex | emption? | | | | | | | | | | | | | |
| 10 | ` ' | | elated person re | gistered with | h a foreigr | n financial | regulatory a | uthority 7 | | | | | | | | | | |
| 40 | P r? | | | t tha marrie | | u in Fort | -h -f | union fin!-! | | | -i-b 41- | unlated | i: · | | | | | |
| | | if the ar | | | | | | reign financial re | No I | nformation F | | | on is regist | | | | | _ |
| 11. <i>(?</i> | | | Do | you | а | nd | the | relat | ed | person | | share | | any | S | upervise | ed | persons |

12. Do you and the related person share the same physical location? C

 Legal Name of Related
 Person: GCO II
 FUND A GP
 S.A R.L.

 Primary Business Name of Related Person: GCO II FUND A GP S.A R.L.

| Fi | e# | : O2023-8 | 99, Ve ı | rsion: | 1 | | | | | | | | |
|-----------|---|--|---|---|-------------------------------|---------------|-------------------|--|---------------------------|-------------------|----------------|---------|------------------|
| 3 | Relat | ed Person's SEC | File Numbe | er (if any) (e | .g., 801-, 8-, 86 | 66-, 802-) | | | | | | | |
| 4. | | ed Person's CRD Number (if | any)- | | | | | | | | | | |
| | b) | CIK Number(s) (| if any): | | | | No Info | ormation Filed | | | | | |
| | | ted Person is: (ch r broker-dealer, | | | aler, or govern | ment securiti | es broker or dea | aler | | | | | |
| 6. o p | c) d) e) (0 F g) h) (i) (j) F (K) (1) (m) F (o) (p) | P futures comm P banking or thr P trust company accountant or a P lawyer or law P insurance cor pension consul P real estate bro | nicipal advi curity-based rity-based s ol operator o ission mero iff institutior accounting f firm npany or ag tant ker or deale ndicator of l | sor I swap deals swap partici or commodif thant firm dency er limited partir managing i | er pant y trading advis | or (whether i | cluding pooled ir | empt from registrati nvestment vehicles nt vehicles you | on) controlled | by | the | related | Yes No person |
| 7. o p | | Are | | you | and | | the | related | person | unde | er | common | control |
| 3. o p | | | the relat | · | | · | | | clients in connection | | visory service | , , | to clients |
| | b) | pp | | | · | | | , , , | e, have you overcome the | | • | | |
| | b) | maintained at the | | | | | | | | | | | |
| | c) | | | to question | 8.(a) above, pr | ovide the loc | ation of the rela | | responsible for custody o | t your clients' a | ssets∎ | | |
| | c) | Number and Stre City | et I: | S | tate: | | | Number and S Country: | | IP+4/Postal Co | de" | | |
| | | If this address is | a private re | esidence, ch | eck this box. F | • | | - | | | | | Yes No |

9. (a) If the related person is an investment adviser, is it exempt from registration 7 рр 9. (b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority 7 рр

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 ts registered.

No Information Filed Do the related supervised you and person share any persons? рр 12 and related person share same physical location? you рр

Legal Name of Related
 Research REACKBOOK

(NETHERLANDS) B V

 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)
 - 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
 - (I) 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 ra-

a- r

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

рр

- 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'

c) Number and Street 1-

Number and Street 2:

7IP+4/Postal Code-

City: State: Country

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?

Pр

fb) If the answer is yes, under what

Office of the City Clerk Page 513 of 781 Printed on 5/21/2023

| File | #: O202 | 3-899, | Versio | n: 1 | | | | | | | | |
|-------------------------------------|--|---|--|--|--------------------------|---|--------------------|---------------|---------------------------|------------------|--|----------------------|
| | exemplion: i | FUNEIGN F | TRIVALE | | | | | | | | | |
| 0. | fa) | ,ls | the | related | person | registered | with | а | foreign | financial | regulatory | authority ? |
| p p | registered H | ameTof/cbu | untnr/E | | nglish of each fo | oreign financial regul | atory authority w | ith which the | related person is | | | |
| 1. | Do | | you | and | the | related | per | son | share | any | supervised | persons? |
| PP | | | | | | | | | | | | |
| 2 | Oo | yo | u | and | the | related | person | share | the | same | physical | location? |
| Рр | | | | | | | | | | | | |
| Re BF Pri | gal Name of elated Person: R/OV GP, LLC imary Business lated Person-BF C | | | | | | | | | | | |
| Re | elated Person's S | SEC File Nu | ımber (if an | v) (e.a., 801-, 8 | | | | | | | | |
| 86 | 6-, 802-) Or her | | | ,,,, | , | | | | | | | |
| Re a) | elated Person's CRD Number | r (if anv): | | | | | | | | | | |
| b) | CIK Number(| | | | | | | | | | | |
| ۷, | one rambor(| o, (a,). | | | | No Informa | ation Filed | | | | | |
| a) b) c) d) e) f) g) h) (i) (j) (k) | P other involved Pregistered P | ealer, munic estment adv d municipal d security-baserity pool ope oor thrift institution or thrift institution or thrift institution or thrift institution or accountiin with firm the company consultant the broker or or syndicate. | cipal security iser (included advisor lased swap at swap partirator or conmerchant tuttion and firm or agency and advanced advanc | ies dealer, or gr ling financial pla dealer icipant nmodity trading partnerships (c | anners) advisor (whethe | rities broker or deale or registered or exem excluding pooled invest f pooled investment | npt from registrat | ion) | | | | Yes No |
| 6. | Do | y | ou/ | control | or | are | you | contro | olled | by th | e relateo | person ⁷ |
| ЛЛ | | | | | | | | | | | | |
| 7. | Are | e | you | | and | the | related | p | erson | under | common | control ⁷ |
| ЛΛ | | | | | | | | | | | | |
| 8. <i>(</i> | (a) Does the rel | lated persor | n act as a qu | ualified custodia | an for your client | 's in connection with | advisory service | s you provide | e to clients ⁷ | | | |
| t | | nt (pursuan | | | | | | | | | sumption that you a ts' funds or securities | |
| c | | • | 'yes" to que | estion 8.(a) abov | e, provide the lo | ocation of the related | person's office | esponsible fo | or custody of your | clients' assets: | | |
| c |) Number an | d Street 1: | | | | | Number and S | Street 2: | | | | |

| File | # : O2 | 2023- | 899, | Vers | ion: | 1 | | | | | | | | | | | | | | | | | | | |
|---------------|---------------|--------------------------------|-------------|-----------|-----------------------|----------|------------|-----------------|----------|--------------------------|------------|---------|----------|-------------------|------------|---------|------------|------------|------------|------------|------------|-------------|-----------|---------|-----------|
| Yes No | Сіту. | | | | ; | ътате. | | | | | | | Coun | ггу | | | ۷ | IP+4/P08 | stai Cod | e: | | | | | |
| cr | If this | address | is a priv | ate resi | dence, c | heck t | his box: | Р | | | | | | | | | | | | | | | | | |
| | | elated pe er is yes, | | | | | is it exer | mpt fr | om reç | gistration? | ? (b) | | | | | | | | | | | | | | |
| 10. (a) | Is the r | related pe | erson reg | gistered | with a fo | oreign 1 | financial | l regul | latory a | authority 1 | ? | | | | | | | | | | | | | | |
| (b) | If the a | answer is | yes, list | the nar | ne and c | ountry | , in Engli | ish of | each | foreign fin | nancial re | egula | | | vith which | | elated per | son is re | egistered | d. | | | | | |
| 11. <i>Do</i> | you and | d the rela | ted perso | on shar | e any su _l | pervise | ed perso. | ns ⁷ | | | | | | | | | | | | | | | | | |
| 12. Do | you and | the relat | ted perso | on share | e the san | ne phy | sical loc | ation | ? | | | | | | | | | | | | | | | | |
| 1. Leç | gal Nam | e of Rela | ted Pers | on. TEI | NENBA | UM SI | ENIOR L | _OAN | GP IV | /-B, LLC | | | | | | | | | | | | | | | |
| 2. Pri | mary Bu | ısiness N | ame of F | Related | Person : | TENN | IENBAU | IM SE | NIOR | LOAN GF | P IV-B, L | LC | | | | | | | | | | | | | |
| 3. Re | lated Pe | erson's SI | EC File N | lumber | (if any) (| e g., 8 | 01-, 8-, 8 | 866-, | 802-) | | | | | | | | | | | | | | | | |
| 4. Rela | ated Pei | rson's | | | | | | | | | | | | | | | | | | | | | | | |
| a) | CRD | Number | (if any). | | | | | | | | | | | | | | | | | | | | | | |
| b) | CIK N | lumber(s |) (if any)- | | | | | | | | | | | | | | | | | | | 1 | No Inform | ation F | iled |
| 5 Rela | ated Per | rson is: (c | hack all | that an | alv) | | | | | | | | | | | | | | | | | | | | |
| a) b) | r bı | | ler, mun | icipal s | ecurities | | _ | | ent sec | curities bro | oker or d | deale | er | | | | | | | | | | | | |
| c) | r re | egistered | municipa | al advis | or | | лат ріаті | iicis) | | | | | | | | | | | | | | | | | |
| d) e) | P m | egistered najor secu | rity-base | ed swap | particip | ant | | | | | | | | | | | | | | | | | | | |
| (0 g) | | odity poo itures cor | | | | tradino | g advisoi | r (whe | ether r | egistered | or exem | ipt fro | om reg | istration |) | | | | | | | | | | |
| h) (i) | | anking or ust comp | | titution | | | | | | | | | | | | | | | | | | | | | |
| 0) | Paccou | ntant or a | accountin | ng firm | | | | | | | | | | | | | | | | | | | | | |
| (I) | Pinsura | r or law fi ince com | pany or a | agency | | | | | | | | | | | | | | | | | | | | | |
| . , | | on consul state brol | | aler | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | uding pool led invest | | | | cles | | | | | | | | | | | |
| | | control or | | | | | | | | | | | | | | | | | | | | | | | |
| ■ p p | 7 | 7. | | | | А | re | | you | | and | | th | e | rela | ted | | person | | unde | r | com | mon | | control |
| 8. p p | (a) |) | Does | the | related | perso | on act | t as | а | qualified | d custo | odiar | n for | your | clients | in | connect | ion wi | th ad | visory | services | you | provide | to | clients |
| b |) If yo | | gistering | or regis | stered wi | th the | SEC and | d you | have a | answered | "yes," to | o que | estion 8 | 3.(a) abo | ve, have | you o | vercome i | the presu | ımption | that you | are not o | peration | ally | | |
| b |) inde | ependent | | | | -2(d)(5 |)) from t | the re | lated p | person an | d thus ai | re nc | ot requi | red to o | btain a su | rprise | examinat | ion for ye | our clier | nts' funds | s or secur | ities that | t are | | |
| b c | • | <i>intained a</i> ou have a | | , | | on 8.(a |) above, | , provi | ide the | location | of the re | elatec | d perso | n's offic | e respons | ible fo | or custody | of your | clients' a | assets. | | | | | |
| c |) Nun City | mber and v | Street 1 | ' | | State | e: | | | | | | | mber an untry: | d Street 2 | : | | ZIP+4/I | Postal C | Code. | | | | | |
| | | nis addre | ss is a pr | rivate re | sidence | | | x. P | | | | | | , | | | | | | | | | | | Yes No |
| i9. | | | (a) | | | If | the | r | elated | pe | erson | is | s | an | investr | nent | adv | iser, | is | it | exem | pt | from | reg | istration |
| pp (t | o) if the | answer | is ves. III | nder wh | at exem | ption' | | | | | | | | | | | | | | | | | | | |
| . (1 | 10. | (a) | . , 55, ui | -2. **1 | ls. | | the | r | elated | n | erson | | registe | ered | with | | а | foreign | fi | nancial | ron | julatory | 91 | thority | : |
| p p | 10. | (a) | | | 13 | | | 10 | JIGIGG | pe | | | . ogiste | | **101 | | ~ | .oroigii | "" | | ieg | , aiditoi y | au | iority | |

| | #: O2023 | | | | ıı oı eacıı ioreiç | gri iiriariolal regular | Ory authority with wi | | oui is regisi | ereu. | | |
|---|---|--|---|---|-----------------------|--|---|--------------------|---------------|-------------------|--------------------|----------------|
| 11. | Do | | you | and | the | related | No Information F person | iled share | | any | supervised | persons |
| рр | | | | | | | | | | | | |
| : | 12 | Do | you | and | the | related | person | share | the | same | physical | location |
| Рр | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| В | egal Name of F LACKROCK A CHWEIZ AG | | | | | | | | | | | |
| Р | rimary Busines erson. BLACKI IANAGEMENT | ROCK ASSET | | | | | | | | | | |
| 3. Re | elated Person's | SEC File Nun | nber (if any) (| e.g., 801-, 801 - 7 | 78476 | | | | | | | |
| 0 | ther | | | | | | | | | | | |
| . <i>4. Re</i> a) b) | | er (if any): 16 er(s) (if any | 1987 | | | | | | | | | |
| a; b; c; d; f) f) (h; (ii) 0; (k; (l, (r) (r) | W other in P registe P registe P major : Pcommodif (9) P N) P bankin P trust co Paccountant of C)Plawyer or law P insurance co n)Ppension cor n)rreal estate br o)rsponsor or sy | dealer, municinvestment adviced municipal red security-basecurity- | ipal securitie riser (includin advisor ased swap de swap partici or or commoc commission m aution iirm ency | g financial planne ealer pant lity trading adviso erchant | ers) r (whether regis | s broker or dealer stered or exempt fr cooled investment v | rehicles | | | | | |
| 6 Do yo | ou control or ar | e you controlle | ed by the rela | ted person ⁷ . 7. | Are you and the | e related person un | nder common control | 7 | | | | |
| 8. | (a) | Does the | related | person act | as a qualif | ied custodian | for your clients | s in connection | n with a | advisory serv | vices you prov | ide to clients |
| p p b) | If you are re | egistering or re | egistered with | n the SEC and yo | u have answere | ed "yes," to questio | n 8.(a) above, have | you overcome the | presumption | n that you are n | not operationally | |
| b) | p p independer | nt (pursuant to | rule 206(4)-2 | 2(d)(5)) from the I | elated person a | and thus are not red | quired to obtain a su | rprise examination | for your clie | ents' funds or se | ecurities that are | |
| b) | If you have | | • | n 8.(a) above, pro | vide the locatio | | rson's office respons lumber and Street 2: | | our clients' | assets. | | |
| c) Yes No | City. If this addre | | | State: check this box: P | | | ountry. | | +4/Postal C | code: | | |

9 (a) IT the related person is an investment adviser, is it exempt from registration 7 (b)

ra

File #: O2023-899, Version: 1 If the answer is yes, under what exemption? 10. the related person registered with foreian financial regulatory authority pр (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 Sfffiffi^ffi | Switzerland - Swiss Financial Market Supervisory Authority 11. supervised persons7 рр 12. Do vou and the related person share the same physical location7 p p 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 Related Person's CRD Number (if any): CIK Number(s) (if any): No Information Filed Related Person is- (check all that apply) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer f" other investment adviser (including financial planners) P registered municipal advisor P registered security-based swap dealer P major security-based swap participant e) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) P banking or thrift institution h) P trust company (j) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (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 Dο vou control are you controlled the related person control7 рр related person act as qualified custodian for your clients in connection with advisory provide clients7 (a) рр 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 b) b) maintained at the related person7 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: Citv-State-Country. ZIP+4/Postal Code: If this address is a private residence, check this box. P

| File | #: | O202 | 23-899, \ | /ersion | : 1 | | | | | | | | | | | | | |
|--------|---|---|--|---|--|----------|---------------------------|---|-------------|----------------------|--------------|-----------|---|------------|------------|---------------------|---------|-------------------------|
| | | | | | , | | ···· | | | | | | | | | | | Yes No |
| 9. | | | (a) | | If | the | related | person | is | an | investr | nent | adviser, | is | it | exempt | from | registration |
| рр | (b) | If the ans | wer is yes, un | der what ex | emption? | | | | | | | | | | | | | |
| (10. | | (a) | | is | the | | related | person | register | red | with | а | foreign | fina | ancial | regulatory | au | nthority 7 |
| CG | | , , | | | | | | , | Ü | | | | Ū | | | o , | | • |
| | • | | wer is yes, lis | | and count | | | u and the relate | | | | | ation? elated person is <i>t?rf?r</i> | register | ed. | | | |
| . 1 | l ena | al Name o | Related Pers | eon: | | | | | | | | | | | | | | |
| | | | DIT OPPORT | | UND (GEI | NPAR), | LLC | | | | | | | | | | | |
| | | | ess Name of P DIT OPPORT | | | NPAR), | LLC | | | | | | | | | | | |
| ; 3. F | Relat | ted Persor | n's SEC File N | lumber (if a | ny) (e.g., | 801-, 8 | -, 866-, 802-) | | | | | | | | | | | |
| (| Othe | r | | | | | | | | | | | | | | | | |
| | | ed Person CRD Nur | <i>'s</i> nber (if any): | | | | | | | | | | | | | | | |
| k | b) | CIK Num | ber(s) (if any) | | | | | | | | | | | | | | | |
| | | | | | | | | | | No Info | rmation File | ed | | | | | | |
| Yes No | a) b) c) d) e) (0 (9) (h) (0 0) (k) (I) (m) (o) o | P brok P othe f regi P regi F" maj P com P futu J" ban P trus P acci P lawy r insu P real P spo | er investment stered munici stered security or security-ba modity pool of the second s | unicipal sect adviser (inc pal advisor y-based sw sed swap p sperator or c on merchan astitution counting firm int or or dealer cator of limit | urities dealuding final ap dealer articipant commodity t | ancial p | anners) g advisor (whe | ecurities broker ether registered , excluding poo | d or exemp | ment vehi | | | | | | | | |
| | | | | | | | _ | • | | | | | | | | | | |
| | | | or are you co | | | | "" | | | | | | | | | | | |
| <7. / | Are y | ou and th | e related pers | son under o | ommon co | ontroi, | | | | | | | | | | | | |
| | | (0) | Door | tha ralata | d norse | n 00 | t 00 0 | gualified our | atadian f | for you | r olionto | in c | connection w | ith od | vicen | condece you | provido | to oliente? |
| ;8. | | (a) | Does 1 | the relate | u perso | on ac | . as a | quaimeu cus | owiall l | oi you | . GIETIS | III C | SOUTHE CHOIL W | nui au | visui y | services you | provide | to clients ⁷ |
| p p | b) | If you are | e registering o | or registered | with the | SEC ar | nd you have ar | nswered "yes," | to question | n 8.(a) at | oove, have y | ou over | rcome the pres | umption | that you | are not operation | nally | |
| | b) b) | mdepen | dent (pursuan ed at the rela | | 6(4)-2(d)(5 | 5)) from | the related pe | erson and thus | are not red | quired to | obtain a sui | rprise ex | camination for y | our clier | nts' funds | s or securities tha | at are | |
| | c) | If you ha | ve answered | "yes" to que | estion 8.(a | ı) above | e, provide the | location of the | | | | | custody of your | clients' a | assets- | | | |
| , | c) | City: | and Street 1: | | State | | ıy. P | | | Number a Country: | nd Street 2 | | ZIP+4/ | Postal C | ode: | | | |

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Yes No

| Fi | le# | #: O2023-8 | 399, Vers | sion: 1 | | | | | | | | | | |
|-----------|--|--|--|--|----------------------------|---------------|-------------------------------------|----------------|--|------------------|---------------|----------------------------|-------------------------------------|----------------------------------|
| , | 9 | | (a) | ı | f the | related | person | is | an investr | nent advise | er, is | it exemp | t from | registration? |
| pР | | If the answer is | s yes, under wh | nat exemption? | | | | | | | | | | |
| 11 p p | with | Is the related per which the related Do | _ | - | - | the | y ⁷ C (b) If the related | No Infor | es, list the nam mation Filed person shar | share | any | ch foreign financi supi | al regulator ervised physical | y authority persons? location? |
| р р 1 | Lega BLA | al Name of Relat CKROCK ALTER | RNATIVES | | | | | | | | | | | |
| 2 | Prim Pers | nary Business Na son. BLACKROC NAGEMENT, LLC | ame of Related K ALTERNATI | | | | | | | | | | | |
| 3. | | -, 802-) 801 - 110 | | (ir any) (e.g., 80 | 1-, 8-, | | | | | | | | | |
| 4. | Rela a) b) | ated Person's CRD Number (ir any). 288041 CIK Number(s) | (if any)- | | | | | | | | | | | |
| | υ, | One Hamber(e) | (ii diriy) | | | | | No Infor | mation Filed | | | | | |
| | a) b) c) d) e) (0 g) h) (i) (j) (k) (l) (m) (o) s No | P other investr P registered m P registered m P major securi P commodity p P futures comi P banking or ti r trust compan P accountant o r lawyer or law P insurance coi P pension cons P real estate br r sponsor or syl | er, municipal sement adviser (in nunicipal adviser (in nunicipal adviser ecurity-based swap ool operator or mission merchaniff institution by a raccounting fiirm mpany or ager sultant oker or dealer andicator of limitaturical and sultant of the s | ecurities dealer, o noluding financial or swap dealer participant commodity tradii ant | I planners) ng advisor (wl | nether regist | tered or exemp | ot from regist | | | | | | |
| 6 | <i>Do y</i> | ou control or are | you controlled | d by the related po | erson? | | | | | | | | | |
| 7 | Are | | you | and | | the | rela | ted | persor | 1 | under | com | mon | control ⁷ |
| p p | | Dan- | tho water | d poress | at on a | andie - 4 | quoto di a - | for | olionte =- | oonnoctics. | usith and si | m, consists | VOI | ido to aliant-1 |
| 8. p p | | Does | the related | | | qualified | custodian | | clients m | | with adviso | | you prov | ride to clients ⁷ |
| | b) | If you are regist | ering or registe | erea with the SEC | and you hav | re answered | yes," to ques | ขอก 8 (a) ab | ove, nave you c | overcome the pre | sumption that | you are not opera | ationally | |

| Fil | le #: O2023-899, Version: 1 | | | | | | |
|------------|--|-----------------------|------------------------------|----------------------|----------------------|-----------------------|---------|
| | b) independent (pursuant to rule 206(4)-2(d)(5)) from the related person and b) maintained at the related person? | nd thus are not requi | ired to obtain a surpris | se examination for y | our clients' funds c | r securities that are | |
| | c) If you have answered "yes" to question 8.(a) above, provide the location | of the related perso | on's office responsible | for custody of your | clients' assets* | | |
| | c) Number and Street 1: City: State* | | nber and Street 2' intry: | 7ID+/// | Postal Code: | | |
| | IT this address is a private residence, check this box. P | Cot | iiiuy. | ZIF +4/F | osiai Code. | | |
| 9. | (a) If the related person is an investment adviser, is it exempt from registration | on ⁷ | | | | | Yes N |
| 0 | PA (b) If the angular is used under what example and | | | | | | |
| | (b) If the answer is yes, under what exemption ⁷ | | | | | | |
| 10. | (a) Is the related person registered with a foreign financial regulatory authority C G | ty ⁷ | | | | | |
| 10. | (b) ir the answer is yes, list the name and country, in English or each foreign | | authority with which the | ne related person is | registered. | | |
| 11. p p | Do you and the | related | person | share | any | supervised | persons |
| 12 | 2 Do you and the related person share the same physical location ⁷ | | | | | | |
| ! 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): | | | | | | |
| | (bj 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 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 (0 Pcommodity pool operator or commodity trading advisor (whether registered) p P futures commission merchant h) Pbanking or thrift institution h) 0)P trust company | | egistration) | | | | |
| | (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 or limited partnerships (or equivalent), excluding portage. | ooled investment ve | ehicles | | | | |
| | (b) Psponsor, general partner, managing member (or equivalent) of pooled inv | vestment 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 co (b) If you are registering or registered with the SEC and you have answered to rule 206(4)-2(d)(5)) from the related person and thus are not required | "yes," to question 8 | (a) above, have you o | overcome the presu | | | |

Number and Street 2:

(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:

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 exemption7 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 persons⁷ 12. Do you and the related person share the same physical location⁷ 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 Related Person's a) CRD Number (if any)-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) 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 law firm h) (I) P insurance company or agency pension h) (m) P consultant h) (n) P real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) 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

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|------------|--------------------|--|------------|----------------------------|--------------|-----------|----------------------|----------------|--------------------|---|--------------------|--------------------------|----------|----------------|------------|---------------|---------------|----------|---------|----|---------|
| 8. | (a) | Doe | s the | related | person | act | as a | ı qualified | l custodian | for | your | clients | in | connection | with | advisory | services | you | provide | to | clients |
| рр | | | | | | | | | | | | | | | | | | | | | |
| | b) | If you are re | gistering | or register | ed with the | SEC a | nd you h | ave answer | ed "yes," to qu | estion | 8.(a) ab | ove, have | you o | vercome the | presump | otion that yo | ou are not op | erationa | ally | | |
| | b) b) | | | | | (5)) fron | n the rela | ted person a | and thus are n | ot requ | ired to c | btain a su | ırprise | examination | for your | clients' fun | ds or securit | ies that | are | | |
| | c) | | | | | a) abov | e, provid | e the location | on of the relate | ed perso | on's offic | e respons | sible fo | or custody of | your clie | nts' assets: | | | | | |
| | c) | Number and City: | Street 1 | | State | e | | | | | nber and intry: | d Street 2- | • | ZIF | P+4/Post | al Code. | | | | | |
| | | If this addre | ss is a pı | ivate resid | ence, chec | k this b | ox: P | | | | • | | | | | | | | | | |
| a r | r; r | | | | | | | | | | | | | | | | | | | | Yes N |
| 9. | | If the related | person is | an investr | nent advis | er, is it | exempt fi | rom registra | tion ⁷ | | | | | | | | | | | | 16510 |
| 9. | P p (b) | If the answer | is yes, u | nder what | exemption | 7 | | | | | | | | | | | | | | | |
| 10. | | Is the related | person r | egistered v | vith a forei | gn finar | ncial regu | latory autho | ority ⁷ | | | | | | | | | | | | |
| | рр | | | | | | | | | | | | | | | | | | | | |
| 10. | (b) | If the answer | is yes, li | st the name | e and coun | try, in E | English of | f each foreig | ın financial reç | | | y with wh nation File | | e related pers | son is reç | gistered | | | | | |
| 11 [| Оо уо | u and the rela | ited pers | on share a | ny supervi | sed per | sons ⁷ 12 | , | | | | | | | | | | | | | |
| Do | you a | nd the related | l person | share the s | same phys | ical loca | ation ⁷ | | | | | | | | | | | | | | |
| 1. | | al Name of Re | | | D OD 11 O | | | | | | | | | | | | | | | | |
| | | CKROCK PR | | | B GP, LLC | | | | | | | | | | | | | | | | |
| 2. | Rela | ary Business ted Person B /ATE EQUIT | ACKRO | CK | | | | | | | | | | | | | | | | | |
| 3. | Rela | ted Person's | SEC File | Number (i | f any) (e g | , 801-, | 8-, 866-, | 802-) | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | |
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| 0 | r | | | | | | | | | | | | | | | | | | | | |
| C | ther | | | | | | | | | | | | | | | | | | | | |
| <i>F</i> i | | d Person's | (ir any): | | | | | | | | | | | | | | | | | | |
| b | ٠ | CIK Number(s | (if any) | | | | | | | | | | | | | | | | | | |
| D | , . | in number(s | (ii aily). | | | | | | | | ı | No Inform | ation l | Filed | | | | | | | |
| R | alata | d Person is: (| chack all | that apply | ١ | | | | | | | | | | | | | | | | |
| a |) l ¹ | ™ broker-de | aler, mun | icipal secu | rities deale | _ | | nt securities | broker or dea | ler | | | | | | | | | | | |
| b) c) | | | | dviser (incl al advisor | uding finar | ncial pla | inners) | | | | | | | | | | | | | | |
| ď |) P | registered | security | based swa | • | | | | | | | | | | | | | | | | |
| e) | | | | ed swap pa erator or c | | tradina | advisor (| whether rea | istered or exe | mpt fro | m reaist | ration) | | | | | | | | | |
| g) | | futures co | mmissior | n merchant | | 19 | (| | 34 51 0AC | .,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | | | | | | | | |
| h) h) | | banking o P | | titution t company | | | | | | | | | | | | | | | | | |
| (j) | , | | | unting firm | | | | | | | | | | | | | | | | | |
| (k | | lawyer or | | | | | | | | | | | | | | | | | | | |
| (/) (n |) <i>P</i> n) P | pension c | | y or agenc | y | | | | | | | | | | | | | | | | |

(n) P real estate broker or dealer

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 person⁷ Are you and

the related person under common controP

- 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 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

- 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 persons? ■ Do you and

the related person share the same physical location⁷

Legal Name of Related Person: FONOA (GENPAR), LLC

Primary Business Name of Related Person: FONOA (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) 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
 - Q) P accountant or
 - accounting firm
 - (k) P lawyer or law firm
 - (I) 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

- 4-
 - (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 | ı | and | the | relate | ed . | person | under | common | | control ⁷ |
|------------|---|---|--|---|-----------------|---------------------|---------------------|---------------------------------------|----------------|---|---------------------------|------------|----------------------|
| pр | | | | | | | | | | | | | |
| 8. | (a) | Does | the related | person a | ict as a | qualified cu | stodian Tor yo | our clients | in connect | ion with advisory | services you p | provide to | clients? |
| рp | b) b) c) | p p independent (pu maintained at th If you have answ | rsuant to rule 20 e related person vered "yes" to qu | 06(4)-2(d)(5)) : 1 ⁷ | from the relat | ed person and th | us are not required | to obtain a surp | orise examinat | the presumption that your clients' fund | ds or securities that are | | |
| | c) | Number and Stre City: If this address is | | State: ence, check th | nis box. P | | Country | and Street 2: | | ZIP+4/Postal Code ¹ | | | |
| 9. | | If the related pers | on is an investn | nent adviser, i | s it exempt fro | om registration? | | | | | | | Yes No |
| 9. | p p (b) | If the answer is y | es, under what e | exemption? | | | | | | | | | |
| 10 p p | | (a) | ls | the | related | person | registered | with | a f | oreign financial | regulatory | authority | 7 |
| | (b) | If the answer is y | es, list the name | e and country, | in English of | each foreign fina | | hority with which nformation Filed | | erson is registered. | | | |
| 11. p p | | Do | you | and | d | the | related | person | sha | re any | supervised | | persons ⁷ |
| 12. p p | | Do | you | and | the | related | person | share | the | same | physical | location? | • |
| | BLA Prin | al Name of Relate CKROCK LUXEN nary Business Nat CKROCK LUXEN | BOURG MULTI | Person. | | | | | | | | | |
| 3 | 866- | ated Person's SEC | File Number (if | f any) (e g , 80 |)1-, 8-, | | | | | | | | |
| 4. | | er <i>ited Person's</i> CRD Number (tf | any). | | | | | | | | | | |
| | b) | CIK Number(s) (| if any). | | | | No lufa una atia | - 53-4 | | | | | |
| | | ted Person is: (ch broker-dealer, r | | | government s | securities broker (| No Information | i Fileu | | | | | |
| | b) c) d) e) (0 g) h) (i) | P registered m P registered s P major secur P commodity p P futures com | mission merchar hrift institution | r wap dealer participant commodity tra | | (whether register | ed or exempt from | registration) | | | | | |

| F | ile # | : O2023 | -899 | , Versio | on: 1 | | | | | | | | | | | | | | | | |
|----------------|----------------------------|---|---------------------------------|---|---|----------------------|----------------|---------------|---------------------------------|--------------------|-------------|---------------------|---------------------------|---------------------------|-----------|---------------|----------|-----------|---------|----|----------|
| | (m) (n) deal s No | P real estat | | | | | | | | | | | | | | | | | | | |
| r | ٠, | | | | | | | | ding pooled in led investmer | | | es | | | | | | | | | |
| 6 | Do y | ou control or a | re you c | controlled by | the related | d persor | 7 ⁷ | | | | | | | | | | | | | | |
| 7. | | Are | | you | , | aı | nd | t | he | re | elated | | pe | erson | | under | | commor | 7 | | control |
| G | С | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | Doe | s the | related | person | act | as a | qualified | custodian | for | your | clients | in | connection | with | advisory | services | you | provide | to | clients |
| С | b) b) b) c) c) | c C independent maintained a If you have a Number and | (pursua t the rela | nt to rule 20 ated person d "yes" to qu | 06(4)-2(d)(5 ⁷ uestion 8.(a | 5)) from a) above | the rela | ted person a | and thus are n | not requied person | on's office | otain a su | <i>rprise</i> sible ro | examination or custody of | for your | clients' fund | | | | | |
| | | City: If this addres | s is a pi | rivate reside | State ence, check | | x: P | | | Co | ountry: | | | ZII | P+4/Pos | stal Code. | | | | | |
| 9. 9. | СС | If the related p | | | | | xempt fr | om registrat | ion? | | | | | | | | | | | | Yes No |
| 10 | (a) C G | Is the related | oerson r | egistered w | rith a foreig | ın financ | ial regu | latory author | rity ? | | | | | | | | | | | | |
| 10 | | If the answer i | s ves. li: | st the name | and count | trv. in Er | nalish or | each foreig | n financial rec | ulatorv | authority | / with whi | ich the | e related perso | on is red | aistered. | | | | | |
| 11 | | Do | | you | | and | | the | related | | No Infor | mation Fi person | | share | | any | s | supervise | ed | | persons |
| G | С | | | | | | | | | | | | | | | | | | | | |
| 12 <i>G</i> | | Do | | you | and | | the | | related | P | person | | share | e | the | sar | ne | phys | sical | | location |
| 1. | Lega | | KROC | rson- K SPECIAL SS GP, LLC | | | | | | | | | | | | | | | | | |
| | Pers | nary Business I son: BLACKRO PORTUNITIES | CK SP | ECIAL | | | | | | | | | | | | | | | | | |
| 3 | Rela | ted Person's S | EC File | Number (if | any) (e.g., | 801-, 8- | , 866-, 8 | 302-) | | | | | | | | | | | | | |
| | | ated Person's CRD Number | (if any)- | | | | | | | | | | | | | | | | | | |
| | (b) | CIK Number(s | s) (if any |): | | | | | No | Informa | ation File | d | | | | | | | | | |
| 5 | Rela a) b) c) d) | P other inv r registere P registere | ealer, mestmented municed secur | | curities dea cluding fina r wap dealer | ancial pl | | | es broker or de | ealer | | | | | | | | | | | |

(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

File #: O2023-899, Version: 1 (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 (I) 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 Yes No 6. Do you control you controlled the related person7 рр Are you and the related person under common control7 8. (a) related act qualified custodian for your clients in connection with advisory provide 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 b) maintained at the related person? c) ir 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: c) State: 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? pР (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) ir 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 related person supervised persons7 Ρр related person share same physical location' you ^ p 1. Legal Name of Related Person-LINCOLN PENSION PRIVATE EQUITY GP, LLC

 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

| | a) P p) P c) P d) P e) P n) P n) P n) P n) P n(i) P i(j) Plant k) Plant | 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 | |
|-----------|---|---|----------|
| | ` ' | | Yes No |
| 6. p p | | you control or are you controlled by the related person? | 7.55.115 |
| 7. p p | | you and the related person under common controP | |
| .8. pp | (a) [b) b) c) c) | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients ⁷ 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? 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. City: State- Country: ZIP+4/Postal Code: If this address is a private residence, check this box- P | Yes No |
| ;9. | (a) ii | irthe related person is an investment adviser, is it exempt from registration? | resino |
| p p. | (b) | If the answer is yes, under what exemption? | |
| | . (a) i | is the related person registered with a foreign financial regulatory authority 7 | |
| рp | (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 yo | you and the related person share any supervised persons ⁷ | |
| рŗ |) | | |
| . 12 | . Do y | you and the related person share the same physical location? | |
| рp | | | |
| ÷. 1. | | al Name of Related Person: IGO CAPITAL OPPORTUNITIES GP, LLC | |
| /2. | Prima | ary Business Name or Related Person | |
| TAN | IGO C | CAPITAL OPPORTUNITIES GP, LLC J ;3 Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-) or er | |

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) (ir any): | | | No Information File | d | | | |
| 5 | a) b) c) d) e) f) g) h) (i) (j) accoo (k) (l) agen (m) (n) deale (o) | f~ insurance company or cy f~ pension consultant f~ real estate broker or er | securities dealer, or go (including financial pla sor swap dealer p participant or commodity trading nant | nners) advisor (whether registe | ered or exempt from regis | | | | |
| Yes | (p) | P sponsor, general partner, | managing member (o | r equivalent) of pooled i | nvestment vehicles | | | | |
| 6 | Do y | ou control or are you controlled | d by the related person | $\eta^{\mathcal{T}}$ | | | | | |
| 7 ^ p | Are | you | and | the | related | person | under | common | control |
| 8 | рp | Does the related person act as If you are registering or registe independent (pursuant to rule maintained at the related pers | red with the SEC and 206(4)-2(d)(5)) from t | you have answered "ye | es," to question 8.(a) abov | e, have you overcome th | ne presumption that you a | | рр |
| | | IT you have answered "yes" to nber and Street 1: City If this address is a private re- | State: | | f the related person's offic Number ar Country | | y of your clients' assets: ZIP+4/Postal Code: | | |
| 9. | ` ' | If the related person is an invewer is yes, under what exemption | • | xempt from registration | ? (b) ,ir the | | | | |
| 10 | | Is the related person registere If the answer is yes, list the na | - | | nancial regulatory authorit | y with which the related mation Filed | person is registered. | | |
| 11 | . <i>Do</i> j | you and the related person sha | are any supervised per | rsons ⁷ | | | | | |
| | Lega | ou and the related person sha al Name of Related Person: CKROCK CASCADE OPPOR | | | | | | | |
| 2. | | nary Business Name or Related CKROCK CASCADE OPPOR | | NPAR), LLC | | | | | |
| 3. | Rela Othe | nted Person's SEC File Number er | r (if any) (e.g., 801-, 8 | -, 866-, 802-) or | | | | | |
| 4. | Rela | ated Person's | | | | | | | |

| | a) | CRD Number (ir any |). | | | | | | | | |
|-----------|--|---|--|---|--|--|--|---|-------------------|---|---------|
| | b) | CIK Number(s) (if an | y)- | | | | No luce and the | 53. 1 | | | |
| | | | | | | | No Information | on Filed | | | |
| S. | d) e) (0 P g) h) (i) (j) P (k) I" (l) P (m)F (n) P (o) P | P broker-dealer, m P other investment I registered munic | nunicipal securities of tadviser (including icipal advisor itty-based swap dea ased swap participator or commodity train merchant institution ar agency dealer | financial planr ller ant rading advisor | ners) (whether register | red or exempt from | | | | | |
| 6 | Do yo | ou control or are you c | controlled by the rela | ated person? | | | | | | | |
| 7. | Are y | ou and the related pe | rson under commor | n control? | | | | | | | |
| 8 | | (pursuant to rule 206 | or registered with (6(4)-2(d)(5)) Trom the d "yes" to question (6): | the SEC and ne related pers 8.(a) above, protate: | you have answ son and thus are rovide the location | ered "yes," to que not required to obta n of the related pers N | stion 8.(a) above, ha in a surprise examina | ave you overcome the ation for your clients' ful le for custody of your c | nds or securities | at you are not operation. that are maintained at the | |
| 9 | (a) | If the related person is | s an investment adv | viser, is it exen | npt from registrati | ion? | | | | | |
| | (b) | ir the answer is yes, u | under what exemption | on? | | | | | | | |
| 10 | . (a) C G | Is the related person (| registered with a for | reign financial | regulatory author | rity ⁷ | | | | | |
| 10 | . (b) | If the answer is yes, li | ist the name and co | untry, in Engli | sh of each foreig | n financial regulator | y authority with which No Information Filed | n the related person is r | registered | | |
| 11 ^ p | | Do | you | and | the | related | person | share | any | supervised | persons |
| 12 | . Do y | ou and the related per | rson share the same | e physical loca | ation? | | | | | | |
| 1. | | al Name of Related Pe US INFRA EQUITY (G | | | | | | | | | |
| 2. | Pers | nary Business Name o son: HR US INFRA EC NPAR), LLC | | | | | | | | | |
| 3. | Rela | ated Person's SEC File | e Number (if any) (e | .g., 801-, 8-, | | | | | | | |
| | 86G- Othe | -, 802-) or er | | | | | | | | | |
| 4. | Rela a) b) | ated Person's CRD Number (if any) CIKNumber(s) (if any) | | | | | | | | | |

866 802 \ or

File #: O2023-899, Version: 1 000-, 002-*j* 01 Other 4. Related Person's a) CRD Number (if any): CIK Number(s) (if any): No Information Filed i 5. Related Person is: (check all that apply) r broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) b) Р c) registered municipal advisor d) Р registered security-based swap dealer P major security-based swap participant e) f) Р commodity pool operator or commodity trading advisor (whether registered or exempt from registration) F" g) h) P banking or thrift institution h) (ij P trust company accountant or accounting firm 0) r" (k) V lawver or law firm (I) 1insurance 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 qualified custodian for your clients in connection with advisory services you provide to clients⁷ 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? 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. State: Country ZIP+4/Postal Code: If this address is a private residence, check this box. P Yes No .9 lf (a) the related person investment adviser. exempt from registration? Ρр (b) If the answer is yes, under what exemption? 10. (a) related the person registered with foreign financial regulatory authority рр

person

No Information Filed

person

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share

the

(b) If the answer is yes, list the name and country, tn English of each foreign financial regulatory authority with which the related person is registered.

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location?

supervised

physical

| Fil | ile #: O2023-899, Version: 1 | | |
|-----|--|---|---|
| | Legal Name of Related Person : | | |
| | AVIATION HOLDINGS GENPAR, LLC | | |
| 2 | Primary Business Name of Related Person: AVIATION HOLDINGS GENPAR, LLC | | |
| 3 | -, 866-, 802-) or | | |
| 4 | Other Related Person's a) CRD Number (if any)' | | |
| | b) CIKNumber(s) (if any): No Information | ation Filed | |
| | 5. Related Person is: (check all that apply) a) P broker-dealer, municipal securities dealer, or government securities broker or deal 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 exercity) 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 | mpt from registration) | |
| 6. | Do you control or are you controlled by the related person 77 Are you | | |
| | nd the related person under common control* (a) Does the related person act as a qualified custodian for your clients in connection with a b) If you are registering or registered with the SEC and you have answered "yes," to a (pursuant to rule 206(4)-2(d)(5)) rrom the related person and thus are not required to a | question 8.(a) above, have you over obtain a surprise examination Tor your | rcome the presumption that you are not operationally independent or 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 c) Number and Street 1: City: State: If this address is a private residence, check this box. P | person's office responsible for custod Number and Street 2- Country: | y or your clients' assets ZIP+4/Postal Code: |
| 9. | (a) If the related person is an investment adviser, is it exempt from registration"? (b) If the | | |
| | answer is yes, under what exemption ⁷ | | |

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 7 12. Do you

and the related person share the same physical location $\!\!\!^7$

```
Yes No
 rr?rr
Yes No
r r
 & r r? 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-)
     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)
                                   registered municipal
    b) 1 (c)
                       f~
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) P trust company
        Р
             accountant or
```

File #: O2023-899, Version: 1 accounting firm (k) P lawyer or law firm (I) 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. you related person under common control? C (?. custodian ;8. qualified for clients connection with clients7 pр 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 person7 If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible Tor custody of your clients' assets: c) Number and Street 1. Number and Street 2. Country. ZIP+4/Postal Code: State³ If this address is a private residence, check this box: P Yes No 9 related (a) person investment exempt from registration? рр (b) If the answer is yes, under what exemption? 10. the related registered foreian financial regulatory authority (a) person with рр (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 related and the person supervised you share any persons рр 12. Do the related person share the same physical location? рр '1. Legal Name of Related Person BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED 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):

.{;V:.v 1461626

(°) CIK Number(s) (if any). ClkNumbery-Vy.'-

■I,t'^I^{i,}

4 Related Person's

| 5. | Rela | ated F | Person is: | (check all t | hat annly) | | | | | | | | | | | | | | |
|----------------------|----------------------------|--------------|--|---|---|-----------------|-------------------|-----------|------------------|---------------|-----------------------------|----------------|---|--------------|---|-------------|-------|-----------|---------------|
| ٥. | a) | P | | • | | ies dealer, o | r governm | ent secur | rities broker or | r dealer | | | | | | | | | |
| | b) | Р | other inv | estment ad | viser (includ | ling financial | planners) | | | | | | | | | | | | |
| | c) | P | - | d municipal | | | | | | | | | | | | | | | |
| | d) | P | - | d security-b | | | | | | | | | | | | | | | |
| | e) | l" P | | curity-based | | | ina advisav | r (whotho | r registered o | r avamnt fran | n ragiatrati | ion) | | | | | | | |
| | f) g) | P | | ommission | | iiiiouity trau | ing advisor | (whethe | i registered of | i exempt noi | ii registi ati | OII) | | | | | | | |
| | h) | Р | | or thrift insti | | | | | | | | | | | | | | | |
| | , | P | trust con | | | | | | | | | | | | | | | | |
| | | r | account | | | | | | | | | | | | | | | | |
| | acco | ountir | ng firm | | | | | | | | | | | | | | | | |
| | (k) | Р | lawyer o | r law firm | | | | | | | | | | | | | | | |
| | (I) | Р | insuranc | e company | or | | | | | | | | | | | | | | |
| | ager | | | | | | | | | | | | | | | | | | |
| | (m) (n) | | | consultant te broker or | | | | | | | | | | | | | | | |
| | (II) deal | | rear esta | te blokel of | | | | | | | | | | | | | | | |
| | | P | sponsor | or syndicate | or of limited | partnerships | s (or equiva | alent) ex | cluding pooled | d investment | vehicles | | | | | | | | |
| Yes | ٠, | | оролоо. | o. oya.oa | J. 0 | pararorompe | , (o. oqu | ,, 0,, | oldaling poolo | | 101110100 | | | | | | | | |
| r | a- | | | | | | | | | | | | | | | | | | |
| | (p) | W | sponsor | general pa | rtner, mana | ging membe | r (or equiv | alent) of | pooled investr | ment vehicles | 5 | | | | | | | | |
| 6. | Do y | ou c | ontrol or a | are you cont | trolled by th | e related per | rson ⁷ | | | | | | | | | | | | |
| .7. | Are y | ou a | nd the rel | ated person | under com | mon control | 7 | | | | | | | | | | | | |
| pр | | | | | | | | | | | | | | | | | | | |
| 8. | | (a | p) | Does th | e related | person | act as | a qu | ualified cust | todian for | your o | clients in | connection w | vith advi | sory se | ervices you | provi | de to | clients |
| P (| (? b) b) c) c) | p p inde mai | ependent intained a ou have a mber and y | (pursuant to t the related nswered "ye Street 1: | o rule 206(4 d person ⁷ es" to quest | !)-2(d)(5)) fro | om the rela | ted perso | on and thus ar | e not require | d to obtain s office res | a surprise ex | come the presuramination for your of sustody of your of ZIP+4/P | our clients' | funds or ets: | | | | |
| 9 | | | | (a) | | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | re | Yes No |
| рþ | | If the | answer | is yes, unde | er what | | | | · | | | | | | | • | | | |
| | (5) | exe | | ARTICIPAT | | | | | | | | | | | | | | | |
| 10 | | (a | 1) | | Is | the | related | l I | person | registered | wit | h a | foreign | finan | cial | regulatory | | authority | y : |
| рŗ | | | | s yes, list th | | d country, in | | | eign financial | regulatory au | | h which the re | lated person is | registered | <ft< td=""><td>_</td><td></td><td>. د</td><td>•>' -</td></ft<> | _ | | . د | •>' - |
| | | j | stralia | 00 nay/2 | _ | • | _ | ralian | _ | Securiti | | ` , , | and | | Investme | - ante | | Cor | - mmission |
| | | į, nuk į | sualia | | _ | | Ausu | allall | | Oecunu | 05 | | anu | | IIIVGSUIIC | arus . | | COI | IIIIISSIOII |
| 11 | | • | Do | <u>, </u> | you | and | | the | rela | ited | perso | on | share | any | | supervis | sed | | persons |
| рþ |) | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| 12 P ₁ | | | Do | you | u | and | the | | related | per | son | share | the | | same | phy | sical | | location |
| | | | | | | | | | | | | | | | | | | | |
| 1. | Legal | l Nam | ne of Rela | ited Person- | -BLACKRO | CK POF IV (| GP), LLC | | | | | | | | | | | | |
| 2 | Prima | ary B | usiness N | lame of Rel | ated Persor | n BLACKRO | CK POF I\ | / (GP), L | LC | | | | | | | | | | |
| 3 | Relat | ted P | 'erson's S | EC File Nur | mber (if any |) (e.g., 801-, | 8-, 866-, 8 | 302-) | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |

| | b) | CIK Number(s) (if ar | ny) | | | | | | | | | |
|------------|-------------------------------|---|---|--|-------------------|------------------------|--------------------------------------|-------------------|----------------------|----------------|-----------------------|-------------|
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| 5. | Rela a) b) c) d) | f~ . broker-dealer, | municipal sec nt adviser (incl icipal advisor | urities dealer, or uding financial pl | - | ecurities broker or de | ealer | | | | | |
| | e) (0 r g) h) (i) | f~ major security-t commodity pool ope f~ futures commis I" banking or thrift P*trust company | erator or comm sion merchant | odity trading adv | isor (whether I | registered or exempt | from registration) | | | | | |
| | 0) firm (k) (l) | I"accountant or acco f~lawyer or law firm Vinsurance compan | | | | | | | | | | |
| | | ncy Vpension consultan f"real estate broker | | | | | | | | | | |
| Voc | deal | | | rtnerships (or eq | uivalent), exclu | ıding pooled investm | ent vehicles | | | | | |
| res | | Psponsor, general par | rtner, managin | g member (or eq | uivalent) of po | oled investment vehi | cles | | | | | |
| 6. | Do y | ou control or are you | controlled by | the related perso | n ⁷ | | | | | | | |
| 7. | | Are | you | а | nd | the | related | person | u | nder | common | control |
| рC | ; | | | | | | | | | | | |
| 8. | (a) | Does the | e related | person act | as a qua | alified custodian | for your clie | ents in conne | ection with a | advisory se | ervices you provide | to clients? |
| pр | b) | If you are registering | g or registered | with the SEC ar | nd you have an | swered "yes," to que | estion 8.(a) above, | have you overcor | ne the presumptio | on that you ar | e not operationally | |
| | b) b) | p p independent (pursu maintained at the re | _ | (4)-2(d)(5)) from | the related pe | rson and thus are no | t required to obtail | n a surprise exam | ination for your cli | ients' funds o | r securities that are | |
| | c) | If you have answere Number and Street | | stion 8.(a) above | e, provide the lo | ocation of the related | I person's office re Number and S | | ody of your clients | s' assets: .' | | |
| | | City If this address is a p | private residen | State- ce, check this bo | ox- f | | Country | | ZIP+4/Posta | I Code: | | Yes No |
| 9. | | If the related person | is an investme | nt adviser, is it e | xempt from reç | gistration? | | | | | | 100 110 |
| 9. | p p (b) | If the answer is yes, | under what exe | emption? | | | | | | | | |
| 10. | (a) p p | Is the related person | registered with | n a foreign financ | ial regulatory a | authority ⁷ | | | | | | |
| 10. | (b) | If the answer is yes, | list the name a | nd country, in Er | nglish of each t | foreign financial regu | latory authority wit No Informat | | ed person is regist | ered. | | |
| 11. p p | | Do | you | and | the | related | pers | | share | any | supervised | persons |
| 12. p p | | Do | you | and | the | related | person | share | the | same | physical | location? |
| 1. | Rela BLA | al Name of ated Person CKROCK POF P), L P. | | | | | | | | | | |
| 2. | Prim | nary Business Name o | of Related | | | | | | | | | |

a) CRD Number (if any)

Person. BLACKROCK POF II (GP), Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-) Related Person's CRD Number (if any): CIKNumber(s) (irany): No Information Filed Related Person is. (check all that apply) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer I~ other investment adviser (including financial planners) I"" registered municipal advisor I⁻ registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P* futures commission merchant P banking or thrift institution h) P trust company (j) P accountant or accounting firm (k) P lawyer or law firm (I) 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 control controlled related vou are vou the person7 C (• 7. Are related under control⁷ you and person common f2 C 8. (a) qualified custodian clients connection with сΡ 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 ot your clients' assets: Number and Street 1: Number and Street 2-ZIP+4/Postal Code: IT 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 registration⁷ f* p (b) If the answer is yes, under what exemption⁷ 10 (a) Is the related person registered with a foreign financial regulatory authority 7 c (7

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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 | supervis | sed perso | เทร |
|--------------------------------|---|--|--|-----------------|----------------|--------------------|----------------------|-----------------|----------------|--------------------|-----|
| (• C | | | | | | | | | | | |
| 12. Do | you and the relate | ed person share the s | same physical locati | on ⁷ | | | | | rz C | | |
| | gal Name of Relate ECIAL CREDIT O | ed Person- PPORTUNITIES (PA | ARALLEL) (GENPAF | R) II, LLC | | | | | | | |
| 2. <i>Pri</i> | imary Business Na | me of Related Perso | on. | | | | | | | | |
| SP | ECIAL CREDIT O | PPORTUNITIES (PA | ARALLEL) (GENPAF | R) II, LLC | | | | | | | |
| 3. Re | lated Person's SE | C File Number (if an | y) (e g., 801-, 8-, | | | | | | | | |
| | 6-, 802-) or her | | | | | | | | | | |
| | lated Person's CRD Number (if | any): | | | | | | | | | |
| (p) | CIK Number(s) (| (if any). | | | No Inform | nation Filed | | | | | |
| a) b) c) d) e) f) g) h) ins h) | P other invest P registered r P registered s P major secut P commodify r futures com Pbanking or thristitution (ijrtrust compan | | ling financial planne dealer icipant | rs) | | from registration) | | | | | |
| (k (l (r (r (c | k) I~ lawyer or la) r insurance co n) i~" pension co n) I"" real estate p) I" sponsor or s | w firm ompany or agency nsultant | | , , | • . | | | | | Yes I | No |
| : | 6. | ı | Do you | control | or | are yo | u controllea | by | the | related perso | on |
| C (? | | | | | | | | | | | |
| 7. | | А | re you | and | the | related | d person | unde | r com | emon contr | rol |
| (? C | | | | | | | | | | | |
| 1 8. | (a) | Does the rela | ited person act | as a qual | fied custodian | for your clie | nts in connection | ı with advisory | , services you | ı provide to clier | nts |
| c f? b | pp | pursuant to rule 206 | (4)-2(d)(5)) from the | | | | e you overcome the p | | | | |

File #: O2023-899, Version: 1 Yes No related person investment adviser, from registration7 (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. any supervised persons7 f» C' 12. f? C Do person share the same physical location7 ■ 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 CRD Number (if any): CIK Number(s) (if any): No Information Filed .5. Related Person is: (check all that apply) I"" broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) b) I" registered municipal advisor c) d) I~ registered security-based swap dealer P major security-based swap participant e) f) I™" commodity pool operator or commodity trading advisor (whether registered or exempt rrom registration) g) r rutures commission merchant h) banking or thrift institution I trust company (i) (j) accountant or accounting firm (k) V lawyer or law firm (I) r" insurance company or agency (m) F" pension consultant (n) V real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) f~ (p) P sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person?

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 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' fijnds or securities that are maintained at the related person?
 - 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: State∎ ZIP+4/Postal Code: Citv: 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 registration⁷
 - (b) If the answer is yes, under what exemption⁷ FOREIGN PRIVATE ADVISER

Гſ

Yes No

mr

- 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 '

Brazil - Securities and Exchange Commission

- 11. Do you and the related person share any supervised persons⁷
- 12. Do you and the related person share the same physical location⁷
- 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. Rela ted 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
 - (I) 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 person⁷

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 clients⁷ p (?

b) If you are realistering or realistered with the SEC and you have answered "ves." to question 8.(a) above, have you overcome the presumption that you are not operationally

| File | e #: O2023- | 899, Versi o | on: 1 | | | | | | | | | |
|-------------|--|--|---------------------|------------------|---------------------------|---------------------|--------------------|----------------|----------------------|-------------------|--------------------------|----------------------|
| | , , , , , , , , , , , , , , , , , , , | | - | | | | | | , , , , - | | , , | |
| | | pursuant to rule 20 the related person | | m the related p | erson and thu | s are not required | to obtain a | surprise exa | mination Tor yo | our clients' fund | s or securities that are | |
| | c) If you have an | swered "yes" to qu | | ve, provide the | location of the | | | | stody of your cl | ients' assets: | | |
| | c) Number and S City. | Street 1: | State: | | | Numbe Countr | er and Stree v: | t 2: | ZIP+4/P | ostal Code: | | |
| | | s is a private reside | | box: P | | | , . | | | | | V N- |
| | | erson is an investm | nent adviser, Is it | t exempt from r | registration ⁷ | | | | | | | Yes No |
| | p C (b) If the answer is | yes, under what e | exemption? | | | | | | | | | |
| | | | | | | | *** | | | <i>.</i> | | |
| 10 p f? | (a) | ls | the | related | person | registered | with | а | foreign | financial | regulatory | authority 7 |
| | (b) If the answer is | yes, list the name | and country, in | English of eacl | h foreign finan | | | | ated person is re | egistered. | | |
| 11 | Do | WOU | and | the | 2 | No l | Information | Filed | share | 201/ | supervised | persons? |
| 11. (• C | Do | you | anu | 1/16 | 7 | reialeu | person | | Silaite | any | superviseu | persons? |
| 12. | Do | you | and | the | related | l perso | on | share | the | same | e physical | location? |
| r? C | , | | | | | | | | | | | |
| | | | | | | | | | | | | |
| 1 | Legal Name of Rela | nted Person- | | | | | | | | | | |
| ı | BLACKROCK MEX | ICO INFRAESTRU | JCTURA III, S DI | ERL.DECV. | | | | | | | | |
| | Primary Business № BLACKROCK MEX | | | E R.L. DE CV. | | | | | | | | |
| | | | | | | | | | | | | |
| 3. 1 | Related Person's S | ±C File Number (if | any) (e.g., 801-, | , 8-, 866-, 802- |) | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | Related Person's CRD Number | | | | | | | | | | | |
| () | (if any): | | | | | | | | | | | |
| | (b) CIK Number(s) | (if any): | | | | | | | | | | |
| | | | | | | No I | nformation | Filed | | | | |
| | | | | | | | | | | | | |
| | Related Person is- (| | | government age | ourition broker | or doolor | | | | | | |
| | | ler, municipal secu tment adviser (incl | | - | curities broker | or dealer | | | | | | |
| | | municipal advisor | | | | | | | | | | |
| | | security-based swa rity-based swap pa | | | | | | | | | | |
| | | pool operator or co | | advisor (whet | her registered | or exempt from re | gistration) | | | | | |
| | | nmission merchant | t | | | | | | | | | |
| | h) P banking or(i) P trust comp | thrift institution any | | | | | | | | | | |
| | | or accounting firm | | | | | | | | | | |
| | (k) P lawyer or la | | | | | | | | | | | |
| | (I) P insurance of (m) P pension con | ompany or agency sultant | | | | | | | | | | |
| | . , | proker or dealer | | | | | | | | | | |
| | | syndicator or limite neral partner, man | | | | | nicles | | | | | |
| | (p) . opoco., gc | noral parator, man | laging member (| o. oquitaioni, | o. poo.ouo. | Same Termone | | | | | | Yes No |
| 6. c (? | Do | you | control | or | are | e you | | controlled | by | t t | ne related | person ⁷ |
| | 4 | | | | 46 - | 1-4- | | | | | | |
| 7. (• C | Are | you | 1 | and | the | relate | u | perso | 111 | under | common | control ⁷ |
| Ω | (a) Doos the ***! | d parson act == = | gualified evets 4 | an for your all- | onre in comma-t | tion with adviser: | envices | nrovide to | clients ⁷ | | | |
| | (a) Does the relatep f? | u person act as a (| quaimeu custodi | an ioi your c//e | ans in connect | uon with auvisory s | ei vices you | i biovide to (| onems. | | | |
| | | | 1ish # 0=0 | adva E- | enver-de " | ta mus-#:: 0 / 1 | ahave ! | | | ution that | na makay | |
| 8. (| וו you are regis | tering or registered | a with the SEC a | na you nave ar | iswered 'yes," | ເບ question & (a) ຄ | above, nave | you overco | ine ine presum | puon (nat you a | re 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

File #: O2023-899, Version: 1 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 ZIP+4/Postal Code-State-Country. City If this address is a private residence, check this box: P Yes No 9 (a) the investment exempt from registration? person (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 and related person share supervised persons7 12. Do you and the related person share the same physical location? 1 Legal Name of Related Person : BLACKROCK INFRASTRUCTURE MANAGEMENT I, LLC 2. Primary Business Name of Related Person: BLACKROCK INFRASTRUCTURE MANAGEMENT I, LLC 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) (tf any): No Information Filed Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) b) P registered municipal advisor P registered security-based swap dealer d)

- P major security-based swap participant
- (0 Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- P futures commission merchant
- P banking or thrift institution
- (i) P trust company
- (j) Paccountant or accounting firm
- (k) Plawyer or law firm
- (I) 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?

(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

| File | # : O2023-8 | 99, Versio | n: 1 | | | | | | | | | |
|-----------------|---|--|------------------|--------------------|---|--------------------------------------|--|---------------------------------------|-----------------------------|---------------------|-----------------------|--------------------------|
| -, c) | (pursuant to rule | 206(4)-2(d)(S)) f | rom the rela | ted person and | d thus are not re | equired to obtain a | surprise examir | nation for your clie | ents' Tunds or se | curities that are n | naintained at the rei | ated person ⁷ |
| c) | | | ,311011 0.(a) a | ibove, provide | the location of t | | er and Street 2: | ible for custody of | your olicins as | | | |
| 0) | City: | | State: | | | Coun | | ZI | P+4/Postal Code |) - | | |
| | If this address is | a private residen | ice, check th | nis box: P | | | | | | | | |
| | | | | | | | | | | | | |
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| Yes No |) | | | | | | | | | | | |
| | | | | | | | | | | | | |
| r ff f i | r | | | | | | | | | | | |
| | If the related perso | on is an investme | nt adviser, is | s it exempt fror | n registration? | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | (b) If the answer is yes, | | tion? | | | | | | | | | |
| | FOREIGN PRIVA | TE ADVISER | | | | | | | | | | |
| | a) Is the related person re | | | | | | | | | | | |
| ; (b) | | /English'Name of Fo | reign Financia | l Reg u latory Aut | financial regulatory hority o '• .: f'": | authority with which ''■■^^■^j-r:;^2 | the related person i 2v <http: _2v<="" td=""><td>s registered. > r.; V;-' V foffi^y</td><td>-^r •'•-: ≡''' -' -</td><td></td><td></td><td></td></http:> | s registered. > r.; V;-' V foffi^y | -^r •'•-: ≡ ''' -' - | | | |
| | | - Cayman Islands M I the related person : | | | | | | | | | | |
| pp. | | | | | | | | | | | | |
| : p p | 12. | Do | you | and | the | related | person | share | the | same | physical | location? |
| | | | | | | | | | | | | |
| F | egal Name of Related Person. BR OPPORTUNISTIC GP, | | | | | | | | | | | |
| | LC | | | | | | | | | | | |
| F | rimary Business Name o Person: BR OPPORTUN LLC | | | | | | | | | | | |
| | elated Person's SEC File Other | Number (if any) (e. | g., 801-, 8-, 86 | 6-, 802-) or | | | | | | | | |
| 4. Re | elated Person's a) CRD Number (if any | v): | | | | | | | | | | |
| | b) CIK Number(s) (if ar | | | | | | | | | | | |
| | | | | | | No Informa | ation Filed | | | | | |
| : 5. Re | elated Person is. (ch | neck all that apply) | | | | | | | | | | |

| | a) | | | | | | s broker or dealer | | | | | | | |
|------------|---------------------|-------------------------------|------------------|--------------------------|-----------------------|---------------------|---------------------|-----------------|---------------------------|---------------|-----------------------|----------------------|----------------------------------|--------------------|
| | b) | | | | financial plann | ers) | | | | | | | | |
| | c) d) | - | l municipal | advisor ased swap dea | iler | | | | | | | | | |
| | e) | - | | swap participa | | | | | | | | | | |
| | f) | | | | | visor (whether reg | gistered or exemp | t from registra | ation) | | | | | |
| | g) | P futures co | mmission r | nerchant | | | | | | | | | | |
| | h) | I"*banking or the | nrift institutio | n | | | | | | | | | | |
| | h) | (0P trust com | pany | | | | | | | | | | | |
| | h) | (j)raccountant | or accountin | ıg | | | | | | | | | | |
| | firm | | | | | | | | | | | | | |
| | h) | (k)r lawyer or | | | | | | | | | | | | |
| | h) | (I)P insurance | company o | ρΓ | | | | | | | | | | |
| | agen | | noncio | | | | | | | | | | | |
| | h) const | (m) P | pensior | 1 | | | | | | | | | | |
| | h) | (n)P real estat | e broker or | | | | | | | | | | | |
| | deale | | | | | | | | | | | | | |
| | | | cator of limi | ted partnership | s (or equivaler | nt), excluding poo | oled investment ve | hicles | | | | | | |
| es l | | | | | | | | | | | | | | |
| r ff | | | | | | | | | | | | | | |
| | (p) | sponsor, | general par | tner, managing | member (or e | quivalent) of pool | led investment ve | nicles | | | | | | |
| | | | | | | | | | | | | | | |
| 6. | Do you | control or are y | ou controlle | d by the relate | d person ⁷ | | | | | | | | | |
| | | | | | | | | | | | | | | |
| 7. | | Are | | you | | and | the | | related | | person | under | common | contro |
| | | | | | | | | | | | | | | |
| рр | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| 8. | (a) | D | oes the | related | person | act as a | a qualified | custodian | for your | clients | in connection | with advise | ory services you | provide to clients |
| | | | | | | | | | | | | | | |
| рр | | | | | | | | | | | | | | |
|) If | you are | e registering or | egistered w | ith the SEC ar | nd you have an | swered "yes," to | question 8.(a) abo | ve, have you | overcome the pre | sumption that | you are not operation | onally | | |
| | | i | | /- 200/4) 2/- | (1/C1) from 46 o | | | | | | !:t-! &d | | | p p |
| | () If . | | | | | | | | | | | ecurities that are m | naintained at the related person | 7′ |
| | | | ed "yes" to | question 8 (a) | above, provide | the location of th | ne related person's | office respor | nsible for custody | | assets; | | | |
| Num | iber and | d Street 1: City: | | | State" | | | | Number and St Country: | reet 2: | 7ID- | +4/Postal Code. | | |
| | | If this address | is a private | residence, che | | | | | Country. | | 2.11 | -4/1 Ostal Gode. | | |
| | | | | | | | | | | | | | | Yes N |
| 9. | (a) It | f the related per | son is an inv | estment advis | er. is it exempt | from registration | 1? | | | | | | | |
| | | | | | , | g | | | | | | | | |
| | рp | | | | | | | | | | | | | |
| _ | <i>a</i> > <i>u</i> | | | | • | | | | | | | | | |
| 9. | (b) I1 | f the answer is y | es, under w | hat exemption | ? | | | | | | | | | |
| a) /h | | | | | | | | | | | | | | |
| a) (b | | d person registe | | | | h = = 14 · 7 | | | | | | | | |
| | | - | | - | | - | | | | | | | | |
| the | answe | r is yes, list the i | name and c | ountry, in Engl | ish of each fore | eign financial regu | ulatory authority w | ith which the | related person is r | egistered. | | | | |
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| | | | | | | | | | | | | | | |
| | | | | | | | | | Na 1 4 | ian Filed | | | | |
| | | | | | | | | | No Informat | | | | | |
| 11 o p | | Do | | you | and | t | he | related | per | son | share | any | supervised | persons |
| - 1 | | | | | | | | | | | | | | |
| 12 | | Do | yo | ou | and | the | relate | d | person | sha | re th | e s | ame physica | l location |
| . <u>–</u> | | 50 | , | , u | aa | | ·oiato | - | po.00 | 01101 | | | priyoroa | · |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | Name of Rel | | on: | | | | | | | | | | |
| | | ANGA PRIVA | | | | | | | | | | | | |
| | OPPO | ORTUNITIES | GP, LLC | | | | | | | | | | | |
| , | Dri | m, Ducinas- | lome of F | Polotod | | | | | | | | | | |
| | | ary Business I on: TOPANGA | | | | | | | | | | | | |
| | | ORTUNITIES | | _ | | | | | | | | | | |

| Fi | le # | # : O2023-899, ` | Version: | 1 | | | | | | | | | | | |
|-----------|--|---|--|---|-------------------------|------------------------|-----------------|--|------------------------------|-----------------|------------|--------------|-------------|-------------|------------------------|
| 3 | Rela | ated Person's SEC File N | umber (if any) |) (e.g , 801-, 8 | 3-, 866-, 802-) | | | | | | | | | | |
| 4 | Rea | lated Person's CRD Number (if any): | | | | | | | | | | | | | |
| | b) | CIK Number(s) (if any). | | | | | No | nformatio | n Filed | | | | | | |
| 5 | a) b) c) d) e) (0 g) h) (i) 0) (k) (l) (m) (n) (o) | P broker-dealer, muni l other investment ad P registered municipa registered security- P major security-base P commodity pool oper r futures commission i P banking or thrift inst P trust company P accountant or accour P lawyer or law firm P insurance company i P pension consultant P real estate broker or P sponsor or syndicate P sponsor, general par | cipal securitie viser (includin I advisor based swap of d swap partici ator or common merchant itution ating firm or agency dealer or of limited pa | g financial pla lealer ipant odity trading a | anners) advisor (whethe | er registered or e | xempt from re | |) | | | | | | Yes No |
| 6. p p | | Do y | ou | control | or | are | you | 1 | controlle | ed | by | th | ne | related | person |
| 7. p p | | Are | you | ; | and | the | relate | ed | per | son | u | nder | C | ommon | controF |
| 8 pp | b) b) c) c) | (a) Does If you are registering or p p independent (pursuant maintained at the relate If you have answered ". Number and Street 1' City If this address is a priv | to rule 206(4) ed person ⁷ yes" to questi | on 8.(a) abov State: | e, provide the lo | rswered "yes," to | re not required | a) above, I I to obtain s office res | have you ove a surprise e | examination for | esumptio | ients' funds | are not ope | erationally | e to clients Yes No |
| 9- p p | | (a) | | If the | related | person | is a | an ii | nvestment | adviser, | is | it | exemp | t from | registration |
| | | If the answer is yes, uno | ler what exem | nption? | | | | | | | | | | | |
| 10. | (a) pp | Is the related person rec | gistered with a | a foreign finar | icial regulatory | authority ⁷ | | | | | | | | | |
| 10. | (b) | If the answer is yes, list | the name and | d country, in E | English of each | foreign financial | | thority with | | elated persor | ı is regis | tered | | | |

 Legal Name of Related Person-BLACKROCK INTERNATIONAL

Do

Do

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11. p p

12. p p the

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persons⁷

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LIMITED

| 2. | Primary Business Name of Related Person |
|----|---|
| | |

BLACKROCK INTERNATIONAL LIMITED

Related Person's SEC File Number (if any) (e.g , 801-, 8 -, 866-, 802-) 801 - 51087

Other

Related Person's

CRD

CIK Number(s) (if any): CIK Numbciv&:^:^^ ;-:Yg;*^i^/^:"""V 1322981

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)
- f registered municipal advisor c)
- d) F~ 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)
- (h) I~ banking or thrift institution
- (i) f~ trust company
- 0) I"" accountant or accounting firm
- (k) I^{-*} lawyer or law firm
- (I) 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
- Do you control or are you controlled by the related person7

Yes No r f?

c)

- 7. Are you and the related person under common control⁷
- 8. (a) Does the related person act as a qualified custodian Tor 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
 - 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: 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 exemption?

Гſ

```
Yes No
 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
          Name of Countly/EnflItah Name of Foreign Flnaridal Reyu
                                                                                                                                    Commission
          South
                                 Korea
                                                                            Financial
                                                                                                      Supervisory
          Supervisory Service United Kingdom - Financial Conduct Authority
11. Do you and the related person share any supervised persons<sup>7</sup>
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
4 Related Person's
    a) CRD Number (if any)-
        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 securily-based swap dealer
       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
    h) (j) P
    accountant or accounting firm
    h) (k) P
                         lawyer or
    law firm
    h) (I) P
                         insurance
    company or agency
                         pension
    h) (m) P
    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
             sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
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Financial

| Fi | le # | f : O2 | 023-8 | 99, | Versio | n : 1 | | | | | | | | | | | | | | | | | | | |
|------|-----------------------------|--|---|--|--|--|-----------------------|--------------------|---------|------------------------------|----------|---------|-------------------------------|----------------------------------|--------------------------|------------|---------|------------|----------|---------------|------------|--------|---------|----|----------------------|
| 6 | Do . | you contr | ol or are | you co | ntrolled by | the rela | ated pe | erson ⁷ | | | | | | | | | | | | | | | | | |
| 7 | Are | | | you | | an | ıd | | | the | | rela | ated | | | perso | n | | un | der | | common | | | control ⁷ |
| ^ F | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | | Does | the | related | person | n ac | ct as | а | qualified | custo | odian | for | your | clien | its in | conn | ection | with | advisory | service | s you | provide | to | clients ⁷ |
| Ye r | b) b) c) c) s No | p p indeper maintai ir you h Number City. | ndent (pu ined at the ave answ r and Stre | rrsuant e relate vered "y eet 1 | to rule 200 ed person ⁷ | 6(4)-2(d, estion 8. |)(5)) fr .(a) ab | oove, pro | relate | re answered d person ar | nd thus | are no | <i>require</i> person | ed to ob 's orfice per and | <i>btain a</i> e resp | a surprise | e exami | ination to | for your | clients' fund | ds or secu | | | | |
| 9. | | | | | an investm | | iser, is | s it exer | npt fro | om registrati | ion? (b) |) | | | | | | | | | | | | | |
| | (a) fore | Is the re | lated per | son reg atory a | istered wit | h a fore | the re | elated p | erson | tory authori is registere | | If the | | r is yes o Inform | | | and co | untry, n | n Englis | h of each | | | | | |
| 12 | Do y | ou and th | ne related | l perso | n share the | e same | physic | cal | | | | | | | | | | | | | | | | | |
| loc | ation | ? | | | | | | | | | | | | | | | | | | | | | | | |
| | | al Name d INVESTN | | | TΑ | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | Relate | ry Busii d Perso NT ALF | on-BR (| CO- | | | | | | | | | | |
| 3 | Re | ated Per | son's SE | C File N | Number (ir | any) (e | .g., 80 |)1-, | | | | | | | | | | | | | | | | | |
| | | 866-, 80 her | 2-) or | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Re a) | lated Per CRD I | <i>son's</i> Number (| if any). | | | | | | | | | | | | | | | | | | | | | |
| | b) | CIK N | umber(s) | (if any |): | | | | | | No I | Informa | ation File | ed | | | | | | | | | | | |
| 5. | a) b) c) d) e) (0 g) h) (i) | P other properties of the prop | oker-dea ther inves gistered i gistered i ajor secu mmodity tures con anking or ust compa | ler, mu tment a municip security rity-bas pool o nmissio thrift in | adviser (indexisor of all advisor of advisor | urities coluding to the column of the column | financi ler ınt | ial planr | ners) | ent securities | | | | om regi | istratio | on) | | | | | | | | | |

S.A.R.L.

 $3. \ \ \mbox{Related Person's SEC File Number (if any) (e.g \ , 801-, 8-, 866-, 802-)}$

| | (k) (l) (m) (n) (o) (p) | P insurar P pension P real est P sponso | | partnerships (or equivalent), exclu jing member (or equivalent) of po | | | | | |
|--------------|--|---|---|--|--|---|--------------------------------------|--|--|
| 6 . | Do y | ou control o | or are you controlled by the | e related person ⁷ | | | | | |
| | | | | | | | | | |
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| | No | | | | | | | | |
| r r | | | | | | | | | |
| 7. | Are y | ou and the i | related person under comi | mon control ⁷ | | | | | |
| 8. | b) /f | you are reg (pursuant to | gistering or registered wit o rule 206(4)-2(d)(5)) from answered "yes" to questio | ified custodian for your clients in o ith the SEC and you have answ in the related person and thus are on 8 (a) above, provide the location | vered "yes," to q not required to o | uestion 8 (a) above, ha btain a surprise examina | ave you overco ation for your cli | ome the presumption that ients' funds or securities t | |
| | | City: If this addre | ess is a private residence, | State: , check this box. P | | Country | | ZIP+4/Postal Code: | |
| 9. | | | | adviser, is it exempt from registrat | tion ⁷ (b) If the | | | | |
| r r' | | er is yes, ur | nder what exemption ⁷ | | | | | | |
| rr | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| / <u>a</u> c | No | | | | | | | | |
| rr | | | | | | | | | |
| 10 | . (a) | ls the related | d person registered with a | n foreign financial regulatory autho | ority ⁷ | | | | |
| | (| b) If the an | swer is yes, list the name | and country, in English of each f | oreign financial re | egulatory authority with v | which the relate | ed person is registered. | |
| 11 | Dovo | u and the re | slated parage share any au | upervised persons ⁷ '•12. Do you a | and the related no | proon abore the same ph | voicel leastion ⁷ | , | |
| | Бо ус | u anu me re | sialed person share any su | apervised persons -12. Do you a | and the related pe | erson share the same ph | iysicai location | | |
| ? r | rr r | | | | | | | | |
| | | | | | | | | | |
| 1. | Rela | | | | | | | | |
| | | on: POF P S.A.R.L. | | | | | | | |
| ı 2. | | ary Busines ted Person: | | | | | | | |

| Fi | le# | : O2023-899, Ve r | rsion: 1 | | | | | | | |
|-----------|--|---|--|---|---|---|-----------------------|-----------------------|---------------------|----------------------|
| | Oth | er | | | | | | | | |
| 4 | Rela | ted Person's | | | | | | | | |
| | a) | CRD Number (if any): | | | | | | | | |
| | b) | CIK Number(s) (if any) | | | | | | | | |
| | , | | | | | No Information Filed | | | | |
| 5 | a) b) c) d) e) (0 g) h) (i) 0) (k) (l) (m) (n) (o) | P insurance company or age P pension consultant P real estate broker or deale | securities dealer, or gr (including financial p sor d swap dealer ap participant or commodity trading a chant in firm ency | lanners) , advisor (whether regi r equivalent), excludi | istered or exempt fi | ent vehicles | | | | Yes No |
| 6 | Do | you | control | or ar | c you | ı controlle | ed by | the | related | person ⁷ |
| p ^ | | | | | | | | | | |
| | Are | you | and | the | related | l pers | son | under | common | control ⁷ |
| рр | | | | | | | | | | 7 |
| 8. | (a) | Does the relat | ted person act | as a qualified | l custodian fo | r your clients ii | n connection w | ith advisory s | ervices you provide | to clients/ |
| γP | b) b) c) c) | If you are registering or regist p p independent (pursuant to run maintained at the related pe If you have answered "yes" to Number and Street 1- City If this address is a private re | le 206(4)-2(d)(5)) from erson ⁷ to question 8 (a) abov State | e, provide the location | and thus are not re on of the related pe | quired to obtain a surpr | e for custody of your | vour clients' funds c | | Yes No |
| 9. | (a) p P | If the related person is an investigation | estment adviser, is it o | exempt from registra | tion? | | | | | |
| 9. | | If the answer is yes, under wh | hat exemption ⁷ | | | | | | | |
| 10. | (a) r r? | Is the related person registered | ed with a foreign finan | icial regulatory autho | rity ⁷ | | | | | |
| 10. | (b) | If the answer is yes, list the na | ame and country, in E | inglish of each foreig | n financial regulato | ry authority with which No Information Filed | the related person is | s registered. | | |
| li p p | | Do you | and | the | related | person | share | any | supervised | persons? |
| 12. | Do y | ou and the related person sha | are the same physical | location? | | | | | | |
| | | | | | | | | | | |

I enal Name of Related Person

| File | e #: O2023 | 3-899, Vers | ion: 1 | | | | | | | | | |
|------|--|--------------------|---------------|---------|--------|-----|------|----|---|---|-------|----|
| | BLACKROCK AS | SSET MANAGEMEN | NT NORTH ASIA | LIMITED | | | | | | | | |
| | | Name of Related F | | | | | | | | | | |
| | Related 866-, 802-) 801 - | Person's 77343 | SEC | File | Number | (if | any) | (e | g | , | 801-, | 8- |
| | Related Person's a) CRD Numbe (if any)' 165482 | | | | | | | | | | | |

No Information Filed

Related Person is: (check ali that apply)

CIK Number(s) (if any)

- 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
- (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- h) Pbanking or thrift institution
- h) 0)P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (I) 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

rc?

(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) ir 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

| File | #: | 02023 | .899 \ | √ersion: | 1 |
|------|----|-------|--------|----------|---|
| ш | π. | | | | |

- a) ir the related person is an investment adviser, is it exempt from registration?
- b) If the answer is yes, under what exemption?

Yes No

rc?

- 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:Coilrrby/Er^Iteh 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 | Business | Name | of |
|---------------|----------|--------|-------|
| Related | P | erson. | TOTAL |
| ALTERNATIVES | | | 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) 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) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 -) P futures commission merchant
 - h) P banking or thrift institution
 - (i) P trust company
 - 0) Paccountant or accounting firm
 - (k) rlawyer or law firm
 - (I) 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. | Oo you control or are you co | ontrolled by the | related person | ? | | | | | | |
|-------------|--|--------------------------------------|----------------------------------|--|---|---|-------------|---------------------|-------------|----------------------|
| 7 | Are you and the related per | son under comr | mon control ⁷ | | | | | | | |
| | | r registered wit 4)-2(d)(5)) from | th the SEC an the related per | d you have answerd son and thus are not | ed "yes," to question required to obtain a | on 8.(a) above, ha surprise examinat | | ds or securities th | | |
| | c) Number and Street 1: City: | | State. | | Numl Cour | per and Street 2: | ZIP+4/Po | stal Code: | | |
| | If this address is a priv | vate residence, | | P | Oddi | u y. | 211 14/1 04 | star oodo. | | |
| | (a) If the related person is answer is yes, under what e | | adviser, is it exe | empt from registration | ? (b) If the | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| Yes rr? | | | | | | | | | | |
| ra | *rr | | | | | | | | | |
| Yes rr | No | | | | | | | | | |
| 10. C (? | (a) | ls | the | related perso | n registered | l with | a foreign | financial | regulatory | authority 7 |
| | (b) If the answer is yes, list | t the name and | country, in Eng | lish of each foreign f | | uthority with which | | egistered | | |
| 11 ^ r- | Do | you | and | the | related | person | share | any | supervised' | persons ⁷ |
| 12. C | Oo you and the related perso | on share the sa | me physical loc | ation? | | | | | | |
| | Legal Name of Related Pers MIDDLE MARKET SENIOR | | .R.L | | | | | | | |
| | Primary Business Name of Related Person. MIDDLE MARKET SENIOR FUND GP S.A.R.L | | | | | | | | | |
| 3. | Related Person's SEC File I | Number (if any) | (e.g., 801-, 8-, | 866-, 802-) | | | | | | |
| • | Other | | | | | | | | | |
| | Related Person's a) CRD Number (if any): | | | | | | | | | |

| | b) | CIK Number(s) (if a | ny). | | | No Infor | mation Filed | | | | | |
|------------|-----------------------------|--|---|---|---------------------|---------------------|---|--|--------------------|--------------------------------------|--|---------------------|
| 5 | Rela a) b) c) d) e) | ted Person is: (check P broker-dealer, m P other investment P registered munic r registered securit P major security-ba | nunicipal securi t adviser (includi cipal advisor ty-based swap | ties dealer, or g ding financial pla dealer | | ties broker or dea | aler | | | | | |
| | | | | ı | | | | | | | | |
| | (k) (l) (m) (n) | P commodity pool r* futures commis P banking or thrift ititution 0) I" trust npany P accountant or ac P lawyer or law firn r insurance compa f" pension consulta P real estate broke I"~ sponsor or sync | sion merchant counting firm ny or agency nt er or dealer | | | | | | | | | |
| 6. | | P sponsor, genera | | | | | | controlle | d by | , th | ne related | Yes No |
| o. p p | | Бо | you | Control | OI. | ale | you | controlle | id by | ui | le Telateu | persor |
| 7. p | р, | Are | you | | and | the | related | pers | son | under | common | contro |
| 8. p p | (a) b) b) c) c) | if you are registerin | ng or registered uant to rule 206 elated person ⁷ ed "yes" to que | 6(4)-2(d)(5)) from estion 8.(a) abov State: | n the related pers | wered "yes," to qu | uestion 8.(a) about required to deed person's officed | oove, have you ove obtain a surprise e. | xamination for yo | mption that you ur clients' funds | services you provide are not operationally or or securities that are | e to clients Yes No |
| 9- p 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 ex | emption ⁷ | | | | | | | | |
| 10. | (a) p p | is the related person | registered with | h a foreign finan | ncial regulatory au | thority 7 | | | | | | |
| 10. | (b) | if the answer is yes, | list the name a | and country, in E | English of each for | reign financial reg | | ty with which the re | elated person is r | egistered. | | |
| 11. p p | | Do | you | and | the | relate | d | person | share | any | supervised | persons |
| 12. p p | | Do | you | and | the | related | person | share | the | same | e physical | location |
| | GC0 SAF | | | | | | | | | | | |
| 2. | | nary Business Name ated Person-GCO LU RL | | | | | | | | | | |

| Fi | le# | : O2023- | 899, | Versio | n: 1 | | | | | | | | | | | | | | | | |
|-----|---|---|---|---|---|------------|-----------|-------------------|------------------|---------|------------|-----------|---------|---------------|-----------|--------------|--------------|----------|---------|-----|---------|
| 3 | Relat | ted Person's SE | C File | Number (if a | any) (e.g., | 801-, 8 | 3-, 866 | | | | | | | | | | | | | | |
| | -, 802 Othe | 2-) or er | | | | | | | | | | | | | | | | | | | |
| 4. | Relat | ted Person's | | | | | | | | | | | | | | | | | | | |
| | a) | CRD Number | | | | | | | | | | | | | | | | | | | |
| | b) | CIK Number(s |) (irany |)- | | | | | No Ir | nforma | tion Filed | d | | | | | | | | | |
| 5 | a) b) c) d) e) (0 g) h) institt h) comp 0) (k) £1) (m) (n) | f other inves P registered P registered P major sect P commodity P futures cor P banking or ution 0) P pany P accountan r lawyer or la P insurance l' pension con f~ real estate | eler, mu stment munici, securit urity-ba y pool o mmissic thrift trust t or acc aw firm | inicipal sect adviser (inc pal advisor y-based sw sed swap p pperator or on merchan counting firm any or agent or dealer ator of limite | urities dealuding finale ap dealer articipant commodity t | ancial p | g advise | or (whether reg | istered or exe | empt fr | nt vehicle | | | | | | | | | | |
| • | | 0- | | | | -41 | | | | | | | | . 111 | | | 46 | | 1-4-1 | | Yes N |
| 6. | 1 | Do | | you | COI | ntrol | | or | are | | you | | contro | niea | by | | the | re. | lated | | persoi |
| 7. | Are | you and the rel | ated pe | erson under | common | control | 11 | | | | | | | | | | | | | | |
| 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 regi | stering | or registere | ed with the | SEC a | and you | ı have answere | d "yes," to qu | estion | 8.(a) ab | ove, have | e you o | overcome the | presum | otion that y | ou are not o | peration | nally | | |
| | b) | independent (| pursua | nt to rule 20 | 06(4)-2(d)(| | | elated person a | | | | | | | | | | | | | |
| | b) c) c) | If you have an Number and S | swered | d "yes" to qu | | a) abov | /e, prov | vide the location | n of the relate | | | ce respon | | or custody of | your clie | ents' assets | s: | | | | |
| | 0) | c,tV: If this address | | | Stat ence, ched | | oox: P | | | | untry. | u 0110012 | - | ZIF | P+4/Pos | tal Code: | | | | | |
| 9 | | | (a) |) | | lf | the | related | person | is | an | inv | estmer/ | nt advis | ser, | is | it exer | mpt | from | rea | Yes No |
| ^ r | (b) | IT the answer i | | | | | | | | | | | | | | | | | | 3 | |
| 10 | | Is the related p | | | | | ncial reg | nulatory author | ity ⁷ | | | | | | | | | | | | |
| 10 | r C | io inc related p | 0130111 | ogisioi eu W | iai a luici | yıı ıllıdl | ioiai ie | garatory auti1011 | ··· y | | | | | | | | | | | | |

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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 r r | | Dο | you | and | the | related | person | share | the | same | physical | location |
|-----------|--|--|---|--|------------------------------|--|--|--------------------|--------------------|-----------------------|-----------------------|------------------|
| 1 | | ol Name of Relate CKROCK ERI PF | | RTUNITIES GP S | i.A R L. | | | | | | | |
| | BLAC | ary Business Nar CKROCK ERI PR S.A R L. | | | | | | | | | | |
| | | ted Person's SEC | C File Number (i | if any) (e g , 801- | , 8-, | | | | | | | |
| | Other | r ed Person's | | | | | | | | | | |
| | | CRD Number (if CIK Number(s) (| | | | | | | | | | |
| | | | | | | No | Information Filed | | | | | |
| | (o) f (d) f (e) f (0) P (0) P (i) f (i) f (ii) f (ii) P (k) Pl (ii) Pr (iii) Pr (iii) Pr | r broker-deale P other investre f~ registered m P registered se P major securi commodity pool l~~ futures comm P banking or tl p banking or tl accountant or acclawyer or law firm nsurance compa pension consultareal estate broke sponsor or syndi | ment adviser (in nunicipal advisor ecurity-based sv ty-based swap operator or com mission mercha nift institution ny ecounting firm n ny or agency ant or or dealer cator of limited | curities dealer, or including financial r wap dealer participant imodity trading a int | planners) dvisor (whether i | curities broker or de registered or exemple luding pooled investment ver | pt from registration) | | | | | |
| | | ou control or are you and the relat | | | | | | | | | | |
| 8. | (a) | | the related | | | ualified custodia | n for your cli | ents in coni | nection with | advisory service | es you provide | e to clients |
| c rr | b) b) c) c) | p p independent (p maintained at t If you have ans assets: Number and Si City | oursuant to rule in the related personance wered "yes" to treet 1: | 206(4)-2(d)(5)) fi on ⁷ | oom the related p | person and thus are | question 8.(a) above e not required to obta ated person's office re Number and S Country | in a surprise exal | mination for your | clients' funds or sec | | Yes No |
| 9. | (a) p p | If the related pe | rson is an inves | tment adviser, is | it exempt from r | registration? | | | | | | |
| 9. | (b) | If the answer is | yes, under wha | t exemption? | | | | | | | | |
| 10. | (a) I | Is the related per | rson registered | _ | | | nd country, in Englisi No Informa | | financial regulato | ry authority with wh | nich the related pers | on is registered |
| | _ | ou and the relate | | | | | | | | | | |

| tne C 1 | same pnysical location? |
|------------|---|
| rr r | mr. |
| 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-) |
| | 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) V 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) f' futures commission merchant h) P banking or thrift institution (i) P trust company 0) I' accountant or accounting firm (k) f~ lawyer or law firm (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 Yes No |
| ^6. C • | Do you control or are you controlled by the related person ² |
| 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)(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? EXCLUDED FROM THE DEFINITION "INVESTMENT ADVISOR" BY VIRTUE OF BEING A BANK |

| 10. | (a) | Is the related | person reaisterea | with a foreian fi | inancial 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.

rrrr

Yes No

Name of Couht-ry/ErigIbh^JN_mV^ ^r;c;:⁻;;s'V:.^

China, People's Republic of - China Securities Regulatory Commission

'India - Securities and Exchange Board of India

j United Kingdom - Financial Conduct Authority

| 11. ^ p | Do | you | and | the | related | person | share | any | supervised | persons ⁷ | > |
|------------|----|-----|-----|-----|---------|--------|-------|-----|------------|----------------------|-----------|
| 12. p ^ | Do | you | and | the | related | person | share | the | same | physical | location? |

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) (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) f~ other investment adviser (including financial planners)
 - c) P registered municipal advisor
 - d) (~ 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 (0 P

trust company

- (j) P accountant or accounting firm
- (k) r lawyer or law firm
- (I) 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. P ^ | Do | you | control | or | are | you | controlled | by | the related | person ⁷ |
|-----------|-----|-----|---------|----|-----|---------|------------|-------|-------------|---------------------|
| 7. | Are | you | and | | the | related | person | under | common | control? |

Voc No

| File | #: O2023-899, Version : 1 | | |
|--------|---|---|--|
| 8. (a |) Does the related person act as a qualified custodian for your clients in c | onnection with advisory services you provide to cli | ents ⁷ |
| | | | |
| ŀ | | not required to obtain a surprise examination for y | our 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 | | stody 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: I~" | Country. | ZIF 14/F0Stal Code. |
| | a) If the related person is an investment adviser, is it exempt from registratenesses is yes, under what exemption ⁷ | tion? (b) If the | |
| , | a) Is the related person registered with a foreign financial regulatory author b) If the answer is yes, list the name and country, in English of each foreign | • | ted person is registered. |
| 11 E | To you and the related person share any supervised persons? | | |
| 12 Do | o you and the related person share the same physical location ⁷ | | |
| | egal Name of Related Person: SIS NYC INFRASTRUCTURE EMERGING MANAGER OPPORTUNITIES | GP, LLC | |
| | Primary Business Name of Related Person: BIS NYC INFRASTRUCTURE EMERGING MANAGER OPPORTUNITIES (| GP, LLC | |
| | Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or other | | |
| 4 R | elated Person's) CRD Number (if any): | | |
| b |) CIKNumber(s) (if any): | No Information Filed | |
| . D | plated Davin in (sheek all that annly) | | |
| 5. K | elated Person is: (check all that apply)) I""* broker-dealer, municipal securities dealer, or government securitie | es broker or dealer | |
| b |) f" other investment adviser (including financial planners) | | |
| c | , | | |
| d e | | | |
| f) | | egistered or exempt from registration) | |
| g | | . 5 / | |
| h | , | | |
| (i | | | |

- "~* accountant or accounting firm
- (k) P lawyer or law firm
- (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 person⁷
- 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 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 Tor your clients' funds or securities that are maintained at the related person?
 - c) K 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:

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| HII | e# | : O2023-899, ve | ersion: 1 | | | | | | | |
|-----------|--|--|---|--------------------------------|-------------------------|--|---------------|------------------|-------------------|-----------------------------|
| | C) | Number and Street 1: City: | State: | | inum Coul | nber and Street ∠: ntry | ZIP | +4/Postal Code: | | |
| 10 | | If this address is a private | | | | in | ant advisor | i.a. is | avanut fran | Yes No |
| 9. рр | , | (a) | If the | related | person is | an investm | ent adviser, | is it | exempt from | registration? |
| | (b) | If the answer is yes, under | | | | | | | | |
| 10 p | 0. G | (a) | Is the | related pe | erson registered | d with | a foreig | n financial | regulatory | authority ? |
| | (b) | If the answer is yes, list the | e name and country, in E | English of each fore | | authority with which o Information Filed | | on is registered | | |
| 11 | 1 | Do yo | ou and | the | related | person | share | any | supervised | persons ⁷ |
| р | р | | | | | | | | | |
| | | 12. Do | you and | the | related | person | share | the sam | e physical | location? |
| рр |) | | | | | | | | | |
| 1. | | gal Name of Related Person: A PRIVATE CAPITAL III (GE | | | | | | | | |
| 2. | Rel | nary Business Name of ated Person: BAA PRIVATE PITAL III (GENPAR), LLC | Ē | | | | | | | |
| 3 | Rela | ted Person's SEC File Numb | ber (if any) (e.g., 801-, 8 | 3-, 866-, 802-) | | | | | | |
| | or Oth | er | | | | | | | | |
| 4. | | ated Person's | | | | | | | | |
| | a) | CRD Number (if any)- | | | | | | | | |
| | b) | CIKNumber(s) (if any). | | | No Informati | on Filed | | | | |
| . 5. | a) b) c) d) e) f) g) h) inst com (j) (k) (l) (m) (n) | P insurance company or a P pension consultant P real estate broker or dea | al securities dealer, or ger (including financial pl dvisor ed swap dealer wap participant for or commodity trading erchant g firm agency aler | anners) advisor (whether re | egistered or exempt fro | | | | | |
| | (o) | P sponsor or syndicator of P sponsor, general partner | | | | | | | | Yes No |
| 6. p p | p | I | Do you | control | or are | you | controlled | by | the related | person ⁷ |
| 7 p p | | you | and | the | related | per | rson | under | common | control ⁷ |
| 8 | (a) | Does the rela | ated person act | as a qualified | d custodian for | your clients i | in connection | with advisory | services you prov | ide to clients ⁷ |

File #: O2023-899, Version: 1 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 person7 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) c) Number and Street 1' Number and Street 2: 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? (b) If the answer is yes, under what exemption? 10 related person registered financial regulatory authority ? рр (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. 1 Do you and the related person share any supervised persons⁷ 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-) Other Related Person's CRD Number (if any)-CIK Number(s) (if any)-No Information Filed Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) P other investment adviser (including financial planners) Р registered municipal advisor c) d) P registered security-based swap dealer P major security-based swap participant e) Р commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f) g) f"~ futures commission merchant F" banking or thrift institution h) (0 Ptrust company h) (j) accountant or accounting firm (k) P lawyer or law firm (I) 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

Do you control or are you controlled by the related person?

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 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

File #: O2023-899, Version: 1 to rule 200(4)-2(a)(0)) from the related person and thus are not required to obtain a surprise examination for your clients funds or securities that are v maintained at the related person7 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 2: Number and Street 1: ZIP+4/Postal Code City. State: Country: If this address is a private residence, check this box: P If the related person is an investment adviser, is it exempt from registration? 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? I. Legal Name of Related Person: BLACKROCK (CHANNEL ISLANDS) LIMITED Primary Business Name of Related Person. BLACKROCK (CHANNEL ISLANDS) LIMITED Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-) or Other Related Person's laKWumber'i CRD Number (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 P other investment adviser (including financial planners) b) c) P registered municipal advisor d) P registered security-based swap dealer P major secunty-based swap participant (0 P commodity pool operator or commodity trading advisor (whether registered or exempt Trom 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 (I) r insurance company or agency

vehicles Yes No controlled related p p control7 you and the related person under common 8 person act as a qualified custodian clients in connection with advisory (a) the related for your services you provide clients7 рр

- 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?

(m) P pension consultant(n) r real estate broker or dealer

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 11 10 11

(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

| - | , , | Number and | Street 3: | | | | | | Number an | d Street ? | | | | | | | | | |
|-------------------|---------------|--------------------------------------|--------------------------------|--------------|--------------|------------|--|---------------|----------------|-------------|-----------|---------------|-------------|-------------|-------------|------------|----------------|---|----------------------|
| C) | | Number and City: | Gueer I: | | State: | | | | Country. | u Sueel Z- | | ZIP+4 | 4/Postal C | Code: | | | | | |
| | | If this addres | s is a private | residence | , check th | s box. P | | | | | | | | | | | | | |
| (a |) If t | the related p | erson is an ir | vestment | adviser, is | it exemp | ot from registration | , | | | | | | | | | | | |
| | | | | | | | PRIVATE ADVISER | | | | | | | | | | | | |
| | | | | | | | | 7 | | | | | | | | | | | |
| | | | _ | | - | | egulatory authority | | latamı avıtla | | | | | anad iNla | ma of Cour | sta/⊏mali: | ah Nawa ai | · • • • • • • • • • • • • • • • • • • • | |
| (L | | | | | | | h of each foreign fi -uft ?.y'^'i^^ jJersey | | | | | elateu persor | i is regist | ereu. jivai | ine or Cour | its/Engil | sii ivairie oi | iorei | gii |
| es No | | | | | | | | | | | | | | | | | | | |
| n~ r | | ou and the rel | atad naraan | ahara any | aupaniaa | d noroon | 7 | | | | | | | | | | | | |
| ιι. υ | o yo | u anu me rei | aleu person | Silale ally | supervise | i persons | • | | | | | | | | | | | | |
| 12. D | o yo | u and the rela | ated person | share the s | same phys | ical locat | tion ⁷ | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | |
| | | al Name of Re | | | | | | | | | | | | | | | | | |
| | BLA | CKROCK MA | ASTER HED | GE FUND | (GENPAR |), LLC | | | | | | | | | | | | | |
| , 2. i | Prima | ary Business | Name of Re | elated Pers | on. | | | | | | | | | | | | | | |
| | BLA | CKROCK MA | ASTER HED | GE FUND | (GENPAR |), LLC | | | | | | | | | | | | | |
| :3. F | Relate | ed Persons S | SEC File Nur | nber (if anv | /) (e.a . 80 | 1 8 86 | 66 802-) | | | | | | | | | | | | |
| | | | | | , (9, | .,., | , , , , , | | | | | | | | | | | | |
| l <i>:4. F</i> | Relate | ted Person's | | | | | | | | | | | | | | | | | |
| | | CRD Number | er (if any): | | | | | | | | | | | | | | | | |
| | b) | CIK Numbe | r(s) (if anv) | | | | | | | | | | | | | | | | |
| | ~, | On triambo | . (0) (4) | | | | | No In | formation Fil | ed | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| S. F | Relat | ted Person is | : (check all ti | nat apply) | | | | | | | | | | | | | | | |
| á | a) | | | • | | - | rnment securities t | oroker or dea | aler | | | | | | | | | | |
| | , | | estment adv | , | ding financ | ial plann | ers) | | | | | | | | | | | | |
| | | P" registere | ed municipal ed security-b | | dealer | | | | | | | | | | | | | | |
| • | e) | | ecurity-based | | | | | | | | | | | | | | | | |
| | ′ | | lity pool oper commission r | | nmodity tr | ading adv | visor (whether regi | stered or exe | empt from re | gistration) | | | | | | | | | |
| | | | or thrift instit | | | | | | | | | | | | | | | | |
| | . , | P trust cor | | | | | | | | | | | | | | | | | |
| | D) I (k) i | | ant or accou or law firm | nting firm | | | | | | | | | | | | | | | |
| | | | ce company | or agency | | | | | | | | | | | | | | | |
| | (m) i | | consultant | d1 | | | | | | | | | | | | | | | |
|) i (c | n) l | | ate broker or or syndicato | | partnersh | ips (or ed | quivalent), excludir | na pooled inv | restment veh | icles | | | | | | | | | |
| (p) | | | • | | | | quivalent) of poole | • . | | | | | | | | | | | |
| /aa N | ۱ | | | | | | | | | | | | | | | | | | |
| Yes N | | 6. | | D | 0 | you | control | or | are | you | | controlled | | by | the | r | elated | | person ⁷ |
| р | | | | | | | | | | | | | | | | | | | |
| 7 | | | Α | _ | | | | Al | | 1-41 | | | | | | | | | 17 |
| ∎7. op | | | Ar | е | you | | and | the | 16 | lated | | person | | under | | commo | וזכ | | control ⁷ |
| | | | | | | | | | | | | | | | | | | | |
| 8. | | (a) | Does-the | related | person | act a | is a qualified | custodian | for you | r clients | in | connection | with | advisory | services | you | provide | to | clients7 |
| р | (b) |) If you a | re registerin | n or regis | tered with | the SE | EC and you have | answered | "ves" to au | estion 8/a |) above | a have vou | overcom | ne the no | regumntion | that vo | u are not | oner | ationally |
| р | (n) | , iiyou a | io registeriii | ig or regis | nordu Will | 35 | _o and you have | answelled | you, to qu | 0.(a | , abuve | o, nave you | OVEICUII | io uie bi | osumpuon | mat yo | -u ai∈ IIUl | oper | auonany |
| | | | | | l)-2(d)(5)) | from the | related person and | thus are no | t required to | obtain a su | rprise e | xamination f | or your cl | ients' fund | ds or secur | ities that | are | | |
| 1. | | <i>maintained a</i> f you have an | | • | n 8 (a) ah | ove prov | vide the location of | the related | nerson's offic | e resnoneil | ale for o | ustady of vo | ur cliente! | assets. | | | | | |
| . ,(| -, 11 | | · a· · · | io quesile | o.(a) al | 5 TO, PIO | are rocation of | ano roidited | | e responsit | | actory of you | 01101110 | a00010* | | | | | |

| ·. ; | Number and Street 1 City. If this address is a pri | | - State. heck this hox: P | , | | Number and Street 2 Country: | 2. | ZIP+4/Postal Cod | de. | | |
|-----------|---|---------------------|---------------------------------|-------------------|----------------------|---------------------------------|-------------------|-----------------------|---------------------|------------|----------------------|
| | | | | | | | | | | | Yes No |
| :9 p P | (a) | If | the | related p | person is | an investr | ment advi | iser, is | it exempt | from | registration? |
| ' (t |) If the answer is yes, und | ler what exemption | on? | | | | | | | | |
| -10 | (a) | Is | the rela | ted pers | son register | ed with | a fo | reign finan | cial regula | tory | authority ? |
| r? (| b) If the answer is yes, list | the name and co | ountry, in Englis | h of each foreig | n financial regulato | ry authority with whi | ich the related p | person is registered | i. | | |
| | | | | | | No Information Fi | iled | | | | |
| 11 | Do | you | and | the | related | person | share | e any | y sup | ervised | persons ⁷ |
| рр | | | | | | | | | | | |
| | 12 Do | you | and | the | related | person | share | the | same | physical | location? |
| | | | | | | | | | | | |
| р | | | | | | | | | | | |
| | | | | | | | | | | | |
| | <i>egal Name of Related Pers</i> OAK MARSH GLOBAL OPF | PORTUNITIES F | | | | | | | | | |
| | | (GENPAR), | LLC | | | | | | | | |
| | <i>Primary Business Name of I</i> DAK MARSH GLOBAL OPF | | JND (GENPAR) |), LLC | | | | | | | |
| F | Related Person's SEC File N | Number (if any) (e | e.g., 801-, 8-, 86 | 6-, 802-) | | | | | | | |
| 0 | r Other | | | | | | | | | | |
| 1 D | elated Person's | | | | | | | | | | |
| 4. A | | | | | | | | | | | |
| b |) CIK Number(s) (if any) | - | | | | | | | | | |
| | | | | | No Inforr | mation Filed | | | | | |
| 5 F | elated Person is: (check all | that apply) | | | | | | | | | |
| о. г |) I™ broker-dealer, mur | nicipal securities | - | | s broker or dealer | | | | | | |
| b | , | , - | financial planne | ers) | | | | | | | |
| d |) I ⁻ registered security | -based swap dea | | | | | | | | | |
| e (|) I"~ major security-bas O F commodity pool op | | | isor (whether re | gistered or exempt | from registration) | | | | | |
| g | | | | | | | | | | | |
| h (i |) I~ banking or thrift ins) f* trust company | sutution | | | | | | | | | |
| |) P accountant or | | | | | | | | | | |
| | ccounting firm () I lawyer or law firm | | | | | | | | | | |
| (|) f™ insurance compan | y or | | | | | | | | | |
| | gency n) I" pension consultan | t | | | | | | | | | |
| | n) P real estate broker | | | | | | | | | | |
| | ealer o) P sponsor or syndica | ator of limited par | tnerships (or eq | uivalent), exclud | ding pooled investm | nent vehicles | | | | | |
| es N | | | | | | | | | | | |
| | | ntrolled by the re | lated marsan? | | | | | | | | |
| | o you control or are you co | | | | | | | | | | |
| 7. | Are | you | and | th | ne r | elated | person | under | COI | mmon | control? |
| . p | | | | | | | | | | | |
| | a) Does the related person | | | | | | | | | | |
| b | рр | _ | | | | | | | | | |
| b |) independent (pursuant | to rule 206(4)-2(| d)(5)) from the re | elated person al | nd thus are not rea | uired to obtain a sui | rprise examinati | ion for vour clients' | funds or securities | s that are | |

File #: O2023-899, Version: 1 mamameu al me relateu person? 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) c) Number and Street 1. Number and Street 2^m Country. 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? 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 Do 11. vou and the related person share supervised persons? anv pр ' 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-) Other 4 Related Person's CRD Number (if any). CIK Number(s) (if any): 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 P registered security-based swap dealer d) I"" major security-based swap participant (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant g) h) P banking or thrift institution h) 0) P company h) Q) P accountant or accounting firm h) (k) f~ lawver or law firm h) (I) P insurance company or agency h) (m) P pension consultant h) (n) P real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) 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 person7 7. Are vou the related person under common control⁻ (· C 8. Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

File #: O2023-899, Version: 1 r- r? 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) b) mdependent (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 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 Tor custody of your clients' assets: Number and Street 1: Number and Street 2c) ZIP+4/Postal Code: City: State: Country. If this address is a private residence, check this box. P Yes No :9. registration? (a) the related adviser person investment exempt from cC(b) If the answer is yes, under what exemption? 10. (a) ls the related person registered with foreign financial regulatory authority ? c (. (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 Do the related .11. vou and person share anv supervised persons f2 c 12. Do relatea location? you and person share same physical

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 Rela ted 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 (mcluding financial planners)
 - c) I- 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) P futures commission merchant
 - h) I banking or thrift institution
 - (i) P trust company
 - (j) Paccountant or accounting firm
 - (k)Plawyer or law firm
 - (I) 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 person⁷
- 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 clients⁷
 - (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 Tor 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

- (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 authority 7
 - (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 persons⁷
- 12 Do you and the related person share the same physical location⁷

rf? [[

Yes No

rr

a-ra-r

- Legal Name of Related Person. FUTURE ADVISOR, INC
- 2 Primary Business Name of Related Person : FUTURE ADVISOR, INC
- 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- -\;..;.";-.; i : j -; i : j -; i : 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
 -) P registered security-based swap dealer

| | (0 g) h) (i) Q) (k) (l) (m) (n) (o) | P futures comm P banking or th r trust company P accountant or P lawyer or law P insurance con P pension consu P real estate bro P sponsor or sys | ol operator or co olission merchant rift institution accounting firm firm npany or agency Itant ker or dealer ndicator of limited | mmodity trading advi | uivalent), exclud | ling pooled inve | stment vehicle | , | | | | | | Yes No |
|-------------|--|---|---|---|--|--------------------|------------------------------------|-----------------|----------------|----------|--------------|--------------|------------|------------------------------|
| 3. | | Do | you | control | or | are | you | contro | olled | by | th | ne | related | person |
| r? | | | | | | | | | | | | | | |
| 7. | | Are | you | and | | the | related | Þ | person | ı | under | со | mmon | control? |
| (? | С. | | | | | | | | | | | | | |
| 3. | (a) |) Does | the related | person act as | a qualified | d custodian | for your | clients in | connection | with | advisory | services | you provid | de to clients |
| c (? | b) | If you are registe | ering or registered | d with the SEC and y | ou have answei | red "yes," to que | estion 8.(a) abo | ove, have you o | overcome the p | presumpt | ion that you | are not oper | rationally | |
| 9. 10. | (a) c rr | Number and Stre City: If this address is If the related pers | vered "yes" to quo set 1: s a private resider on is an investmo | estion 8.(a) above, pr State. nce, check this box. I ent adviser, is it exen th a foreign financial and country, in Engli- | o npt from registra regulatory autho | ation? c (b) If th | Number an Country: e answer is ye | d Street 2. | ZIF exemption? | P+4/Post | al Code: | | | Yes No |
| 11. f? c | | Do | you | and | the | related | | person | share | | any | sup | pervised | persons |
| 12. c (• | | Do | you | and | the | related | person | shai | re i | the | same | 9 | physical | location? |
| | BLA MAI Prin Rela | ial Name of Related ACKROCK FINANC NAGEMENT, INC mary ated ANCIAL | | | Business | | Person: | | N: | ame | | | | o BLACKROCK MANAGEMENT |
| | | ated i-, 802-) 801 -48433 | Person's | SEC | File | N | lumber | (if | an | ny) | (e. | .g., | 801-, | 8- |
| | Rela a) b) | lated Person's CRD Number (if any). 10710S CIK Number(s) (i | f any): | | | No In | formation Filec | 1 | | | | | | |

- 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)
 -) P futures commission merchant
 - h) P banking or thrift institution
 - (i) r trust company
 - 0) P accountant or accounting firm
 - (k) f"~ lawyer or law firm
 - (I) I 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
- 7 Are you and the related person under common control?

Yes No

rr 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) Ifyou 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)) rrom the related person and thus are not required to obtain a surprise examination ror 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?

rmrr

Yes No

r m

- 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

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

File #: O2023-899, Version: 1 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 persons⁷ 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) CIK Number(s) (if any)-5. Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) P registered municipal advisor c) P registered security-based swap dealer d) r major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) P futures commission merchant P banking or thrift institution h) (i) P trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) 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 C f!* controlled related person7 common control? you related person act as a qualified custodian for your clients In connection with advisory provide clients? 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 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? 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: 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? r C 9. (b) If the answer is yes, under what exemption?

File #: O2023-899, Version: 1 10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ 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 Do vou and related person share supervised persons7 11 f? C anv 12 f? C Do you and the related person share the same physical location? 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** (UK GENPAR) LLP Related Person's SEC Number (if any) (e.g., 801-, 8-, 866-, 802-) Related Person's CRD Number (if any)-CIK Number(s) (if any): No Information Filed Related Person is: (check all that apply) r broker-dealer, municipal securities dealer, or government securities broker or dealer Ρ other investment adviser (including financial planners) registered municipal advisor c) d) Р registered security-based swap dealer P major security-based swap participant e) r commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) futures commission merchant f" banking or thrift institution h) r~ trust company (i) Paccountant or accounting firm (k)Plawyer or law firm (I) Pinsurance company or agency (m)Ppension consultant £n)rreal estate broker or dealer

- £n)rreal estate broker or dealer
- $\hbox{(o)} Psponsor\ or\ syndicator\ of\ limited\ partnerships\ (or\ equivalent),\ excluding\ pooled\ investment\ vehicles}$
- (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 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 Tor 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 1City State: Country ZIP+4/Postal Code:
If this address is a private residence, check this box: P

| F | #: O2023-899, Version : 1 | |
|----|--|------|
| 9 | a) If the related person is an investment adviser, is it exempt from registration? (b) If the inswer is yes, under what exemption? | |
| 1 | is the related person registered with a foreign financial regulatory authority ⁷ 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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| r | rr | |
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| | | |
| Y | 0 | |
| 1 | No Information Filed by you and the related person share any supervised persons 7 | |
| 1 | Do you and the related person share the same physical loc | atio |
| | | |
| 1 | egal Name of kelated Person. CACULTAS FUND (GENPAR), LLC | |
| 2 | rimary Business Name of telated Person: FACULTAS | |
| 3 | UND 2 (GENPAR), LLC telated Person's SEC File Number (if any) (e g., 301-, 8 | |
| J. | 866-, 802-) or other | |
| 4. | Related Person's CRD Number (if any): | |

5 Related Person is: (check all that apply)

b) CIK Number(s) (if any).

- 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
- e) P major security-based swap participant
- $f) \qquad {\sf P} \quad {\sf commodity \ pool \ operator \ or \ commodity \ trading \ advisor \ (whether \ registered \ or \ exempt \ from \ registration)}$
- g) J- futures commission merchant
- h) f~ banking or thrift institution
- (i) P trust company
- Q) f^{TM} accountant or accounting firm

No Information Filed

| | (I) f*~ | - insurance | e compa | iny or a | gency | | | | | | | | | | | | | | | | | | |
|-----------------|----------------|--|--------------------|------------|------------|-----------|---------------------|----------|----------|---------------------|--------------|------------|-----------|-------------|--------|-----------------|-----------|---------------|---------------|------------|-----------|--------|-----------|
| | (n) P (o) P | pension co real estate sponsor o es (p) P s es | broker r syndic | or deal | imited pa | | | | | | | | | | | | | | | | | Yes | s No |
| :6. | | | | Do | 0 | you | | contr | ol | 0 | r | are | | you | | controlled | | by | the | re | elated | | person |
| c fr | | | | | | | | | | | | | | | | | | | | | | | |
| .7. | | | | | Are | | you | и | á | and | t | the | | related | | person | | under | | comn | non | | control |
| f? C | C. | | | | | | | | | | | | | | | | | | | | | | |
| '.Q. | | (a) | Does | the | related | perso | n act | as | a qu | ıalified | custodia | an for | your | clients | in | connection | with | advisory | services | s you | provide | to | clients |
| c fr | b) / | f vou are re | aisterina | a or real | stered w | ith the S | EC and | vou ha | ve ansu | vered "v | ves." to que | estion 8. | (a) abo | ve. have vo | ou ov | vercome the pr | esumpi | tion that voi | u are not o | peration | allv | | |
| | b) <i>ii</i> | o f Independent | (pursua | ant to ru | le 206(4) | | | | | | | | | | | examination fo | | | | | | | |
| | c) ii | <i>maintained a</i> r you have a assets. | | | | on 8.(a) | above, _l | provide | the loca | ation of | the related | d person | 's office | e responsib | ole fo | r custody of yo | our clien | ıts' | | | | | |
| | c) N | Number and City: | | | | State: | | _ | | | | Num Cou | | d Street 2: | | ZIP | +4/Post | al Code: | | | | | |
| | | If this addre | | orivate r | esidence | | | | | | | | | | | | | | | | | | s No |
| 19. c C | | | (a) | | | lf | the | rela | ted | pers | son i | s | an | investme | ent | adviser, | is | it it | exem | pt | Trom | reg | istration |
| ; | (b) If t | he answer i | s yes, u | nder wh | at exemp | otion? | | | | | | | | | | | | | | | | | |
| ; 10 | | the related hich the rela | | - | | - | financia | l regula | tory aut | hority ⁷ | CP (b) If | | | | | e and country, | , in Eng | lish of each | n foreign fir | nancial re | egulatory | author | ity |
| | | | | . . | | | , | | ., | | | | | nation File | u | , | | | | | , | | |
| ■ fr C | | 11. | | Do'yo | и | aı | na | | the | | related | ′ | μ | person | | share | | any | | supervise | ea | | persons |
| 112 | | Do | | you | | and | | the | | rela | ted | nei | rson | e | hare | th | ۵ | sam | ۵ | phys | ical | | location |
| fr c | | 20 | | you | | anu | | uic | | roia | icu | ρεί | 3011 | 3. | narc | ur | C | Sam | C | pnys. | ioai | | iocation. |
| ,, 0 | | | | | | | | | | | | | | | | | | | | | | | |
| <i>11.</i> I | | Name of Re | | | TIONS M | M IX, LL | .C | | | | | | | | | | | | | | | | |
| | Persor | y Business n: TENNENE TIONS MM | BAUM S | PECIA | | | | | | | | | | | | | | | | | | | |
| '3. | Related | Person's S | EC File | Numbe | r (if any) | (e.g., 80 | 11-, 8-, 8 | 66-, 80 | 2-) | | | | | | | | | | | | | | |
| . 4. | (a) C Numbe | | | | | | | | | | | | | | | | | | | | | | |

(k) P lawyer or law firm

(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
 - (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 0) P accountant or accounting firm
 - (k) P lawyer or law firm
 - (I) 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

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 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 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?
- lf 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:

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.

Number and Street 2-

- (b) If the answer is yes, under what exemption?
- 10. (a) Is the related person registered with a foreign financial regulatory authority ⁷

рр

(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

| Fil | e # : O2023 | 3-899, Version | 1: 1 | | | | | | | | |
|-----------|--|--|---|-------------------|-----------------------|----------------------|----------------------|---------------------|-------------|--------------------|----------------------|
| 11. | Do | you | and | the | related | person | share | any | , | supervised | persons |
| рр | | | | | | | | | | | |
| рр | 12 | Do you | and | the | related | person | share | the | same | physical | location |
| | | | | | | | | | | | |
| 1. | Legal Name of Re BLACKROCK PR WY, LLC | | | | | | | | | | |
| 2. | Primary Business Related Person: E PRIVATE EQUIT | BLACKROCK | | | | | | | | | |
| 3. | Related Person's | SEC File Number (if a | ny) (e.g., 801-, 8-, | | | | | | | | |
| | 866-, 802-) or Other | | | | | | | | | | |
| 4. | Related Person's a) CRD Number | er (tf anv) | | | | | | | | | |
| | b) CIK Number | | | | | | | | | | |
| | | | | | No Inforr | mation Filed | | | | | |
| | c) P registere d) P registere e) P major set f) P commodi g) P futures of h) P banking of (i) P trust contact (ii) r lawyer or I (iii) r insurance (m) P pension of (n) P real estate (o) P sponsor of | nt or accounting firm aw firm company or agency onsultant | dealer icipant nmodity trading advis partnerships (or equi | sor (whether reç | ng pooled investme | ent vehicles | | | | | Yes No |
| 6. P p | Do | you | control | or | are | you | controlled | by | the | related | person |
| 7. p p | Are | you | and | t | he | related | person | under | | common | control ⁷ |
| 8 | (a) | Does the relat | ted person act | as a qua | lified custodian | for your clie | nts in connecti | on with adv | isory serv | vices you provide | to clients? |
| p p | If you are registeri | ng or registered with th | ne SEC and you have | e answered "ye | s," to question 8 (a) |) above, have you | overcome the presu | umption that you | are not ope | erationally | рр |
| | independent | (pursuant to rule 206(| 4)-2(d)(5)) from the r | elated person a | and thus are not rec | quired to obtain a s | urprise examinatior | n for your clients' | funds or se | ecurities that are | PP |
| | | | | | | | | | | | |
| | | at the related person ⁷ nswered "yes" to quest | ion 8.(a) above, prov | ride the location | of the related pers | son's office respons | sible for custody of | your clients' | | | |
| | assets: Number and Stree | | | | 1 | Number and Street | 2' | | | | |
| | City: If this addre | ss is a private residenc | State. ce, check this box. F | - | (| Country: | Z | IP+4/Postal Cod | e- | | Yes No |
| | | | | | | | | | | | I CO INU |

9. (a) If the related person is an investment adviser, is it exempt from registration⁷

рС

- 9. (b) If the answer is yes, under what exemption?
- 10. (a) Is the related person registered with a foreign financial regulatory authority⁷

- 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 persons⁷

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
 - CRD Number (if any): a)
 - CIK Number(s) (ir 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) I" other investment adviser (including financial planners)
 - c) f™ registered municipal advisor
 - d) I~ registered security-based swap dealer
 - e) r* major security-based swap participant
 - (0 l'commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) P futures commission merchant
 - r banking or thrift institution
 - r _{r.},
 - 0) r~accountant or accounting firm
 - (k) Vlawyer or law firm
 - (I) Pinsurance company or agency

 - (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
- Do you control or are you controlled by the related person7
- 7. Are you and the related person under common control⁷

File #: O2023-899, Version: 1 Yes No C. f? Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? pGir 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' Tunds or securities that are b) 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. Number and Street 1. Number and Street 2: ZIP+4/Postal Code: Country: City: State: 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 exemption⁷ 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 persons⁷ 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). CIK Number(s) (if anv)-. No Information Filed 5 Related Person is: (check all that apply) a) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners)

- c) P registered municipal advisor
- d) P registered security-based swap dealer
- (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- g) P futures commission merchant
- P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) P lawyer or law firm
- (I) 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. o p | Do | you | C | control | or | are | you | controlled | by | the | e related | person? |
| р | Are | | you | and | | the | related | perso | on | under | common | control |
|) | (a) | Does th | ne related | person act | as a | qualified cust | odian for you | r clients in | connection w | tth advisory | services you provide | to clients |
| b) | | stering or re | gistered with t | the SEC and ye | ou have ans | swered "yes," to q | question 8.(a) abo | ve, have you over | come the presun | nption that you a | nre not operationally | |
| b) b) | p p independent () maintained at | | | d)(5)) from the | related per | son and thus are | not required to ob | tain a surprise exa | amination for you | ur clients' funds (| or securities that are | |
| c) | | | s" to question | 8.(a) above, pr | ovide the lo | cation of the relat | ted person's office | | ustody of your cli | ients' assets: | | |
| c) | Number and S City: | | | tate' | | | Number and Country: | Street 2: | ZIP+4/Po | stal Code | | |
| | If this address | is a private | residence, ch | neck this box: F | • | | | | | | | Yes No |
| | (| a) | If | the | related | person | is an | investment | adviser, | is it | exempt from | registration ⁷ |
| (h) | If the answer is | ves under | what exempti | on? | | | | | | | | |
| (b) | | ,, | | | | | | | | | | |
| he re | elated person reg | | _ | | | | | | | | | |
| e ar | nswer is yes, list | the name ar | nd country, in | English or eacl | n foreign fin | | authority wtth whi o Information File | | son is registered | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| . Do | you and the relat | ed person s | hare any supe | ervised person | s' | | | | | | | |
| 2. '~ c | Do | you | ı i | and | the | related | person | share | the | same | physical | location |
| С | (| | | | | | | | | | | |
| | • | | | | | | | | | | | |
| | egal Name or | | | | | | | | | | | |
| | elated Person: B EPUS GENPAR I | | | | | | | | | | | |
| D | iman, Business I | Name of | | | | | | | | | | |
| R | imary Business I elated Person: B | | | | | | | | | | | |
| G | ENPAR LLC | | | | | | | | | | | |
| R | elated Person's S | SEC File Nu | mber (ir any) (| (e.g., 801-, 8-, | | | | | | | | |
| | 66-, 802-) or | | | | | | | | | | | |
| 0 | ther | | | | | | | | | | | |
| | elated Person's | (: f) | | | | | | | | | | |
| a) | CRD Number | (if any): | | | | | | | | | | |
| b) | CIK Number(| s) (if any): | | | | N | o Information File | i | | | | |
| | | | | | | | | | | | | |
| Re | elated Person is: | (check all ti | hat apply) | | | | | | | | | |
| a) | | | | dealer, or gove financial plann | | urities broker or d | lealer | | | | | |
| b) | | | | ililanciai pianii | eis) | | | | | | | |
| d) e) | . T. | | | | | | | | | | | |
| | | | | | visor (wheth | ner registered or e | exempt from regis | ration) , | | | | |
| g) h) | | mmission m thrift institu | | | | | | | | | | |
| (i) | f~ trust comp | any ∎ | | | | | | | | | | |
| 0) (k | J∼ accountar) I∼ lawyer or | | ting firm | | | | | | | | | |
| (11 | | company or | | | | | | | | | | |

| File | e #: | O2023-89 | 99, Versio | n: 1 | | | | | | | | | |
|--------|---------------------------|---|---|-----------------------|-------------------|-------------------------------|-----------------|--------------------------------|---------------|----------------|-------------------|--------------------|------------------------------|
| | (m) f" (n) l (o) f" | pension cons real estate br sponsor or sy | oker or dealer ndicator of limite | | | cluding pooled in | | les | | | | | |
| | (p) P | sponsor, gen | eral partner, mar | iaging member (c | or equivalent) of | pooled investmen | t vehicles | | | | | | Yes No |
| 6. | | Do | you | control | or | are | you | control | led | by | the | related | person? |
| c (• | | | | | | | | | | | | | |
| 7. | | Are | you | ä | and | the | related | pe | erson | und | 'er | common | control ⁷ |
| fT (| 2 | | | | | | | | | | | | |
| 8. | (a) | Does | the related | person act | as a quai | lified custodian | for your | clients in | connection | with ad | visory servic | es you pro | vide to clients ⁷ |
| c < | | | | | | | | | | | | | |
| | | rc | | | | wered "yes," to qu | | | | | | | |
| | | | rsuant to rule 200 e related person ⁷ | | the related pers | son and thus are r | not required to | obtain a surprise | examination | for your clier | nts' funds or sec | curities that are | |
| | | lf you have answ Number and Stre | | estion 8 (a) above | e, provide the lo | cation of the relate | | ce responsible found Street 2: | or custody of | your clients' | assets: | | |
| | , | City: | | State: | nx. I- | | Country. | | ZI | P+4/Postal C | Code: | | |
| | | | • | | | | | | , . | | | | Yes No |
| 9 C | C ■ | | (a) | If the | e related | person | is an | investment | adviser, | is | it exempt | t from | registration ⁷ |
| | (b) If | the answer is ye | es, under what ex | xemption ⁷ | | | | | | | | | |
| . 10 | (a) Is | the related pers | on registered with | h a foreign financ | ial regulatory au | thority ⁷ C (b) If | the answer is y | es, list the name | and country, | in English or | r each foreign fi | inancial regulator | ry authority with |
| | which | the related pers | on is registered. | | | | No Infe | ormation Filed | | | | | |
| 11. | | Do | you | and | the | relate | d | person | share | á | any | supervised | persons ⁷ |
| rr C | ? | | | | | | | | | | | | |
| | | 0- | | | 44 | | | -6 | _ | 44 - | | | 1 |
| 12 | | Do | you | and | the | related | person | share | 7 | the | same | physical | location ⁷ |
| f? (| 2 | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | Name of Related KROCK HOMES | | OPPORTUNITIE | S GP, LLC | | | | | | | | |
| | | | e of Related Per TEAD PRIVATE | son. OPPORTUNITIE | S GP, LLC | | | | | | | | |
| 3 | Relate | d Person's SEC | File Number (if a | ny) (e.g., 801-, 8 | | | | | | | | | |
| | -, 866- Other | , 802-) or | | | | | | | | | | | |
| | | <i>d Person's</i> CRD Number (if a | any)' | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | b) C | CIK Number(s) (if | any). | | | No Inforn | nation Filed | | | | | | |
| | | | | | | | | | | | | | |
| | Related a) f" b) P | broker-dealer | | | | rities broker or de | aler | | | | | | |

c) P registered municipal advisor

| -, | 9 | |
|----|---|------|

- 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) P futures commission merchant
- h) P banking or thrift institution
- (i) r trust company
- Q) Paccountant or accounting firm
- (k) rlawyer or law firm
- (I) Pinsurance company or agency
- (m)Ppension consultant
- (n) rreal estate broker or dealer
- (o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- $(p)\ Psponsor,\ general\ partner,\ managing\ member\ (or\ equivalent)\ of\ pooled\ investment\ vehicles$
- (S. Do you control or are you controlled by the related person 7. Are you and the related person under common control

| Yes N | lo | | | | | | | | | | | | | | | | | | | | |
|------------|--------------------------------------|--------------|-----------|-------------|--------------------|-----------|-----------|--------------------------|----------------|-----------------|----------------|--------------------------|---------|----------------|-----------|--------------|---------------|-----------|---------|-----|----------|
| r rr 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) |) Ifyou are re | egistering | or regi: | stered witi | h the SEC | and you | ı have a | nswered "ye | s," to questic | n 8.(a |) above | have you | ı over | rcome the pres | sumptio | n that you a | are not opei | rationali | lly | | |
| b) b) |) independer | | | . , | -2(d)(5)) fr | om the r | related p | erson and th | nus are not re | equired | d to obta | ain a surpr | ise ex | xamination for | your, c | lients' fund | s or securiti | es that | are | | |
| c) |) If you have assets' | answered | d "yes" | to questio | on 8.(a) ab | ove, pro | vide the | location of t | he related pe | erson's | office r | esponsibl | e for o | custody of you | ır client | s' | | | | | |
| c) |) Number an City. If this addr | | | esidence, | State' check this | box. P | | | | Numbe Countr | er and S y. | treet 2. | | ZIP+4 | /Postal | Code: | | | | Yes | Na |
| 9 | | (a) | | | If th | ne | related | l perso | on is | á | an | investme | ent | adviser, | is | it | exemp | t | from | | stration |
| Pp (b | o) If the answe | r is yes, u | ınder w | /hat exem | ption ⁷ | | | | | | | | | | | | | | | | |
| 10. (a | , | d person i | registe | red with a | foreign fin | ancial re | egulator | y authority ⁷ | | | | | | | | | | | | | |
| 10. (b |) If the answe | r is yes, li | ist the i | name and | country, ir | n Englisl | h of eac | h foreign fina | ncial regulat | | | vith which tion Filed | the re | elated person | is regis | tered. | | | | | |
| 11. p p | Do | | yo | u | and | | th | е | related | | pe | rson | | share | | any | SL | upervise | ed | ı | persons |
| 12. p p | Do | | you | | and | 1 | the | relat | ed | pers | son | sl | hare | the | е | same | e | physi | ical | ŀ | ocation |
| | egal Name or R PORTFOLIO A | | TRATIC | | | | | | | | | | | | | | | | | | |
| ^ 0 | | - * / | CD-1-1 | | | | | | | | | | | | | | | | | | |

 Primary Business Name of Related Person-PORTFOLIO ADMINISTRATION & MANAGEMENT LTD.

| ela | ed F | Person's SEC File Number (if | f any) (e.g., 801- | -, 8-, 866-, 80 | 2-) | | | | | | | | | | |
|---------|---|---|--|--|-------------------------|------------------|-----------------|------------------|-----------------|-------------|--------------|---------------|-------------|-----------|------------------|
| | or Ot | her | | | | | | | | | | | | | |
| 4. | Rel a) | lated Person's CRD Number (if any): | | | | | | | | | | | | | |
| | b) | CIK Number(s) (if any): | | | | No In | formation File | ed | | | | | | | |
| 5. | a) b) c) d) (e) (0) regg (h) accor law insi age cor (n) veh | P other investment advis r" registered municipal ar f™ registered security-base major security-basec P commodity pool operato gistration) (9) P futures cor | pal securities dea ser (including fin- dvisor ased swap deale d swap participal or or commodity mmission merch tion | ancial planne er nt trading adviso ant | rs) or (whether regi | stered or exem | estment | | | | | | | | Yes No |
| | | 6. | Do | you | control | or | are | you | controlle | ed | by | the | related | | person? |
| р | | | | | | | | | | | | | | | |
| ". n | | | Are | you | and | t | he | related | perso | on | under | | common | | controP |
| р | | (a) Does the | related pers | son act a | as a qualific | ed custodiar | n for you | r clients i | n connectio | n with | advisory | services | you provide | e to | clients? |
| р | b) | If you are registering or re | | | | | | | | | | | | | |
| | b) c) c) | independent (pursuant to maintained at the related prifyou have answered "yes Number and Street 1. City. If this address is a private | person ⁷ s" to question 8 (| (a) above, pro | | | d person's offi | | for custody o | | nts' assets. | is or securio | es mai are | | |
| , | | (a) | If | the | related p | erson is | s an | investmer | ıt advise | er, is | s it | exempt | from | regis | Yes No stration? |
| р | (h) | if the answer is yes, under | | | . 5.0.04 | _, IS | _ an | | auvisc | , 18 | | oxompt | | rogis | 440/11 |
| | , , | 10 (a) | what exemption | | related | person | registered | with | a fo | reign | financial | regu | ulatory a | authority | 7 |
| (• | (b) | if the answer is yes, list the | name and coun | ntry, in English | n of each foreigr | n financial regu | latory author | ity with which t | the related per | son is regi | istered. | | | | |

File #: O2023-899, Version: 1 Do 11 you and the related person share any supervised persons? рр physical 12. Dο location? you and the related person share the same Рр Legal Name of Related 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 CRD Number (if any). 105247 CIK Number(s) (if any): CIK Nu'mber'■• -^P ^y>--^:£-fiv-: '. v...^I^M^^lii.ii^S^d! 1006249 '5. Related Person is: (check, all thai, 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 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

6- Do you control or are you controlled by the related person 77. Are you and the related person under common control

(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

Yes No

(I) Pinsurance company or agency (m)Ppension consultant (n)Preal estate broker or dealer

rc?

File #: O2023-899, Version: 1 (a) person act as a qualified custodian for your clients in connection with advisory you provide 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) ppb) 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 person7 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' Number and Street 1. c) 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? 9. (b) If the answer is yes, under what exemption? 10 (a) Is the related person registered with a foreign financial regulatory authority ⁷ рр (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/Englbh Name of Foreign Financial Regulatory Authority ■ India - Securities and Exchange Board of India 11. Do you and the related person share any supervised persons7 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 CRD Number (if any) CIK Number(s) (if any)-No Information Filed 5. Related Person is- (check all that apply) (5)I 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) 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 V banking or thrift institution (i) V trust company 0) I accountant or accounting firm (k) rlawyer or law firm (I) I"~insurance company or agency (m)I-pension consultant (h) f~real estate broker or dealer

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sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(b) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles

(o)

Yes No C fr

File #: O2023-899, Version: 1 6. Do you control or are you controlled by the related person? 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 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 ror your clients' funds or securities that are b) maintained at the related person? 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 2. Number and Street 1-7IP+4/Postal Code Citv. State: Country: 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? рр. 9. (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority ? рр 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 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: NC GARNET FUND (GENPAR), LLC 2. Primary Business Name of Related Person. NC GARNET FUND (GENPAR), LLC

- -, 802-) or Other
- 4. Related Person'sa) 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)

3 Related Person's SEC File Number (if any) (e g., 801-, 8-, 866

- 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)
-) P futures commission merchant
- h) P banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm
- (k) r lawver or law firm
- (I) P insurance company or agency
- /m\ D noncion concultor

| File #: | O2023-89 | 9, Versio | n: 1 | | | | | | | | |
|--------------------------|--|-------------------------------------|-------------------------------|----------------------------|--------------------------|----------------------------|------------------|-------------------|--------------------|--|-------------|
| (m) (n) (o) (p) | P real estate by P sponsor or s | roker or dealer yndicator of lim | nited partnerships (| | excluding pooled inve | | | | | | |
| ■6 Doy | ou control or are ye | ou controlled b | y the related perso | on ⁷ 7. Are you | | | | | | | |
| and the | related person und | ler common co. | ntrol ⁷ | | | | | | | | |
| | f you are registerii | ng or registere | ed with the SEC a | and you have a | | uestion 8.(a) above, | have you ov | ercome the pre | | ou are not operationa are maintained at the | |
| c) | If you have answe | ered "yes" to qu | uestion 8.(a) above | e, provide the lo | ocation of the related p | erson's office respon | nsible for custo | ody of your clier | nts' assets: | | |
| c) | Number and Stre- City. | | State' ence, check this bo | nx· P | | Number and Street Country: | 2: | ZIP+4/Posta | l Code: | | |
| 9 (a) l | | | | | istration? (b) If the | | | | | | |
| | wer is yes, under w | | | xempt from reg | istiation: (b) if the | | | | | | |
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| Yes No | | | | | | | | | | | |
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| ra-rr | | | | | | | | | | | |
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| Yes No | | | | | | | | | | | |
| | | | | | | | | | | | |
| | Is the related personal which the related p | - | _ | cial regulatory a | authority? CP (b) If the | | | d country, m En | glish of each fore | fgn financial regulatory | / authority |
| 11. | Do | you | and | the | related | No Information F person | | hare | any | supervised | persons |
| 12. | Do | you | and | the | related | person | share | the | same | physical | location? |
| | | | | | | | | | | | |
| | Name of Related I | | , LLC | | | | | | | | |
| Rela PRI\ | ary Business Name ted Person: TFO /ATE ORTUNITIES GP, | | | | | | | | | | |

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 $3. \ \ \ \mbox{Related Person's SEC File Number (if any) (e.g \ , 801-, 8-, 866-, 802-)}$

Related Person's
a) CRD Number (if any)

Legal Name of Related Person.
 BLACKROCK ADVISORS

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 P other investment adviser (including financial planners) b) P registered municipal advisor r registered security-based swap dealer d) e) P major security-based swap participant (0 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 0) P accountant or accounting firm (k) P lawyer or law firm (I) f~ 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 Yes No 6. Dο control are vou controlled the related person7 p f? 7. Are vou and related person under common control7 рр .'8. (a) the related act as а qualified custodian for your clients in connection with advisory services you provide clients7 pр 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? 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: State Country: ZIP+4/Postal Code: If this address is a private residence, check this box: P Yes No <u> 1</u>9. (a) lf the related person an investment adviser. exempt from registration? рр (b) If the answer is yes, under what exemption? 10. related person registered with regulatory рр (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 the related person supervised persons? you any рр 12 physical location? рр

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| | (UK) LIMITED | | | | | | | | | |
|---|--|--|---|---|--|--|----------------------|---------------------|-------------------|----|
| | | | | ,2. Primary Busir Related Person: E ADVISORS (UR | BLACKROCK | | | | | |
| | Related Person's 166-, 802-) 802 - 76133 | SEC | File | Number | (if | any) | (e.g | , | 801-, | 8- |
| F a b | Number (if any) 162380 | | | | | | | | | |
| a b c d e (() g h (i) (i) (i) (l) (l) | P other investment adviser (incl.) P registered municipal advisor P registered security-based swa r major security-based swap pa P commodity pool operator or co P futures commission merchant r banking or thrift institution ' r trust company | rities dealer, or gov uding financial plar ap dealer articipant ommodity trading a | nners) | | om registration) | | | | | |
| | nsor or syndicator of limited partnershi | | | | | tner, managing n | nember (or equiva | lent) of pooled inv | vestment vehicles | |
| | you control or are you controlled by th | e reiated person [,] 7 | . Are you and th | e related person undel | r common control | | | | | |
| Yes No r r? | • | | | | | | | | | |
| | | with the SEC and om the related pers stion 8 (a) above, p State: | you have answ son and thus are o provide the location | ered "yes," to question not required to obtain a on of the related person | n 8 (a) above, ha surprise examinat 's office responsibler and Street 2. | ve you overcome tion for your client le for custody of y | ts' funds or securit | ies that are maint | | |
| |) If the related person is an investmen o) If the answer is yes, under what exe | | npt from registrati | on? | | | | | | |
| rr | PARTICIPATING AFFILIATE | | | | | | | | | |
| | | | | | | | | | | |

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Yes No

frr

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

Name:6rCouritrV/EnglBth Nam

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 persons⁷
- 12. Do you and the related person share the same physical location'
- I. Legal Name of Related Person.

TENNENBAUM ENHANCED YIELD MM I, LLC

2 Primary Business Name of Related Person: TENNENBAUM ENHANCED YIELD MM 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 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) (0 P trust company

Q) P accountant or accounting firm

- (k) P lawyer or law firm
- (I) 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. p p | Do | you | cont | trol | or | а | re | you | con | trolled | by | the | e | relate | ed | | Yes No person ⁷ |
|------------|--------|-----------|------------|-----------|------|-----------|-----------|---------|---------|---------------|------|----------|----------|--------|---------|----|-------------------------------|
| 7. p p | Are | yo | ou | and | | the | | related | | person | u | nder | C | ommon | | | control ⁷ |
| \ 8. pp | (a) Do | oes the r | related pe | erson act | as a | qualified | custodian | for you | clients | in connection | with | advisory | services | you | provide | to | clients ⁷ |

| Fil | e #: | 02 | 023-8 | 99, Ve | rsion: | 1 | | | | | | | | | |
|-----|---|---|--|---|---|--|---------------------------|--|--------------------------------|-------------------|---|--------|-------|-----------------|---------------------------|
| рр | i (c) | <i>main</i> If you nber an City: | tained at to have ans nd Street 1 | he related p wered "yes : | <i>person⁷</i> s" to question | | rovide the locati | | | responsible for o | examination Tor custody of your c ZIP+4/P | | | rities that are | Yes No |
| | 9. | | | (a) | | If the | related | person | is an | investment | adviser, | is it | exemp | t from | registration ⁷ |
| рp | (b) | If the a | answer is v | /es. under | what exemp | otion? | | | | | | | | | |
| 10 | | | | | | | regulatory auth | ority ⁷ | | | | | | | |
| (b | | e answ | ver is yes, | list the nar | ne and coun | try, in English o | f each foreign fi | nancial regulator | ry authority with No Inform | | d person is regist | tered. | | | |
| 11. | | | Do | yo | u | and | the | related | per | son | share | any | sup | ervised | persons ⁷ |
| pр | | | | | | | | | | | | | | | |
| • | | 12. | | Do | you | and | the | related | person | shar | e the | Sa | ame | physical | location? |
| pр | | | | | | | | | | | | | | | |
| 2. | Prima | ary Bus | GLOB INFRAS siness Nar GLOB INFRAS | STRUCTU me of Rela AL ENERO STRUCTU | GY 8i POWE RE GP II, L. ted Person : GY 8t POWE RE GP II, L. | P. :R | 66-, 802-) | | | | | | | | |
| | Relat | ted Per | rson's | | | | . , | | | | | | | | |
| , | . , | | Number (if mber(s) (if | • / | | | | | | | | | | | |
| ! | (b) C | ik ivur | riber(s) (ii | any): | | | | | No Informa | ation Filed | | | | | |
| ;5. | a) b) c) d) e) f) g) h) (i) (j) (k) (l) (m) r | P brown P requirements of the property of the | oker-deale her investr gistered m gistered se ajor securi mmodity p tures comr inking or th ist compar countant or yer or law urance cor sion consu estate bro nsor or syr | ment advisuunicipal ac ecurity-bas ty-based suool operat mission me mission m | al securities er (including dvisor ed swap dea wap particip or or commo erchant ion g firm agency ler limited partr | financial planners of the state | ers) visor (whether re | s broker or deale gistered or exen ng pooled invest ed investment v | npt from registra | tion) | | | | | Yes No |
| 6. | | | | I | Do | you | control | or | are | ou co | ontrolled | by | the | related | person ⁷ |

| Are | you a | and the relate | ed person ui | nder com | mon con | trol? | | | | | | | | | | | | | | |
|------------|---------------|--|----------------------------------|---------------|-------------------|--------------|--------------|----------------|----------------|--------------|------------|------------------------------|---------------|------------|------------------|---------------|----------|----------|------------|---------------------------|
| | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | |
| 8. p p | | £a) | Does | the | related | person | act | as a | qualified | custod | lian fo | or your | clients | in | connection | with | advisory | services | you provid | e to clients ⁷ |
| • | b) | | istering or reg | istered witl | h the SEC | and you h | ave answe | ered "yes," to | question 8. | (a) above, | have you | ı overcome | the presump | ption tha | nt you are not o | perationall | V | | | |
| | b) b) | , r- independent maintained at | | | 2(d)(5)) fro | m the rela | nted persor | n and thus ai | re not require | ed to obtain | n a surpri | ise examina | tion for your | r clients' | funds or secun | ities that ar | re | | | |
| | c) | If you have ar | | | n 8 (a) abo | ve, provid | le the loca | tion of the re | lated person | 's office re | sponsible | e for custody | of your clie | ents' ass | ets. | | | | | |
| | c) | Number and | Street 1: | | | | | | | | Numbe | r and Street | 2. | | | | | | | |
| | | City: If this addres | s is a private r | esidence. | Sta check this | | | | | | Country | / : | | | ZIP+4/Po | staf Code- | | | | |
| | | | | , | | | | | | | | | | | | | | | | Yes No |
| .9. P^ | | | (a) | | | If | the | related | pers | on | is | an | investme | ent | adviser, | is | it | exempt | from | registration? |
| | (b) | ir the answer is | yes, under wh | nat exempt | ion? | | | | | | | | | | | | | | | |
| 10. | | Is the related po | erson registere | ed with a fo | oreign finar | icial regula | atory author | ority 7 | | | | | | | | | | | | |
| | r" rr | | | | | | | | | | | | | | | | | | | |
| 10. | (b) | If the answer is | yes, list the na | ame and co | ountry, in E | inglish of | each forei | gn financial r | egulatory au | thority with | | ne related pe Information | | istered. | | | | | | |
| 11. ^ P | | Do | | you | | and | | the | | related | | pe | rson | | share | | any | su | pervised | persons ⁷ |
| 12. | <i>Do y</i> | ou and the rela | ed person sha | are the san | ne physica | l location? | ?, | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | |
| | | (5.1. | | | | | | | | | | | | | | | | | | |
| 1. | Pers | I Name of Relation: BLACKROC ATE EQUITY A | K | | | | | | | | | | | | | | | | | |
| 2. | | ary Business Na | | | | | | | | | | | | | | | | | | |
| | | ted Person. BLA ATE EQUITY A | | | | | | | | | | | | | | | | | | |
| 3. | Relat | ted Person's SE | C File Numbe | r (if any) (e | e.g., 801-, 8 | 3-, 866-, 8 | 802 | | | | | | | | | | | | | |
| | -) or Othe | - | | | | | | | | | | | | | | | | | | |
| | Outo | • | | | | | | | | | | | | | | | | | | |
| 4. | | ted Person's CRD Number | (if any) | | | | | | | | | | | | | | | | | |
| | a) | CKD Nulliber | (II ally) | | | | | | | | | | | | | | | | | |
| | b) | CIK Number(s |) (if any) | | | | | | | No Inforn | mation Fil | ed | | | | | | | | |
| | | | | | | | | | | . 10 | | - | | | | | | | | |
| 5 | Relat | ed Person is (ch | eck all that ap | oply) | | | | | | | | | | | | | | | | |
| | a) | P broker-de | aler, municipa | l securities | dealer, or | governme | ent securit | ies broker or | dealer | | | | | | | | | | | |
| | b) | P other inve | stment advise | r (including | g financial | planners) | | | | | | | | | | | | | | |
| | c) | | municipal ad | | | | | | | | | | | | | | | | | |
| | d) | | security-base | | | | | | | | | | | | | | | | | |
| | e) f) | | urity-based sv y pool operato | | | ng advisor | (whether | registered or | r exempt from | n registrati | ion) | | | | | | | | | |
| | g) | | mmission mei | | ounty tradil | .g aavisti | (***11011101 | . sgiski cu Ui | . SAGINPL IIOI | rogioudii | .011) | | | | | | | | | |
| | h) | | r thrift institution | | | | | | | | | | | | | | | | | |
| | (i) | P trust com | | | | | | | | | | | | | | | | | | |
| | (j) | P accountai | nt or accountin | ıg firm | | | | | | | | | | | | | | | | |
| | . , | P lawyer or | | | | | | | | | | | | | | | | | | |
| | | | company or a | agency | | | | | | | | | | | | | | | | |
| | | P pension o | | alor | | | | | | | | | | | | | | | | |
| | (n) (o) | | e broker or de r syndicator o | | artnershins | (or equive | alent) eva | ludina noolee | d investment | vehicles | | | | | | | | | | |
| | (0) | . sponsol C | . Syriaidator 0 | eu pa | " " Ioi ai iiha | (Si Squive | aloni, exc | aning pooled | | .01110103 | | | | | | | | | | |

| File # | #: O2023-8 | 99, Ver : | sion: 1 | | | | | | | | | | | |
|---------------|--|-------------------------------------|-----------------------------------|-------------------------------------|--|---|---|--------------------|-----------------------|------------------|--------------|-------------------|------------|----------------------|
| (p) | 17 sponsor, genera | al partner, man | aging member | or equivalent) o | pooled investmen | t vehicles | | | | | | | | |
| 6 <i>Do y</i> | ou control or are you o | controlled by the | e related perso | n ⁷ | | | | | | | | | | |
| 7 Are j | you and the related pe | rson under con | nmon control ⁷ | | | | | | | | | | | |
| | Oces the related person is you are registering o related person and to If you have answered | r registered wit hus are not req | th the SEC and uired to obtain | d you have ansi a surprise exami | vered "yes," to qu nation for your clie | restion 8.(a) above, f nts' funds or securitie | have you overcon s that are maintain | ned at the related | d person ⁷ | not operational. | lly independ | dent (pursuant to | rule 206(4 |)-2(d)(5)) from the |
| | | | | | | | | | | | | | | |
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| Yes No | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| rcrr | - | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | |
| | Number and Str City If this address is | | Sta | | n | | Number and S Country: | treet 2. | ZIP+ | -4/Postal Code | e: | | | |
| 9 | (a) | | If | the | related | person is | an | investment | adviser, | is | it | exempt | from | Yes No registration? |
| p p (b) | If the answer is ye | es, under wh | at exemptior | ? | | | | | | | | | | |
| 10. p p | (a) | | ls th | ne rela | ited per | son regist | ered w | ith a | foreign | ı finan | cial | regulatory | au | thority ⁷ |
| | If the answer is ye | es, list the na | ame and cou | ntry, in Englisl | n of each foreig | n financial regulat | ory authority wi | | elated person | is registered. | | | | |
| 11. | Do | you | | and | the | related | pers | son | share | any | , | supervise | d | persons ⁷ |
| рC | | | | | | | | | | | | | | |
| 11. | 12 | Do | you | and | the | related | persor | ı sh | nare | the | same | phys | ical | location? |
| p p_ | | | | | | | | | | | | | | |

 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

| N | ımber | (if any) (e.g., 801-, 8-, 866-, 802-) | | | | | | | | |
|-----|--|--|--|---------------------|--|---|--------------------------|---------------------------|----------------------|-----------|
| | | | | | | | | | | |
| 4 | Relai a) | ted Person's CRD Number (if any): | | | | | | | | |
| | , | | | | | | | | | |
| | b) | CIK Number(s) (if any): | | | No Information Fi | ed | | | | |
| | | | | | | | | | | |
| | a) b) c) d) e) (0 g) h) (i) 0) (k) (l) (m) (n) (o) | • | ng financial planners) lealer ipant modity trading advisor (v | whether registered | d or exempt from re | | | | | |
| | s No | | | ,9 | | | | | | |
| r | rr (p) | P sponsor, general partner, manag | ing member (or equivale | ent) of pooled inve | estment vehicles | | | | | |
| 6 | Do w | ou control or are you controlled by the | related nerson ⁷ | | | | | | | |
| | Doy | | | | | | | | | |
| 7. | | Are you | and | the | related | person | under | common | control ⁷ | |
| rr | С | | | | | | | | | |
| 8. | (a) | Does the related pe | rson act as a | qualified cust | todian for your | clients in c | connection with a | dvisory services | you provide t | o clients |
| рŗ | | | " " OFO 1 1 | | ## ## # # # * * * * * * * * * * | , , | | | | |
| | b) | If you are registering or registered win p p | · | • | , , , | • | | , | • | |
| | b) b) | independent (pursuant to rule 206(4) maintained at the related person ⁷ | -2(d)(5)) from the related | d person and thus | s are not required to | obtain a surprise ex | xamination for your clie | ents' funds or securities | s that are | |
| | c) | If you have answered "yes" to question | on 8.(a) above, provide t | the location of the | | | custody of your clients | assets: | | |
| | c) | Number and Street V City | State: | | Country | and Street 2: | ZIP+4/Postal | Code- | | |
| | | IT this address is a private residence | , check this box: f~ | | | | | | | Yes N |
| 9. | (a) | If the related person is an investment | adviser, is it exempt from | n registration? | | | | | | |
| 0 | p p | If the angular is yes, under what evem | ntion? | | | | | | | |
| 9. | (n) | If the answer is yes, under what exem | ρα υ π? | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | Is the related person registered with | | | | | | | | |
| (b) | If the | e answer is yes, list the name and cou | ntry, in English of each f | oreign financial re | | rith which the related formation Filed | d person is registered. | | | |
| 1 | 1. <i>Do</i> | you and the related person share any | supervised persons ⁷ | | | | | | | |
| 1 | 2. Do | you and the related person share the | same physical location ⁷ | | | | | | | |
| | | | | | | | | | | |
| ; I | | al Name of | | | | | | | | |

CAMP BAY FUND (GENPAR), LLC

 Primary Business Name of Related Person: CAMP BAY FUND (GENPAR),

 In Comparison

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) Paccountant or accounting firm
 - £k) Plawyer or law firm
 - (I) 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) P"sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
- 6. Oo you contro/ or are you contro//ed by the related person⁷
- 7. Are you and the related person under common controP
- s. (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 exemption⁷
- 10. (a) Is the related person registered with a foreign financial regulatory authority 7
 - (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

| File | #: O2023-899, | , Version: 1 | | | | | | | | |
|--|--|---|---|---------------------|--------------------|------------|----|-----|---------|---------------------|
| | | | | | | | | | | |
| Yes N | О | | | | | | | | | |
| rrrr | г | | | | | | | | | |
| Yes N | 0 | | | | | | | | | |
| Do yo | u and the related person s | share the same phy | vsical location' | | | | | | | |
| Pers | I Name of Related on. ORANGE PEP GP, ary Business Name of Rel | lated | | | | | | | | |
| Pers | on. ORANGE PEP GP, LL | _C | | | | | | | | |
| 802-) | | mber (if any) (e.g., 8 | 801-, 8-, 866-, | | | | | | | |
| | r <i>ted Person's</i> CRD Number (if any)- | | | | | | | | | |
| b) | CIK Number(s) (if any)- | | | | No Information | n Filed | | | | |
| a) b) c) d) e) (0 P g) h) (i) 0) f (k) F (m) r (n) F (o) F | ed Person is: (check all the broker-dealer, municipal content investment advisored investment advisored investment advisored investment advisored investment advisored investment advisored investment | pal securities dealer ser (including finan- dvisor sed swap dealer swap participant or or commodity trace erchant ution agency ealer of limited partnershi | cial planners) ding advisor (whether the second se | ner registered or e | exempt from regist | | | | | Yes No |
| Do | you | control | or | are | you | controlled | by | the | related | person ⁷ |
| рр | | | | | | | | | | |
| Are v | ou and the related person | under common coi | ntrol ⁷ | | | | | | | |

Office of the City Clerk Page 595 of 781 Printed on 5/21/2023

| рр | | | | | | | | |
|-------------|--|------------------------------|--|----------------------|---------------------|---------|----------------|---------------|
| a) | Does the related person act as a qualified custodian for your | clients in connection | on with advisory services | s you provide to cli | ents ⁷ | | | |
| рр | | | | | | | | |
| b) | If you are registering or registered with the SEC and you hav p p | | | | | | | |
| b) b) | independent (pursuant to rule 206(4)-2(d)(5)) from the relate maintained at the related person ⁷ | | | | | | ities that are | |
| c) | If you have answered "yes" to question 8.(a) above, provide Number and Street 1: | the location of the r | related person's office re Number and S | | ody of your clients | assets- | | |
| | City. State- If this address is a private residence, check this box. P | | Country: | | ZIP+4/Postal | Code- | | |
| a) | If the related person is an investment adviser, is it exempt fro | om registration? | | | | | | Yes No |
| pp b) | If the answer is yes, under what exemption' | | | | | | | |
| a) | is the related person registered with a foreign financial regula | atory authority ⁷ | | | | | | |
| <i>C</i> (* | | | ial regulatory authority w No Information | | ed person is regist | ered. | | |
| Do | you and the related person share any supervised persons? | | | | | | | |
| ָ טט | you and the related person share any supervised persons ⁷ | | | | | | | |
| рр | | | | | | | | |
| Do | you and the | related | person | share | the | same | physical | location' |
| рр |). | | | | | | | |
| | | | | | | | | |
| Leg Rela | al ated | | Name | | | | | of Person: |
| | CKROCK LLC | | SON | IJ | | | | II |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| 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 govern | nment securities bro | oker or dealer | | | | | |
| | b) r other investment adviser (including financial planner c) P registered municipal advisor | rs) | | | | | | |
| | d) P registered security-based swap dealer | | | | | | | |
| | e) P major security-based swap participant (0 Pcommodity pool operator or commodity trading advisor (v | whether registered | or exempt from registrat | ion) | | | | |
| | g) P futures commission merchant h) Pbanking or thrirt institution | | - | | | | | |
| | h) 0)r trust company | | | | | | | |
| | Paccountant or accounting firm (k) Plawyer or law firm | | | | | | | |
| | (I) Pinsurance company or agency | | | | | | | |

| F | ile | #: O2023-899, Version : 1 |
|---|---------------|--|
| | (n (o | m)Ppension consultant n) Preal estate broker or dealer o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles p)17sponsor, general partner, managing member (or equivalent) of pooled investment vehicles |
| É | Do | o you control or are you controlled by the related person ⁷ |
| 7 | . <i>Ai</i> | re you and the related person under common control ⁷ |
| 8 | | |
| 9 | |) If the related person is an investment adviser, is it exempt from registration? (b) IT the inswer is yes, under what exemption? |
| 1 | |) 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 | 1 Do | you and the related person share any supervised persons ⁷ 12. Do you |
| а | nd th | he related person share the same physical location ⁷ |
| | | |
| | | |
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| | | |
| | | |
| | es No r r? | |
| | r tr r | |
| | | |
| | es No | 0 |

Legal Name of Related Person:
 MERCURY CARRY
 COMPANY LIMITED

r? r f? r

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 CRD Number (ir any): CIK Number(s) (if any). No Information Filed -: 5 Related Person is. (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) f~ other investment adviser (including financial planners) I" registered municipal advisor c) I"" registered security-based swap dealer d) P major security-based swap participant (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) 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 (I) 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 Yes No 6. Do you control controlled the related person? you рр 7. (? C related controP (a) related as а qualified custodian for your clients in connection with advisory clients7 рр 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 maintained at the related person7 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" c) 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 registration⁷ (b) if the answer is yes, under what exemption⁷ 10 related person registered with 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. Dο related person physical location7 you and the share the same рр

| Fi | le #: (|)2023-899, | Version: | I | | | | | | |
|------------|---|--|---|--------------------------------|------------------------|---------------------------------------|--------|-----------------|----------|----------------------|
| ' 1. | | ame of Related : BLACKROCK MITED | | | | | | | | |
| ■2 | | Business Name of Person: BLACKR | | | | | | | | |
| ': 3. | Related 866-, 80 Other | Person's SEC File | Number (if any) (| e.g , 801-, 8-, | | | | | | |
| 4. | Related (a) CR | <i>Person's</i> RD Number (if any) | | | | | | | | |
| | (b) CIK | Number(s) (if any) | | | _ | | | | | 1549649 1 |
| | a) P b) P c) P d) P e) P (Q P g) P (i) P accountin (k) P agency (m) P dealer (o) P No | other investment a registered municipal registered security major security-but commodity pool of tutures commissic banking or thrift in trust company accountant or nog firm lawyer or law firm insurance company pension consultar real estate broker | nicipal securities of adviser (including pal advisor y-based swap dea seed swap participal perator or common merchant stitution | ant dity trading advisor (v | vhether registered o | r dealer or exempt from registrati | on) | | | |
| | (p) P | | | member (or equivale | ent) of pooled investi | ment vehicles | | | | |
| 6 7. | טט you c | control or are you o | you | ated person and | the | related | person | under | common | control ⁷ |
| <i>т</i> . | | AIC | yJu | anu | ulG | roiateu | рогооп | urlu c i | Continui | CONTROL |

Are you and 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, have you overcome the presumption that you are not operationally p p p
Number and Street 2City:
State.
Country:
ZIP+4/Postal Code:
If this address is a private residence, check this box. P

investment

adviser,

9 (a) pp

lf

the

related

person

registration7

from

exempt

File #: O2023-899, Version: 1 (b) If the answer is yes, under what exemption7 FOREIGN INSURANCE 10 (a) Is the related person registered with a foreign financial regulatory authority ⁷ рр 10 (b) I_J_ie answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. '-y7"'-^"iL '--1 jName.'of Country/English Name of Foreign Finandal Regulatory Aj^ority V'J-^I i' " jumted Kingdom - Financial Conduct Authority United Kingdom - Prudential Regulation Authority Do related supervised persons7 any рр 12. related person share the physical location7 рр 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 Related Person's CRD Number (if any). 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) Ρ registered municipal advisor d) r registered security-based swap dealer P major security-based swap participant (0Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution Ptrust company (i) 0) Paccountant or accounting firm (k) Plawyer or law firm (1) P insurance company or agency (m)Ppension consultant (n)Preal estate broker or dealer Yes No r rr P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (0)

| f? C | | | | | | | | | | | | | | | | | | | | | | |
|-----------------|-----|------|-----|---------|--------|-----|----|---|-----------|-----------|-----|------|---------|----|------------|------|----------|----------|-----|---------|----|----------------------|
| '•; 8. p (•* | (a) | Does | the | related | person | act | as | а | qualified | custodian | Tor | your | clients | in | connection | with | advisory | services | you | provide | to | clients ⁷ |

related

person

under

sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person⁷

control7

common

| File : | #: O2023-899, \ | Version: 1 | | | | | | | | | |
|----------------|---|---|----------------|------------------|-------------------|-------------------|--------------------------------------|-----------------------|----------------------|------------------------|-----------|
| (b) If yo | u are registering or registe | | | | | | | | | | рр |
| | independent (pursuan maintained at the rela | | 1)(5)) trom ti | ne related pers | on and thus ar | e not requirea to | obtain a surprise | examination for yo | our clients' funds (| or securities that are | |
| | If you have answered "yer and Street 1: | es" to question 8.(a | a) above, pr | rovide the locat | ion of the relat | | e responsible for and Street 2: | custody of your clie | ents' assets: | | |
| Numbe | City: | St | tate: | | | Country. | and Olicet 2. | ZIP+4/F | Postal Code: | | |
| | If this address is a pri | vate residence, che | eck this box | :: T | | | | | | | Yes No |
| 9. | (a) | If | the | related | person | is an | investment | adviser, | is it | exempt from | |
| p p (b | e) If the answer is yes, un | der what exemptio | n ⁷ | | | | | | | | |
| i pp, | 10. (a) | Is | the | related | person | registered | with | a foreign | financial | regulatory | authority |
| |) If the answer is yes, list | t the name and cou | untry, in Eng | glish of each fo | reign financial | | ity with which the ormation Filed | e related person is r | registered. | | |
| ■ 11. | Do | you | and | the | rela | ated | person | share | any | supervised | persons |
| p f | | | | | | | | | | | |
| 12. | Do y | you and | d | the | related | person | share | the the | same | physical | location |
| рр | | | | | | | | | | | |
| | egal Name of Related Pers | L | | | | | | | | | |
| 2 0 | GP S.A R. | | | | | | | | | | |
| | imary Business Name of F TERM PRIVATE CAPITA GP S.A R. | L | | | | | | | | | |
| 3. Re | elated Person's SEC File N | lumber (if any) (eg | , 801-, 8-, 8 | 866-, 802-) | | | | | | | |
| | | | | | | | | | | | |
| 4. Re | elated Person's CRD Number (if any). | | | | | | | | | | |
| b) | CIK Number(s) (if any) |) | | | No | Information File | d | | | | |
| | | | | | | | | | | | |
| Ro a) b) | V other investment a | icipal securities de dviser (including fin | | | ities broker or o | dealer | | | | | |
| C) | т тодівіства іншіій ра | ai auvioui | | | | | | | | | |
| | | | | | | | | | | | |
| d) e) | P registered security- P major security-base | ed swap participant | t | | | | | | | | |
| (0 g) h) | P commodity pool op r* rutures commission P banking or thrift ins | n merchant | ty trading ad | avisor (whether | registered or | exempt from regi | stration) | | | | |
| (i) | P trust company | | | | | | | | | | |
| | I accountant or acco P lawyer or law firm | unting firm | | | | | | | | | |
| (1) | r insurance company | y or agency | | | | | | | | | |
| | P pension consultant | | | | | | | | | | |
| | P real estate broker of P sponsor or syndica | | erships (or e | equivalent), exc | cluding pooled | investment vehic | les | | | | |

(p) l^{\star} sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

| 6. | 6. Do you control or are you controlled by the related person? | |
|-------------|--|---|
| 7. | 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 set b) If you are registering or registered with the SEC and you have answered "yes," to question & (pursuant to rule 206(4)-2(d)(5)) Trom the related person and thus are not required to obtain a set | (a) above, have you overcome the presumption that you are not operationally independent |
| | c) If you have answered "yes" to question 8 (a) above, provide the location of the related person's c | |
| 9. | (a) If the related person is an investment adviser, is it exempt from registration⁷ (b) If the answer is yes, under what exemption⁷ | |
| 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 | |
| 11. | No Int 11. Do you and the related person share any supervised persons? | ormation Filed |
| 12. | 12. Do you and the related person share the same physical location ⁷ | |
| | | |
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| | | |
| Yes | Yes No | |
| | Сп | |
| | | |
| rr | rmrr | |
| | | |
| Yes | Yes No | |
| rr | rr | |
| | Legal of Person: | Nam Related |
| | BLACKROCK DIVPEP LLC | IV. |
| 2 | 2 Primary Business Name of Related Person- BLACKROCK DIVPEP IV LLC | |
| ■ 3. | ■ 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) | |
| | Related Councils | |
| | 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) | | | | | luding fina | ancial pla | nners) | | | | | | | | | | | |
|-----|----------------|----------------------------|----------|----------|------------------------|-----------------------|--------------|-----------|----------------|------------------------|------------------|--------------|-------------|---------------|-----------|----------------|--------------|-----------------------|-------------------------|
| | c) d) | - | | | al advisor based sw | ap dealer | | | | | | | | | | | | | |
| | e) | - | | | ed swap p | | | | | | | | | | | | | | |
| | f) | | | | | | y trading | advisor | (whether re | gistered or e | xempt from re | egistration) | | | | | | | |
| | g) h) | | | | n merchan titution | τ | | | | | | | | | | | | | |
| | (i) | | ompar | | | | | | | | | | | | | | | | |
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| | | P account | | | iting firm | | | | | | | | | | | | | | |
| | (k) | • | | | r ogonov | | | | | | | | | | | | | | |
| | (I) (m) F | | | | or agency | | | | | | | | | | | | | | |
| | . , | P real est | | | | | | | | | | | | | | | | | |
| | . , | | | | | | | | | | estment vehic | cles | | | | | | | |
| | (p) | vv sporiso | i, gene | тат рат | ulei, illali | aging me | ilibei (oi | equivait | ent) or poole | d investmen | t veriicles | | | | | | | | Yes No |
| 6. | | Do | | yo | ou | cont | rol | (| or | are | you | | contro | olled | by | | the | related | person! |
| рp | | | | | | | | | | | | | | | | | | | |
| 7. | | A | re | | you | | an | d | th | e | related | | р | erson | | under | | common | control ⁷ |
| рp | | | | | , | | | | | | | | | | | | | | |
| 8. | (a) | D | oes | the | related | person | act a | as a | qualified | custodian | for you | r clients | in | connection | with | advisory | services | you provide | to clients ⁷ |
| рp | | If you are | rogioto | rina or | ragiatora | d with the | SEC and | d way ba | | d "voo " to a | | | o 1/0// 0 | varaama tha | program | ntion that wa | u ara nat a | porationally | |
| | b) | p p | eyiste | ririy ür | registeret | ı willi lile | SEC AIIC | i you na | ve answere | ı yes, io qi | iesiiuri o.(a) a | above, nave | e you o | overcome the | presum | ouon mai yo | u are noi o | perauorially | |
| | b) | independe | ent (pur | suant i | to rule 200 | 6(4)-2(d)(5 | 5)) from t | he relate | ed person al | nd thus are r | not required to | o obtain a s | urprise | e examination | Tor you | r clients' fun | ds or secu | rities that are | |
| | b) | maintaine | d at the | e relate | d person ⁷ | • | | | | | | | | | | | | | |
| | c) | | | | es" to que | estion 8.(a | a) above, | provide | the location | of the relate | | | | or custody of | your clie | ents' assets. | | | |
| | c) | Number and City: | ia Sire | et i: | | State | e: | | | | Country | and Street | 2- | Z | IP+4/Po | stal Code: | | | |
| | | If this add | ress is | a priva | ate resider | nce, check | k this box | :: P | | | · | | | | | | | | |
| 0 | (0) | If the relate | d noro | on io or | n invoctm | ant advisa | r io it ov | omnt fra | m ragiatrati | on ⁷ | | | | | | | | | Yes No |
| 9. | | ii trie relate | a perso | on is ai | ninvesum | ent advise | er, is it ex | empt irc | m registration | on. | | | | | | | | | |
| 9. | p p (b) | If the answ | er is ve | s. unde | er what ex | cemption ⁷ | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| 10. | | | | _ | | th a foreig | n financi | al regula | atory authori | ty ⁷ CP (b) | If the answer | is yes, list | the nar | me and count | ry, in En | glish of eac | h foreign fi | nancial regulatory au | uthority with |
| | WNIC | h the relate | a perso | on is re | gisterea. | | | | | | No In | formation F | iled | | | | | | |
| 11. | | Do | | | you | á | and | | the | relate | d | person | | share | | any | | supervised | persons ⁷ |
| рр | | | | | | | | | | | | | | | | | | | |
| 12. | | Do | | yo | u | and | | the | r | elated | person | 1 | shar | e | the | sar | ne | physical | location ⁷ |
| рp | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | al Name of I CKROCK R | | | | 2 | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | ary Busines ted Person: | | | ĸ | | | | | | | | | | | | | | |
| | | LTY ADVIS | | | IX. | | | | | | | | | | | | | | |
| | Delet | | | De | | | SEC. | | F::- | | Ni mala e e | | /: c | | \ | | | 004 | • |
| | Relat 866-, | ted , 802-) 801 | - 54217 | Perso | on's | | SEC | | File | | Number | | (if | а | ny) | (| e.g., | 801-, | 8-, |
| | | , | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | Rela | ted Person | 's | | | | | | | | | | | | | | | | |
| | al | CRD Numl | ner | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |

File #: O2023-899, Version: 1 (if any): 109457 CIK Number(s) (if any): CIK Number 1579407

- 5. Related Person is: (check all that apply)
 - 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
 - P registered security-based swap dealer d)
 - P major security-based swap participant e)
 - (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - P futures commission merchant g)
 - P banking or thrift institution
 - (i) r trust company
 - P accountant or accounting firm 0)
 - (k) P lawyer or law firm
 - (I) 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. p p | Do | you | COI | ntrol | | 0 | r | are | | you | | contr | olled | by | | the | re | lated | | person' |
|---------------|------|------------|----------|-------|-----|---|-----------|-----------|-----|--------|---------|-------|------------|------|----------|----------|-------|---------|----|----------------------|
| 7. p p | Are | Ŋ | ou | | and | | th | е | re | elated | | ŗ | erson | | under | | commo | n | | control ⁷ |
| 8. (a) p p | Does | the relate | d person | act | as | а | qualified | custodian | for | your | clients | in | connection | with | advisory | services | you | provide | to | clients ⁷ |

Number and Street 2*.

- 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 person7

Number and Street 1-

- 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' c)
- City: State:

Country ZIP+4/Postal Code:

ir this address is a private residence, check this box: P

Yes No

Yes No

- 9. (a) If the related person is an investment adviser, is it exempt from registration'
 - рр

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 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. p p | 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: 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 | r) (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) I 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
 - 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
 - (1) 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

Yes No

Are you and the related person under common control?

8. (a) Does the related person act as a qualified custodian Tor 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 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

4/F Ostal Code

9. (a) If the related person is an investment adviser, is it exempt from registration⁷

рр

Yes No

| H | le# | t : O2023-89 | 99, Versio i | n: 1 | | | | | | | | | | | |
|----------|--|---|--|--|---------------------|--------------------------------|----------------|----------------|---------------|-------------------|-------------------|----------------|----------------|-----------|-----------|
| 9. | (b) | If the answer is yes | s, under what ex | cemption ⁷ | | | | | | | | | | | |
| 10 | | Is the related person | - | th a foreign finar | icial regula | atory authority ⁷ C | P (b) If the a | nswer is yes, | list the name | and country, in | English of eacl | า foreign fina | ncial regulato | ry author | rity with |
| | whic | ch the related perso | n is registered | | | | | No Information | on Filed | | | | | | |
| 11 | , | Do | you | and | | the | related | perso | n | share | any | su | pervised | | persons |
| Р | С | | | | | | | | | | | | | | |
| 12 | | Do | you | and | the | related | l p | erson | share | the | san | ıe | physical | | location |
| рі |) | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 1. | | al Name of Related | | | | | | | | | | | | | |
| | | O RIVER PRIVATE I | | ; | | | | | | | | | | | |
| 2. | Rela | nary Business Name ated Person: RED R VATE EQUITY III, L | RIVER | | | | | | | | | | | | |
| | | | | | _ | | | | | | | | | | |
| 3 | | ated Person's SEC F | File Number (if a | any) (e.g., 801-, | B-, | | | | | | | | | | |
| | Othe | -, 802-) or er | | | | | | | | | | | | | |
| 4 | Rela a) | ated Person's CRD Number (if a | nv)· | | | | | | | | | | | | |
| | b) | CIK Number(s) (if | | | | | | | | | | | | | |
| | -, | | | | | | No Informat | ion Filed | | | | | | | |
| | c) d) e) (0 F g) h) (i) (j) F (k) F (n) F (o) F s No | r broker-dealer, r other investme r registered mul P registered sec P major security Pcommodity pool op | ent adviser (inclunicipal advisor surity-based swap paterator or commission merchant iff institution or unting firm by or agency to dealer ator of limited pater ator of limited paters. | rities dealer, or uding financial public per dealer unticipant odity trading advirtnerships (or each | ianners) visor (whe | excluding pooled | exempt from r | | | | | | | | |
| | | | | | | , or pooled invoor | none voniolos | | | | | | | | |
| | Do y | ou control or are you | u controlled by t | the related perso | nn' | | | | | | | | | | |
| 7. | | Are | you | | and | the | re | elated | pers | son | under | c | rommon | | contro |
| P | 9 | | | | | | | | | | | | | | |
| 8. | (a) | Does t | he related | person act | as a | qualified cus | todian for | your clier | nts in c | onnection wit | th advisory | services | you provid | de to | clients |
| рp | b) b) b) c) | If you are registering p p independent (pursimaintained at the lift you have answei | uant to rule 206 related person ⁷ | (4)-2(d)(5J) fron | the relate | ed person and thu | s are not requ | ired to obtain | a surprise ex | xamination for ye | our clients' fund | | | | |

| | | Number and Street r City: If trus address is a pri | | State: check this box P | | | umber and Street 2' ountry | ZIP | +4/Postal Code: | | | | | |
|------------|----------------|---|--------------------|----------------------------|--------------------|-------------------|--|----------------------|----------------------|----------------|------------|---------|----|---------|
| 9. | (a) | If the related person is | an investment a | dviser, is it exempt | from registration | ' c(b) If the ans | wer is yes, under w | hat exemption' | | | | | ` | Yes N |
| | | | | | - | | | | | | | | | |
| 10. | r (? | ls the related person re | egistered with a f | oreign financial reg | ulatory authority | | | | | | | | | |
| 10. | (b) | If the answer is yes, list | t the name and c | country, in English o | of each foreign fi | nancial regulator | ry authority with which No Information File | | on is registered. | | | | | |
| 11. p p | | Do | you | and | the | related | person | share | any | s | upervise | ed | ре | ersons |
| 12. | Do yo | u and the related perso | on share the sam | ne physical location | r | | | | | | | | | |
| 1. | | l Name of Related Pers | | | | | | | | | | | | |
| • | | CKROCK INVESTMENT | | IT (KOREA) LIMITE | ΞD | | | | | | | | | |
| 2. | Prima | ary Business Name of I | Related Person: | | | | | | | | | | | |
| BL | ACKR0 Other | OCK INVESTMENT MA | ANAGEMENT (K | OREA) LIMITED 3 | Related Perso | n's SEC File Nu | mber (if any) (e.g., 8 | 801-, 8-, 866-, 802- |) or | | | | | |
| | | ed Person's RD Number (if any): | | | | | | | | | | | | |
| | | | | | | | | (b) CIK | (Number(s) (if an | v): | | | | Λ |
| | | 1559919 - | | | | | | , | | ,, | | | | |
| | | | | | | | | | | | | | | |
| 5- | | ed Person is: (check all P broker-dealer, mur | | dealer, or governm | nent securities br | roker or dealer | | | | | | | | |
| | b) | P other investment a | adviser (mcluding | g financial planners | | oner or dedici | | | | | | | | |
| | , | P registered municipP registered security | | aler | | | | | | | | | | |
| | , | P major security-bas | | | | | | | | | | | | |
| | `. | | | odity trading adviso | or (whether regist | tered or exempt | from registration) | | | | | | | |
| | 0, | P futures commissioP banking or thrift in: | | | | | | | | | | | | |
| | , | P trust company | | | | | | | | | | | | |
| | • | P accountant or | | | | | | | | | | | | |
| | (k) | unting firm P lawyer or law firm | | | | | | | | | | | | |
| | (I) I | • | ny or | | | | | | | | | | | |
| | agen | | | | | | | | | | | | | |
| | (m) l (n) l | | | | | | | | | | | | | |
| | deale | | OI . | | | | | | | | | | | |
| res | (o) I s No | sponsor or syndical | ator of limited pa | rtnerships (or equiv | valent), excludinç | g pooled investm | ent vehicles | | | | | | | |
| , , | (p) I | P sponsor, general p | partner, managin | g member (or equiv | valent) of pooled | investment veh | icles | | | | | | | |
| 6. | Do yo | u control or are you co | ntrolled by the re | elated person ⁷ | | | | | | | | | | |
| 7 | Are yo | ou and the related pers | on under commo | on control? | | | | | | | | | | |
| рр | | | | | | | | | | | | | | |
| 3. | (a) | Does the | related pers | on act as a | a qualified | custodian for | your clients | in connection | with advisor | y services | you | provide | to | clients |
| р | | If you are registering o | or registered with | the SEC and you h | have answered " | yes," to question | n 8.(a) above, have y | ou overcome the p | presumption that y | ou are not op | erationa | lly | | |
| | b) | p p independent (pursuant maintained at the relate | | (d)(5)) from the rela | ated person and | thus are not req | uired to obtain a sur | prise examination | for your clients' fu | nds or securit | ies that a | are | | |

| Fi | le# | #: O2023-89 | 9, Versio | n : 1 | | | | | | | | | | | |
|-----------|--|---|--|--|--|---|--|--------------------------------------|---------------|------------------|--------------------|-------|--------|---------|-------------------------|
| | 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. If this address is a private residence, check this box- P | | | | | | Country: | | ZII | ZIP+4/Postal Code: | | | | |
| 9. P p | ı | (a) | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | Yes No registration' |
| | (b) | If the answer is yes exemption FORE | | | | | | | | | | | | | |
| | | ADVISER | | | | | | | | | | | | | |
| | | | , , | | | - | | | | | | | | | (* C |
| (b) | If the | e answer is yes, list $\begin{bmatrix} i\m \end{bmatrix}$ [South Korea - Fin | | | | | | / authority w | ith which the | related person i | s registered | i | | | |
| 11 p p | | Do | you | and | | the | related | | person | share | | any | supe | vised | persons ⁷ |
| 12 p p | | Do | you | and | the | rela | ted | person | : | share | the | same | р | hysical | location? |
| | BLA Prin BLA | aal Name of Related ACKROCK ASSET N nary Business Name ACKROCK ASSET N JTSCHLAND AG | MANAGEMENT of Related Pe | rson: | AND AG | | | | | | | | | | |
| 3. | | ated Person's SEC F | File Number (if | any) (e.g., 801 | I-, 8-, | | | | | | | | | | |
| | 866 Oth | -, 802-) or er | | | | | | | | | | | | | |
| 4. | Rela | ated Person's | | | | | | | | | | | | | |
| | a) | CRD Number (if ar | ny): | | | | | | | | | | | | |
| | b) | CIK Number(s) (if | any): | | | | | | | | | | | | |
| | | 1415064 | | | | | | | | | | | | | |
| | (k) f (l) F (m)F (n) F (o) F | P broker-dealer, P other investme r registered mu P registered sec r" major security f~ commodity po P futures commi P banking or thri P trust company Paccountant or acco ~"lawyer or law firm Pinsurance company Preal estate broker of Psponsor, general pages | urity-based swi-based swap pool operator or or sission merchan iff institution uniting firm or agency or dealer tor of limited paartner, managin | urities dealer, of luding financial ap dealer articipant commodity tract t | al planners) ding advisor (equivalent), or equivalent) or | whether regist excluding pool of pooled inves | ered or exe ed investme stment vehic | mpt from req ent vehicles cles | | | | | | | Yes No |
| 6. p | р | Do | you | control | 0 | r | are | you | cc | ontrolled | by | the | | related | person ⁷ |
| 7. p | р | Are | you | | and | the | | related | | person | u | ınder | com | mon | control ⁷ |

| Fi | le # | : O2023-899, Version : 1 | | | | | | | | | | | | | |
|------------|------------|---|------------------------------|----------|--------------|------------------------------|----------------------|-----------|-----------|------------------|--------|---------------|--|--|--|
| | | | | | | | | | | | | | | | |
| 8. | (a) | Does the related person act as a qualified custodian for yo | our clients in connection wi | th advi | sory servi | ces you provide to | clients ⁷ | | | | | | | | |
| | р | | | | | | | | | | | | | | |
| | р | | | | | | | | | | | | | | |
| 8. | (b) | If you are registering or registered with the SEC and you h | nave answered "yes," to qu | estion | 8.(a) abov | e, have you overc | ome the presu | mption th | at you ar | e not operatio | nally | | | | |
| | p | | | | | | | | | | | | | | |
| | р | independent (pursuant to rule 206(4)-2(d)(5)) from the rela | lated person and thus are | not req | uired to o | btain a surprise exa | amination for y | our clien | ts' funds | or securities th | at are | | | | |
| | (c) | maintained at the related person ⁷ 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 | | | | | | | | | | | | | |
| | | nber and Street 1: | | | | d Street 2: | | | | | | | | | |
| | | City: State. If this address is a private residence, check this box: f | | С | ountry: | | ZIP+4/Postal Code: | | | | | | | | |
| | | | | | | | | | | | _ | Yes No | | | |
| 9. p p | | (a) If the r | related person | is | an | investment | adviser, | is | it | exempt | from | registration? | | | |
| | (b) | If the answer is yes, under what | | | | | | | | | | | | | |
| | | exemption ⁷ FOREIGN PRIVATE ADVISER | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 11. | Do v | ou and the related person share any supervised persons ⁷ ■ | ∎12 Do vou and the related | l perso | n share th | e same physical lo | cation ⁷ | | | | | | | | |
| | | ls the related person registered with a foreign financial regu | | | | . , | | | | | | | | | |
| | | ne answer is yes, list the name and country, in English of ea | ach foreign financial regula | atory au | ıthority wit | th which the related | d person is reg | istered | | | | | | | |
| <u>-</u> ∧ | lame | of iGermany - German Federal Financial Supervisory Agenc | :v | , | ^V^ffiffg'. | ;V ≡ ′. 'ft ^y-ft'f.^ | | | | | | | | | |
| | | Toolmany Comman reduction mandar capervisory rigorio | , | | | | | | | | | | | | |
| | | | | | | | PCCP | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 1. | | al Name of Related Person: | AN EUND (OENDAD), LEG | | | | | | | | | | | | |
| | BLF | CKROCK US COMMERCIAL REAL ESTATE WHOLE LOA | AN FUND (GENPAR), LTL | J. | | | | | | | | | | | |
| 2. | | nary Business Name of Related Person: | AN FUND (CENDAR) LT | , | | | | | | | | | | | |
| | DLA | CKROCK US COMMERCIAL REAL ESTATE WHOLE LOA | AN FUND (GENPAR), LT | J. | | | | | | | | | | | |
| 3. | Rela | ated Person's SEC File Number (ir any) (e g., 801-, 8-, 866- | -, 802-) | | | | | | | | | | | | |
| | or | | | | | | | | | | | | | | |
| 4. | Rela a) | ated Person's CRD Number (if any)' | | | | | | | | | | | | | |
| | ω, | | | | | | | | | | | | | | |
| | b) | CIK Number(s) (if any): | | | No Inform | nation Filed | | | | | | | | | |
| | | | | | | idilott' i ilod | | | | | | | | | |
| 5. | Rela | ated Person is: (check all that apply) | | | | | | | | | | | | | |
| | a) | P broker-dealer, municipal securities dealer, or governr | ment securities broker or o | lealer | | | | | | | | | | | |
| | b) | f~ other investment adviser (including financial planners | s) | | | | | | | | | | | | |
| | c) d) | P registered municipal advisor r~ registered security-based swap dealer | | | | | | | | | | | | | |
| | e) | P major security-based swap participant | | | | | | | | | | | | | |
| | (Q | P commodity pool operator or commodity trading advisor | or (whether registered or e | exempt | from regis | stration) | | | | | | | | | |

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

(I) 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. | 6. Do you control or are you controlled by the related person ⁷ 7 Are you | | |
|----|--|--|---|
| an | 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 b) If you are registering or registered with the SEC and you have answered "yes," to (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to c) If you have answered "yes" to question 8.(a) above, provide the location of the related c) Number and Street 1: City State: If this address is a private residence, check this box: P | o question 8.(a) above, have o obtain a surprise examination | you overcome the presumption that you are not operationally independe for your clients' funds or securities that are maintained at the related persor. |
| 9. | (a) If the related person is an investment adviser, is it exempt from registration⁷ (b) If the answer is yes, under what exemption⁷ | , | |
| | 10. (a) Is the related person registered with a foreign financial regulatory authority ⁷ (b) If the answer 15 yes, list the name and country, in English of each foreign financial reg 11. Do you and the related person share any supervised persons⁷ | gulatory authority with which the No Information Filed | e related person is registered. |
| | | | |
| | | | |
| | | | |
| | | | |
| | Yes No CP | | |
| | CP CC | | |
| | | | |
| | Yes No FF | | |
| | | | |
| 12 | 12. Do you and the related person share the same physical location ⁷ | | |
| 1. | Legal Name of Related Person: BLACKROCK EXECUTION SERVICES | | |
| 2. | 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): 30/138

File #: O2023-899, Version: 1 UND INUITIDE (II ally). JOHJU CIK Number(s) (if any): CIK Number .: ; - ■': ""! 1002197 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 I~" major security-based swap participant (0 Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) P futures commission merchant h) f^{TM} banking or thrift institution (i) f" trust company 0) r"accountant or accounting firm (k) Plawyer or law firm (I) r*insurance 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 Do you control or are you controlled by the related person? person Are you and the related under common control? f? C clients? 8. qualified custodian for clients in connection with (a) related person act as your advisory services you provide to p (? 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 b) 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 b) maintained at the related person? 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: 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 registration⁷ (b) If the answer is yes, under what exemption7 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 person Do the related supervised persons? 11. VOL and share anv (i~ C 12. location7 Do and the related person share the same physical vou pр

Legal Name of Related Person.
 ASIA-PACIFIC PRIVATE CREDIT OPPORTUNITIES FUND 1 (GENPAR), L.P.

Primary Business Name of Related Person.
 ASIA-PACIFIC PRIVATE CREDIT OPPORTUNITIES FUND I (GENPAR), L P.

File #: O2023-899, Version: 1 3. Related Person's SEC File Number (if any) (e g , 801-, 8-, 866-, 802-) or Other Related Person's CRD Number (if any) ■ CIK Number(s) (irany): No Information Filed 5 Related Person is: (check all that apply) a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer I™ other investment adviser (including financial planners) P registered municipal advisor c) d) ŀ 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) Ρ banking or thrift institution f~ h) Р (i) trust company Ρ accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) r~ pension consultant (n) P real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) Yes No (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? related person under common control? pр 8. related qualified custodian clients in connection clients? рр 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? 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

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? (-(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 \prime -

1 Legal Name of Related Person:

PRIVATE EQUITY PARTNERS GPLP VII, L.P.

| Fi | ile # | #: O2023-899, Version: 1 |
|----|----------------------------|---|
| 2. | Rela | ary Business Name of sted Person. PRIVATE JITY PARTNERS GPLP VII, |
| 3 | Re/ Oth | 'a ted Person's SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-) or ner |
| 4. | | lated Person's |
| | a) b) | CRD Number (if any): CIK Number(s) (if any): |
| | ۷, | No Information Filed |
| 5. | a) b) c) d) e) | P lawyer or law firm p insurance company or agency p pension consultant p real estate broker or dealer p sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles |
| 6. | 00 | you control or are you controlled by the related person? |
| 7. | Are | you and the related person under common control? |
| 8. | | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? 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 of the 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: Country- ZIP+4/Postal Code: |
| g | (a) | If the related person is an investment adviser, is it exempt from registration ⁷ (b) If the |
| ٥. | | wer is ves. under what exemption ⁷ |

- 10. (a) Is the related person registered with a foreign financial regulatory authority $^{\rm 7}$
 - (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?

1 Legal Name of Related Person:

ISHARES (DE) I INVESTMENTAKTIENGESELLSCHAFT MIT TEILGESELLSCHAFTSVERMAGEN

- 2. Primary Business Name of Related Person: (SHARES (DE) I INVESTMENTAKTIENGESELLSCHAFT MIT TEILGESELLSCHAFTSVERMAGEN
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or

File #: O2023-899, Version: 1 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 P other investment adviser (including financial planners) F" registered municipal advisor d) P registered security-based swap dealer P major security-based swap participant e) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) futures commission merchant P banking or thrift institution (i) Ρ trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) P pension consultant real estate broker or (n) P dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) P Yes No sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you control or are you controlled by the related person7 Are and the related person under common control7 act as a qualified custodian for your 8. related clients in connection with advisorv clients? (a) person services vou provide 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 b) b) 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-Yes No rr 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? PARTICIPATING AFFILIATE 10 (a) Is the related person registered with a foreign financial regulatory authority 7 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. rr r C cr Regulatory Authority **I** V-»y y*?H'..?'\.''' V-ir^\;^-_^^ ^V.jName of Cotmtry/Eng 0-'. 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

File #: O2023-899, Version: 1 OPPORTUNITIES GP, LLC 3. Related Person's SEC File Number (if any) (e.g , 801-, 8-, 866-, 802-) or 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) r~ registered municipal advisor d) P registered security-based swap dealer P major security-based swap participant (0 P 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 (I) 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 6. vou control controlled the related person? are vou pPAre related under common control? you person P C- ■ you provide (a) related person act qualified custodian for your clients in connection with advisory services clients? pPIf 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) 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: State: Country: City. 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' рр (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 vou and the related person share any supervised persons? p C' 12 Do the related the physical location? you and person share same рр

No Information Filed

- 1. Legal Name of Related Person: GLOBAL ENERGY &. POWER INFRASTRUCTURE ADVISORS, L.L.C.
- Primary Business Name of Related Person GLOBAL ENERGY 8i 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)

- P broker-dealer, municipal securities dealer, or government securities broker or dealer
- P" other investment adviser (including financial planners)
- f" registered municipal advisor c)
- d) P registered security-based swap dealer
- e) major security-based swap participant
- P* commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (0
- futures commission merchant
- Р banking or thrift institution h)
- Р trust company
- Q) P accountant or accounting firm
- (k) r lawyer or law firm
- Ρ (I) 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
- 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

rr r

8. related qualified custodian for your clients in connection with advisory provide рр 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

File #: O2023-899, Version: 1 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. State* ZIP+4/Postai Code. Country: Yes No r rr If this address is a private residence, check this box: P 9. (a) ir 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 Do related person share any supervised persons7 pР 12 Do and the related person share the same physical location? p., 1 Legal Name of Related Person: FV GP, LLC Primary Business Name of Related Person: FV GP, LLC 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) Related Person's CRD Number (if any): CIK Number(s) (if any)-No Information Filed 5. Related Person is. (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) b) Р registered municipal advisor c) d) registered security-based swap dealer major security-based swap participant e) f) Р commodity pool operator or commodity trading advisor (whether registered or exempt from registration) Р g) Р banking or thrift institution (i) I- trust company Q) P accountant or accounting firm (k) I lawyer or law firm (I) I~" 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 Do you control or are you controlled by the related person? p (?

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Are you and the related person under common control?

рр

File #: O2023-899, Version: 1 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 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: 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- P Yes No If the related person is an investment adviser, is it exempt from registration? . a) рр If the answer is yes, under what exemption? b) authority related person registered with foreign financial regulatory рр (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 vou and the related person share supervised persons? anv (* C Do related physical location? p. p Legal Name of Related Person. TCP DIRECT LENDING FUND VIII-A MM, LLC Primary Business Name of Related TCP DIRECT LENDING FUND VIII^A MM, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other Related Person's CRD Number (if any): CIK Number(s) (if any)-No Information Filed Related Person is. (check all that apply) Р broker-dealer, municipal securities dealer, or government securities broker or dealer a) b) other investment adviser (including financial planners) Ρ registered municipal advisor c) d) Ρ registered security-based swap dealer Р major security-based swap participant e) f) Р commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

Ppension consultant (m)

q) Р h)

(i)

Q)

(k)

(1) Pinsurance company or agency

futures commission merchant

banking or thrift institution

Paccountant or accounting firm

rreal estate broker or dealer

trust company

Plawyer or law firm

(n)

(o) P sponsor or syndicator or limited partnerships (or equivalent), excluding pooled investment vehicles

| _ | (p) P sponsor, general partner, managing me | mper (or equiva | nent) ot poolea i | ınvesımenı | venicies | | | | | | |
|------------|---|--------------------|-------------------|----------------|------------------------|----------------------|---------------------|------------------|----------------|-------------------|------------------|
| 6 | 3 Do | you | control | or | are | you | controlled | by | the | related | Yes No |
| 11 | | you | CONTO | <i>UI</i> | are | you | controlled | Бy | uie | relateu | person |
| 7. | 7. Are you | and | the | | related | | person | under | c | common | control |
| <i>A</i> , | ^ · | | | | | | | | | | |
| 8. | 3. (a) Does the related person | act as a | a qualified | custodian | for your | clients in | connection wit | th advisory | services | you provide | e to clients |
| , A | b) If you are registering or registered with the | SEC and you h | nave answered ' | "yes," to que | estion 8.(a) abo | ve, have you | overcome the presi | umption that yo | u are not ope | erationally | |
| | b) independent (pursuant to rule 206(4)-2(d) | | | | | | | | | | |
| | b) maintained at the related person?c) If you have answered "yes" to question 8. | a) above, provic | de the location o | of the related | d person's office | responsible | for custody of your | clients' assets: | | | |
| | c) Number and Street 1. C'ty: Sta | | | | Number and Country: | Street 2: | ZIP+4/P | ostal Code: | | | |
| | If this address is a private residence, che | k this box: P | | | | | | | | | Yes No |
| 9 | 9 (a) If the related person is an investment advis | er, is it exempt f | From registration | n? | | | | | | ' | |
| 9 | 9 (b) If the answer is yes, under what exemption | ? | | | | | | | | | |
| 10 | 10 (a) Is the related person registered with a foreing which the related person is registered. | gn financial regu | ulatory authority | ? CP (b) I | f the answer is | yes, list the n | ame and country, in | English of eac | h foreign fina | ancial regulatory | y authority with |
| 11 | | and | the | related | | ation Filed erson | share | any | su | pervised | persons |
| ^ F | | | | | r | | | , | | | , |
| | Legal Name of Related Person-NMERB SIERRA BLANCA GP, LLC, Primary Business Name of Related Person: NMERB SIERRA BLANCA GP, LLC, Related Person's SEC File Number (if any) (e g 866-, 802-) or Other | , 801-, 8-, | | | | | | | | | |
| 4 | Related Person's a) CRD Number (if any). | | | | | | | | | | |
| | b) CIK Number(s) (if any). | | | | | | | | | | |
| | | | | No In | formation Filed | | | | | | |
| 5 | Related Person is (check all that apply) a) P broker-dealer, municipal securities.deal b) f" other investment adviser (including final 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 to g) f~ futures commission merchant h) P banking or thrift institution (i) f trust company 0) P accountant or accounting firm (k) P lawyer or law firm (l) P insurance company or agency (m) P pension consultant | ncial planners) | | | | ion) | | | | | |

| Fi | le #: | O2023-899, | Version: 1 | | | | | | | | |
|----------|----------------------------|---|---|---------------------|-----------------------------|-----------------------|---|---------------------|-------------------|---------------------|-------------------|
| | (n) r (o) F (p) F | . , | dealer or or limited partnershi ırtner, managing memb | | | | es | | | | |
| 6 c f | Do | you | control | or | are | you | controlled | by | the | related | Yes No person? |
| 7 | Are | you | and | th | е | related | person | unde | r | common | control? |
| 8. p | | Does the | related person | act as a | qualified custo | dian for your | clients in cor | nection with | advisory serv | ices you provide | to clients? |
| - | b) | If you are registering | or registered with the | SEC and you have | e answered "yes,' | " to question 8.(a) a | nbove, have you over | come the presump | tion that you are | not operationally | |
| | b) c) | independent (pursua maintained at the rela | ant to rule 206{4)-2(d)(5 lated person? d "yes" to question 8.(a | | | | | | | securities that are | |
| | c) | Number and Street 1 | : | | | Number | and Street 2- | | | | |
| | | City: If this address is a p | State rivate residence, check | | | Country. | | ZIP+4/Pos | stal Code: | | |
| 9. | ` ' | irthe related person is | an investment adviser | , is it exempt from | registration? | | | | | | Yes No |
| 9. | p p (b) | If the answer is yes, u | ınder what exemption' | | | | | | | | |
| 10 | . (a) I | s the related person re | egistered with a foreign | financial regulator | y authority ⁷ CP | | | | | | |
| ! | | | the name and country | _ | | | ty with which the rela formation Filed | ted person is regis | tered. | | |
| , | | 11. Do | o you | and | the | related | person | share | any | supervised | persons? |
| рŗ |) | | | | | | | | | | |
| 1: | 2. | Do | you and | the | related | person | share | the | same | physical | location? |
| р | р | | | | | | | | | | |
| 1. | - | al Name of Related Pe N PRIVATE OPPORTI | | | | | | | | | |
| 2. | Rela | nary Business Name of ated Person. COIN PRI PORTUNITIES GP, LLC | IVATE | | | | | | | | |
| 3. | Rela | ted Person's SEC File | Number (if any) (e.g., | 801-, 8-, | | | | | | | |
| | 866- Othe | , 802-) or er | | | | | | | | | |
| 4. | <i>Rela</i> a) | ated Person's CRD Number (if any) | ı | | | | | | | | |
| | b) | CIK Number(s) (irany | ') : | | | No Information Fil | ed | | | | |
| 5. | Relative a) b) c) d) e) f) | P other Investment a P registered municip registered securit P major security-bas | nicipal securities deale adviser (including finan pal advisor ty-based swap dealer | cial planners) | | | istration) | | | | |

g) f futures commission merchant

| HI | e # | : O2023-89 | 9, versio | n: 1 | | | | | | | | | |
|-----------|---------------------------------|---|---|--------------------------|----------------|---------------|-----------------------|------------------------------|------------|-------------------|---|---------------------|----------|
| | (k) (l) (m) (n) (o) | P insurance comp P pension consulta P real estate brok | ccounting firm many or agency ant er or dealer dicator of limite | ed partnership | | | iding pooled invest | | | | | | Yes No |
| 6 | | | | Do | you | control | or | are | you | controlled | by t | he related | person? |
| рр |) | | | | | | | | | | | | |
| | | 7. | | Are | | you | and | the | related | person | under | common | control |
| рр | | | | | | | | | | | | | |
| '8. | | (a) Does th | ne related p | person act | as a c | qualified cu | ıstodian for you | ır clients ir | connection | with advisory | services you pr | rovide to clients? | - |
| рр | ы | <i>(</i> | | - d 44 | -0 d · · · · · | | | # 0 (-) -h | | | | | |
| | b) b) | рр | | | | | | | | | Imption that you are our clients' funds or s | | |
| | b) c) | maintained at the | related person | 1? | | · | | • | | · | | securities that are | |
| | , | , | , , | - () | 71 | | | | | , , | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | Number and Stree | et 1. | | | | | Number and | Street 2: | | | | |
| | | City. If this address is a | a private reside | State. ence, check th | nis box: P | | | Country: | | ZIP+4/P | ostal Code. | | |
| 9. | (a) | If the related person | n is an investm | nent adviser, i | s it exemp | t from regist | ration ⁷ | | | | | | Yes No |
| 9. | P _r - | If the answer is yes | s, under what e | exemption? | | | | | | | | | |
| | | Is the related perso | | | inancial re | gulatory auth | nority ⁷ | | | | | | |
| | P ^ | • | 3 | 3 | · | , | , | | | | | | |
| 10 | . (b) | If the answer is yes | s, list the name | and country, | in English | of each fore | eign financial regula | atory authority No Inform | | related person is | registered. | | |
| 11 ^ F | | Do | you | and | i | the | related | pe | erson | share | any | supervised | persons |
| 12 | | Do | you | and | th | he | related | person | share | the | same | physical | location |
| ff r | | | | | | | | | | | | | |
| 1. | BLA | gal Name of Related ACKROCK INVESTM NAGEMENT, LLC | | | | | | | | | | | |
| 2. | Per | mary Business Name son. BLACKROCK I NAGEMENT, LLC | | | | | | | | | | | |
| .3. | | ated Person's SEC F 5-, 802-) 801 - 56972 er | | any) (e.g., 80 | 1-, 8-, | | | | | | | | |
| 4. | Rela a) b) | ated Person's CRD Number (if any): 108928 CIK Number(s) (if a | any): | | | | | | | | | | |

100000

Related Person is* (check all that apply)

108948

P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) c) P registered municipal advisor P registered security-based swap dealer d) f~ major security-based swap participant (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution (i) P trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) P pension consultant (n) P dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) P Yes No r f? c t? sponsor, general partner, managing member (or equivalent) of pooled investment vehicles £p) P 6. Do you control or are you controlled by the related person? 7. 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? 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 Number and Street 1* 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 7P (b) If the answer is ves, 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 persons⁷ 12. Do you and the related person share the same physical location⁷ 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. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or 4. Related Person's a) CRD Number (if any): 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) Pother 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) raccountant or accounting firm |
| | (k) rlawyer or law firm |
| | (I) Pinsurance company or agency (rn)rpension consultant |
| | (n) Preal estate broker or dealer |
| | () rsponsor 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 |
| 7. | Are you and the related person under common control? |
| _ | |
| 0 | 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 independen (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 |
| q | a) If the related person is an investment adviser, is it exempt from registration? (b) If the |
| Ο. | answer is yes, under what exemption ⁷ |
| | |
| 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, 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 location ⁷ |
| | |
| 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 | elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866 |
| | , 802-) or Other |
| Δ | Related Person's |
| Л. | a) CRD Number (if any): |
| | , |
| | c) CIK Number(s) (if any): |
| | No Information Filed |
| | |
| 5 | Related Person is: (check all that apply) |

- 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)

| | (k) (l) (m) (n) (o) | F pension consulta F real estate brok F sponsor or synd | it institution ccounting firm rm cany or agency ant er or dealer dicator of limited | partnerships (or ed | | | | | | | | Yes No |
|-----|---------------------------------|---|---|---|-----------------------|----------------------|----------------------|------------------|------------------|-------------------|----------------------------|-----------------------|
| 6. | | Do | you | control | or | are | you | controlled | by | the | related | person? |
| рр | | | | | | | | | | | | |
| 7. | | Are | you | and | | the | related | person | | under | common | control? |
| pр | | | | | | | | | | | | |
| 8. | (a) | Does t | he related | person act as | s a qualif | ied custodian | for your clie | nts in conn | ection with | advisory se | ervices you provide | to clients? |
| рр | b) b) c) c) | p p independent (purs maintained at the If you have answe Number and Stree City: | suant to rule 206 related person? red "yes" to que et 1. | (4)-2(d)(5)) from the stion 8.(a) above, p State: uce, check this box: | e related person | on and thus are not | t required to obtain | a surprise exami | ination for your | clients' funds or | , , | Yes No |
| 9. | (a) | If the related perso | n is an investme | ent adviser, is it exe | mpt from regis | tration ⁷ | | | | | | 100140 |
| | (b) | If the answer is yes | s, under what ex | emption ⁷ | | | | | | | | |
| 10. | | Is the related person | _ | h a foreign financia | l regulatory au | thority ? CP (b) If | the answer is yes, | | d country, in En | glish of each for | reign financial regulatory | authority with |
| 11 | | Do | you | and | the | related | perso | n s | hare | any | supervised | persons? |
| pр | | | | | | | | | | | | |
| 12. | | Do | you | and | the | related | person | share | the | same | physical | location ⁷ |
| рр | | | | | | | | | | | | |
| 1. | Lega | al Name of Related | Person' | | | | | | | | | |
| | BLA | ACKROCK ASIA-PA | ACIFIC PRIVATE | E CREDIT OPP FU | ND II (GENPA | R) LLC | | | | | | |
| 2. | | mary Business Nam ACKROCK ASIA-PA | | <i>rson-</i> E CREDIT OPP. FL | JND II (GENP <i>F</i> | AR) LLC | | | | | | |
| 3. | Rela Othe | | File Number (ir a | any) (e g., 801-, 8-, | 866-, 802-) or | | | | | | | |
| 4. | Rela | ated Person's CRD Number (if a | any): | | | | | | | | | |
| | b) | CIK Number(s) (if | any). | | | | | | | | | |

| 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) 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
- fj) P accountant or accounting firm
- (k) P lawver or law firm
- (I) 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?
- 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 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 c//"ents'assets:

Number and Street 1:

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
 - (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?
- 1. Legaf Name of Related Person :

BLACKROCK PRIVATE INCOME SOLUTIONS (GENPAR), LLC

- 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 (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) 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

| F | ile #: | O2023-899, | Version: | 1 | | | | | |
|----|---|---|---|---|--|---|---|---|--|
| | h) P h) £i) (j) P (k) P (l) P (m) P £n) P (o) P (p) P | accountant or acco lawyer or law firm insurance compar pension consultan real estate broker sponsor or syndice | company ounting firm ny or agency it or dealer ator of limited par | tnerships (or equivalen g member (or equivalen | | | | | |
| 6. | Do you | ı control or are you co | ntrolled by the re | lated person ⁷ | | | | | |
| 7 | Are you | u and the related pers | on under commo | n control ⁷ | | | | | |
| 8. | b) <i>If you</i> (<i>F</i> c) If | ou are registering or pursuant to rule 206(4 | r registered with 4)-2(d)(5)) from th | e related person and th | re answered "yes," to ous are not required to | o question 8 (a) ab obtain a surprise e. | ove, have you ou xamination Tor you sponsible for custo | nts ⁷ vercome the presumption ur clients' funds or securiti ddy of your clients' assets: | |
| | | City: If this address is a priv | | tate: neck this box- P | | Country: | | ZIP+4/Postal Code: | |
| 10 | answer i. (a) Is (b) If t | er is yes, under what e | xemption? gistered with a fo the name and co | | ry authority ⁷ | | | d person is registered. | |
| f | es No ? r - rr r r | | | | | | | | |

Yes No rr

rr r

Office of the City Clerk

12.

рр

Do

you

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 I™ other investment adviser (including financial planners) P registered municipal advisor c) 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 control controlled related person? you you p rT Are you and related person under common controP f? C '8. (a) the related person act as aualified custodian for vour clients in connection with advisorv services vou provide clients? pР 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) 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: Country: ZIP+4/Postal Code-If this address is a private residence, check this box- F Yes No 19. related investment adviser from registration (a) person exempt рC (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 Do related 11. P C you person share any supervised persons?

person

share

related

location?

physical

same

which the related person is registered

| | | -/ 8/- | | 6 D - 1 - | 4 | | | | | | | | | | | | | | | | | | | | | | | |
|------------|------------|---------------------------------|--------|----------------------|----------|-----------------------|------------|-------------|---------------------|----------|------------|-----------|-----------|----------|----------|----------|------------|-----------------------|---------|------------|---------------|----------|--------------|------------|-----------|--------------|--------|-------------|
| 7. | | | | | | erson : ATE OF | PORT | JNITIES | 3 GP, L | LC | | | | | | | | | | | | | | | | | | |
| 2. | | | | | | f Relate ATE OF | | | 3 GP, L | LC | | | | | | | | | | | | | | | | | | |
| 3. | Rela | ted P | ersor | ı's SE | C File | Numbe | er (if any | /) (e.g , | 801-, 8 | 8-, 866 | -, 802-) |) | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Rela a) | cR | | <i>n's</i> mber (| (if any |): | | | | | | | | | | | | | | | | | | | | | | |
| | b) | CIK | Num | ber(s |) (if ar | ıy): | | | | | | | | No | Inform | nation l | Filed | | | | | | | | | | | |
| | | | | | | | | | | | | | | NO | IIIIOIII | iation | i ileu | | | | | | | | | | | |
| | Rela | ated F | Perso | n is: (| check | all that | apply) | | | | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | a) | Р | brok | er-de: | aler r | nunicina | ıl securi | ities de | aler or | goveri | nment s | securit | ties brok | er or o | lealer | | | | | | | | | | | | | |
| | b) | Р | othe | r inve | stmer | t advise | er (inclu | | | - | | | .00 2.0. | | | | | | | | | | | | | | | |
| | c) d) | r P | - | | | cipal ad rity-bas | | dealer | | | | | | | | | | | | | | | | | | | | |
| | e) (0 | | - | | | ased st | | | | a advi | icor (wh | oothor | rogisto | rod or a | ovomr | at from | rogieti | ration) | | | | | | | | | | |
| | (U g) |) P futures commission merchant | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | h) (i) | P P | | king o | | instituti | on | | | | | | | | | | | | | | | | | | | | | |
| | | r | | | | ccountii | ng firm | | | | | | | | | | | | | | | | | | | | | |
| | (k) (l) | | | er or l | | m any or a | agency | | | | | | | | | | | | | | | | | | | | | |
| | (n) | | | sion c | | | agency | | | | | | | | | | | | | | | | | | | | | |
| | (n) (o) | | | | | er or de licator o | | d partne | erships | (or ea | uivalent | t). exc | luding p | ooled | invest | ment v | /ehicle | s | | | | | | | | | | |
| 'es | | | opo. | .00. 0 | . 0, | outo. c | | , parare | .оро | (5. 54. | | .,, 0.10 | uug p | | | | | | | | | | | | | | | |
| r fi- | (p) | Р | spoi | nsor, ç | genera | al partne | er, mana | aging m | nember | (or eq | uivalen | it) of p | ooled in | vestm | ent ve | hicles | | | | | | | | | | | | |
| ts. | Do j | you c | ontro | l or ar | e you | controli | ed by tl | ne relat | ed pers | on? | | | | | | | | | | | | | | | | | | |
| 7. | Are | you a | nd th | e rela | ted pe | erson ur | der cor | nmon c | ontrol ⁷ | | | | | | | | | | | | | | | | | | | |
| p f | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | (0) | | Doe | s the | relate | od n | erson | oot | | | alified | custo | dian | for | your | clients | in | connect | tion | with | odvisory | service | s you | u provide | e to | clients? |
| | 3. | | (a) | | Doe | s uic | Telati | su pe | 15011 | act | as a | a qu | aillieu | Cusio | ulali | 101 | youi | Cilettis | ' "" | COMMEC | uon | WILLI | advisory | Service | s you | i provide | . 10 | CIICITIS! |
| p | b) | | | e regis | stering | or regi | stered ı | vith the | SEC a | nd you | ı have a | answe | red "ye. | s," to q | uestic | on 8 (a |) abovi | e, have y | ou ov | ercome th | he pre | sumpt | ion that yo | ou are not | operatio | onally | | |
| | b) | (- (- inde | | dent (p | oursua | ant to ru | le 206(4 | 4)-2(d)(| 5)) fron | n the re | elated p | person | and the | us are | not re | quired | to obt | ain a sur | prise e | examinatio | on for | your o | clients' fun | ds or secu | rities th | at are | | |
| | b) | | | | | lated pe | | tian 0 / | a) ahai | | مطاه مادان | . la aati | :f +1 | | | | office. | | bla fas | | a f a. | | tal assetsi | | | | | |
| | c) c) | | | ve ans and S | | - | to ques | 11011 6.(| a) abov | e, prov | /ide trie | ocau | on or tr | ie reiai | | | | responsi Street 2- | DIE IOI | custody | oi you | ir cilen | ts' assets' | | | | | |
| | | City If th | | dress | is a r | rivate re | esidenc | State. chec | | ox* P | | | | | C | Country | y : | | | Z | ZIP+4 | /Posta | I Code: | | | | | |
| • | | | | | | | | | | | | | | _ | 4. | | | form : | | | | | | | 4 | £ | | Yes No |
| 9- p f | | | | (• | a) | | | lf | the | | related | 7 | persoi | n | is | aı | 7 | investn | nent | advis | ser, | is | : it | exer | npt | from | reg | gistration? |
| <i>.</i> . | (b) | If the | e ans | wer is | yes, | under w | hat exe | mption' | ? | | | | | | | | | | | | | | | | | | | |
| 10 | (a) | Is the | e rela | ted pe | erson | register | ed with | a forei | gn finar | icial re | gulator | y auth | ority?(| CP (b) | If the | e answ | er is ye | es, list th | ie nam | ne and cou | untry, | in Eng | lish of ead | ch foreign | financia | al regulator | y auth | ority with |

No Information Filed

| File | e #: O2 | 2023-89 | 9, Versi | on: 1 | | | | | | | | | | |
|--------------------|---|--|---|---|---------------------------|-----------------|---------------------------------------|--------------------------|-----------|---------------------------------------|------------------|------------|------------|-------------------------|
| 11 p ^ | | Do | you | | and | the | related | pers | son | share | any | superv | vised | persons? |
| 12 D | o you and t | the related pe | erson share t | he same ph | ysical location | | | | | | | | | |
| 1 | | ne of Related | | GP, LLC | | | | | | | | | | |
| 2. | Person 18 | usiness Name 885 PRIVATE | | | | | | | | | | | | |
| 3 | | UNITIES GP | | if any) (e g. | , 801-, 8-, 866· | -, 802-) | | | | | | | | |
| | | | | | | | | | | | | | | |
| 4 | Related Pe | <i>erson's</i>) Number (if a | any): | | | | | | | | | | | |
| | b) CIK | Number(s) (it | f any). | | | | No Inforr | mation Filed | | | | | | |
| | | | | | | | | | | | | | | |
| 5. | a) r b b) P c c) P r d) P r e) P r | other investm registered mu registered se major securit | r, municipal s nent adviser (unicipal advis curity-based y-based swa | ecurities de including fir or swap deale o participan | nancial plannei r t | rs) | broker or dealer | | | | | | | |
| | h) P ba (i) P tri (j) P acc (k) P law (l) P ins (m) P per (n) P rea (o) P sp | | ft institution ccounting firr rm pany or agen ant ker or dealer dicator of lim | n cy ited partner | | | g pooled investm I investment vehi | | | | | | | Yes No |
| 6 | | | | Do | you | control | or | are | you | controlled | by | the | related | person? |
| p (• | | | | | | | | | | | | | | |
| 7. | | | | Are | you | and | the | re | elated | person | under | co | mmon | control? |
| рp | | | | | | | | | | | | | | |
| ' 8 | 3. (| a) D | oes the | related p | erson act | as a qualit | fied custodian | for your | clients | in connection | with advisory | services y | ou provide | to clients ⁷ |
| pf? (ti) I ; | inde | pendent (purs | suant to rule | 206(4)-2(d) | | | | | | ome the presumptionse examination for | | | hat are | рр |
| | (c) If you | | • | | a) above, provi | de the location | | | | for custody of your | clients' assets: | | | |
| | City: | | a private resi | Sta dence, che | ite: ck this box. P | | | Number and S Country. | orreet 2* | ZIP+4 | 1/Postal Code: | | | |
| 9. | | (a) | | lf | | related p | erson is | an | investmer | nt adviser, | is it | exempt | from | Yes No registration? |

File #: O2023-899, Version: 1 pp. (b) If the answer is yes, under what exemption? '10. related person registered with foreign financial regulatory authority pр (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. and related supervised persons? рp 112. Do related person 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, 3 Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 4. Related Person's CRD Number (if any): 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 P other investment adviser (including financial planners) b) Р registered municipal advisor c) P registered security-based swap dealer d) Р major security-based swap participant (0 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) Р g) futures commission merchant h) Р banking or thrift institution P trust company (i) (j) I'''' accountant or accounting firm (k) P lawyer or law firm P insurance company or agency (I) (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 controlled you control you by related person? рр related control? 8. c (? (a) custodian advisory 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? 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'

File #: O2023-899, Version: 1 Number and Street 2: Number and Street 1. ZIP+4/Postal Code: City: State Country: 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? сС 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 <• 10. (b) IT che 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 p f 12. Do related person share physical location7

 Legal Name of Related Person-BLACKROCK PROPERTY FRANCE SARL

 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

p f

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

) P registered security-based swap dealer

) 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

(I) 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?

| Fi | ile #: O2023-899, Version: 1 | | |
|-----|--|---|--------------------------------|
| | | | |
| | | | |
| | | | |
| Vac | es No | | |
| | r p | | |
| | | | |
| | | | |
| | | | |
| 7 | Arc you and the related person under common control | | |
| 8 | (a) Does the related person act as a qualified custodian for your clients | s in connection with advisory services you provide to c | lients ⁷ |
| | b) If you are registering or registered with the SEC and you have answ to rule 206(4)-2(d)(5)) from the related person and thus are not rec | | |
| | c) If you have answered "yes" to question 8 (a) above, provide the loc | · | stody of your clients' assets: |
| | c) Number and Street 1: City State: If this address is a private residence, check this box: V | Number and Street 2: Country | ZIP+4/Postal Code: |
| 9. | . (a) If the related person is an investment adviser, is it exempt from regi- | gistration? | |
| | (b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER | | |
| 10 | 0. (a) Ts the related person registered with a foreign financial regulatory a | authority 7 | |
| | (b) If the answer is yes, list the name and country, in English of each fo | oreign financial regulatory authority with which the rela No Information Filed | ted person is registered. |
| 11. | 1. Do you and the related person share any supervised persons ⁷ | | |
| 12 | 2. Do you and the related person share the same physical location ⁷ | | |
| 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 | ır | |
| 4. | Related Person's | | |
| | a) CRD Number (if any); | | |

CIK Number(s) (irany):

No Information Filed

Related Person is. (check all that apply)

- a) r^{TM} 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
- $(\mathsf{Q} \quad r \quad \text{commodity pool operator or commodity trading advisor (whether registered or exempt from registration)}$
- 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
- (I) 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

File #: O2023-899, Version: 1 Do you control or are you controlled by the related person? Are you and the related person under common control? Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷ 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 (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 State: Country: If this address is a private residence, check this box1 P Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration⁷ 9. (b) If the answer is yes, under what exemption⁷ 10. (a) Is the related person registered with a foreign financial regulatory authority 7 10. (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 related Dο vou and the person share anv supervised persons 12. Do you and the related person share the same physical location⁷ . 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) 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) V major security-based swap participant
 - 0 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) P trust company
 -)) F accountant or accounting firm
 - (k) f" lawyer or law firm
 - (I) F 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?

| File : | #: O2023 | 8-899, V | ersion: | : 1 | | | | | | | | | | | | | | | |
|----------------------------|---|-----------------|--------------|------------|------------|-----------------|----------------|------------|-----------------|-------------|----------|--------------|--------------|--------------|---------------|-----------|----------|---------|-----------|
| - , | | • | • | | | , | | , | | | | | | | | | | | |
| Yes No r rr | | | | | | | | | | | | | | | | | | | |
| a) p p | Does the | related | person | act | as a | qualified | d custodiar | n for | your | clients | in | connecti | on with | advisor | ry servic | es you | u pro | vide | to clier |
| b) | If you are re p p | gistering or I | registered w | vith the S | SEC and j | you have aı | nswered "yes, | " to ques | stion 8.(a | a) above, h | ave yo | ou overcom | ne the pres | umption th | at you are i | not opera | tionally | | |
| b) b) | independent maintained a | | | !)-2(d)(5) |) from the | e related pe | erson and thus | s are not | t required | l to obtain | a surpi | rise examil | nation for j | our clients/ | s' funds or s | ecurities | that are | | |
| c) | If you have a assets- | answered "ye | es" to quest | ion 8 (a) | above, p | provide the I | ocation of the | related | person's | office res | ponsibl | le for custo | ody of your | clients' | | | | | |
| c) | Number and City | | | State- | | | | | Numbe Countr | er and Stre | et 2: | | ZIP+4/ | Postal Cod | e' | | | | |
| | If this addre | | | , | | | | | | | | | | | | | | | |
| If the re Yes No C C | elated person is | an investme | ent adviser, | is it exer | mpt from | registration | ? If the answe | er is yes, | , under w | /hat exemp | ption' | | | | | | | 9. | . (a) (b) |
| | a) <i>Is the relate</i> b) If the | | | - | | - | | English | n of | each for | reign | financial | regulato | ry autho | rity with | which | the i | related | person |
| registe | ered. | | | | | | | | | No Informa | tion Fil | ed | | | | | | | |
| ill. Do | you and the rei | ated person | share any | supervis | ed persoi | ns ⁷ | | | | | | | | | | | | | |
| ; 12 D | o you and the r | elated perso | n share the | same pl | nysical lo | cation? | | | | | | | | | | | | | |
| F E H | egal Name of Related Person. BLACKROCK HOF (GP), LLC, Primary Busines | | | | | | | | | | | | | | | | | | |
| F | Related Person: BLACKROCK H LC, | | | | | | | | | | | | | | | | | | |
| '3. Re | elated Person's | SEC File No | umber (if an | y) (e.g., | 801-, 8-, | 866-, 802-) | | | | | | | | | | | | | |
| <i>F</i> | Related Person | | | | | | | | | | | | | | | | | | |
| b |) CIK Numbe | er(s) (if anv) | - | | | | | | | | | | | | | | | | |

D) UIT HUITIDGI(3) (II airy) No Information Filed Related Person is: (check all that apply) 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 P major security-based swap participant e) (0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) P banking or thrift institution h) (i) r trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) 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? рр ! 8 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? рр (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 рр. 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 Tor custody of your clients' assets: Number and Street 2: State. Country: 7IP+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? рр (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 persons⁷ 12 Do you and the related person share the same physical location? Prpr 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-) o^r Other 4 Related Person's a) CRD Number (if anv): b) CIK Number(s) (if any)-

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No Information Filed

5 Related Person is- (check all that apply)

| | (a) | Pbroker-dealer, mu | nicipal securiti | es dealer, or gov | ernment securit | ies broker or dealer | | | | | | |
|---|--|--|---|--|--|------------------------------------|---------------------------|---------------|----------------------------|----------------------------|--|-------------------------|
| | (P) | Pother investment | adviser (includi | ing financial plan | ners) | | | | | | | |
| | (C) | Pregistered municip | | | | | | | | | | |
| | . , | f"registered security | • | | | | | | | | | |
| • (| | Pmajor security-ba | | | | | | | | | | |
| | | | | - | isor (whether re | gistered or exempt fro | m registration) | | | | | |
| | ٠, | P futures commis r banking or thrif | | 1 | | | | | | | | |
| | | r banking or thrif Ptrust company | t institution | | | | | | | | | |
| | | raccountant or acco | ounting | | | | | | | | | |
| | firm | raccountant or acco | ditting | | | | | | | | | |
| | | Plawyer or law firm | | | | | | | | | | |
| | . , | Pinsurance compar | ny or | | | | | | | | | |
| | agen | • | • | | | | | | | | | |
| | | Ppension consultar | nt | | | | | | | | | |
| | (n) | Preal estate broker | or | | | | | | | | | |
| | deale | er | | | | | | | | | | |
| | | sponsor or syndicat | or of limited pa | rtnerships (or eq | uivalent), exclud | ding pooled investmer | nt vehicles | | | | | |
| Yes 1 | | | | | | | | | | | | |
| c P | | | | | | | | | | | | |
| | | enoneor general na | rtner managir | a member (or ea | uivalent) of noo | oled investment vehicl | 00 | | | | | |
| | (p) & | isponsor, general pa | illier, managii | ig member (or eq | divalent) of poo | ned investment venici | c s | | | | | |
| 6 | Do 16 | ou control or are you | , controlled by | the related nerve | nn ⁷ | | | | | | | |
| 6 | ДО ус | ou control of are you | i controlled by | ine relateu perso |)// | | | | | | | |
| 7 | Are u | ou and the related p | nerson under c | rommon control ⁷ | | | | | | | | |
| , | лис у | roa ana inc relatea p | crson under c | ommon common | | | | | | | | |
| Ω | (2) | Doos the related no | rean act as a a | ualified custodias | a for your clients | s in connection with a | dvisony sonvisos voju i | nrovida to cl | lionte7 | | | |
| | . , | | | | • | wered "yes," to quest | | | | ntion that you are i | not operationally | |
| | | p p | g or registered | with the OLO an | ia you nave ans | werea yes, to quest | ion o.(a) above, nave | you overeo. | me the presum | nion mai you are r | iot operationally | |
| | | | ant to rule 206 | 6(4)-2(d)(5)) from | the related pers | son and thus are not r | equired to obtain a su | urprise exan | nination for your | events' funds or s | ecurities that are | |
| | b) | maintained at the re | elated person? | • | | | | | | | | |
| | c) | If you have answere | ed "yes" to que | estion 8.(a) above | e, provide the lo | cation of the related p | erson's office respons | sible for cus | tody of your clie | nts' assets- | | |
| | c) | Number and Street | 1: | | | | Number and Street 2 | :: | | | | |
| V | N | City | | State: | | | Country. | | ZIP+4/Post | al Code- | | |
| Yes | No | | | | | | | | | | | |
| | | | | | | | | | | | | |
| c c | , | If this address is a | nrivata raaidan | an about this ha | w. D | | | | | | | |
| сс | 7 | If this address is a | private resider | nce, check this bo | ox: P | | | | | | | |
| | | | | | | istration? (h) | | | | | | |
| 9. | (a) I | If the related person | is an investme | ent adviser, is it e | | istration? (b) | | | | | | |
| 9. | (a) I | | is an investme | ent adviser, is it e | | istration? (b) | | | | | | |
| 9. | (a) I | If the related person answer is yes, unde | is an investme | ent adviser, is it e tion? | xempt from regi | | answer is ves liet th | e name and | Lountry in Eng | lish of each foreign | n financial regulatory a | uuthority with |
| 9. 10 (a | (a) I If the a) Is | If the related person answer is yes, unde | is an investme er what exemp registered with | ent adviser, is it e tion? | xempt from regi | | answer is yes, list th | e name and | l country, in Eng | lish of each foreig | n financial regulatory a | uthority with |
| 9. 10 (a | (a) I If the a) Is | If the related person answer is yes, unde | is an investme er what exemp registered with | ent adviser, is it e tion? | xempt from regi | | | | I country, in Eng | lish of each foreig | n financial regulatory a | uthority with |
| 9. 10 (a | (a) I If the a) Is | If the related person answer is yes, under the related person the related person | is an investme er what exemp registered with is registered. | ent adviser, is it e tion? a foreign financi | xempt from regi | thority ⁷ CP (b) If the | No Information Fil | led | | _ | | |
| 9. 10 (a | (a) I If the a) Is | If the related person answer is yes, unde | is an investme er what exemp registered with | ent adviser, is it e tion? | xempt from regi | | | led | l country, in Eng share | lish of each foreig any | n financial regulatory a supervised | uthority with person |
| 9. 10 (a | (a) I If the a) Is | If the related person answer is yes, under the related person the related person | is an investme er what exemp registered with is registered. | ent adviser, is it e tion? a foreign financi | xempt from regi | thority ⁷ CP (b) If the | No Information Fil | led | | _ | | |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person the related person | is an investme er what exemp registered with is registered. | ent adviser, is it e tion? a foreign financi | xempt from regi | thority ⁷ CP (b) If the | No Information Fil | led | | _ | | |
| 9. 10 (a 11. p. p | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. | (a) I If the a) Is which | If the related person answer is yes, under the related person in the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~ | (a) If the | If the related person answer is yes, under the related person the related person Do | is an investme er what exemp registered with is registered. you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~ | (a) I If the a) Is which | If the related person answer is yes, under the related person the related person Do | is an investmer what exempler what exempler gistered with its registered. you you you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p. p. 12. ^ <~~ | (a) I If the a) Is which | If the related person answer is yes, under the related person the related person Do | is an investmer what exempler what exempler gistered with its registered. you you you | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~~ | (a) If the a) Is which | If the related person answer is yes, under the related person the related person Do | is an investmer what exempler what exempler gistered with is registered. you you you FUND (GENF | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~ 12. 12. 13. 14. 14. 14. 14. 14. 14. 14. 14. 14. 14 | (a) If the a) Is the which Legan TOT Prima | If the related person answer is yes, under the related person the related person Do Do I Name of Related F AL ALTERNATIVES ary Business Name eted Person: TOTAL | is an investmer what exempler what exempler gistered with is registered. you you you FUND (GENF | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~~ | (a) I If the a) Is which the control of the control | If the related person answer is yes, under the related person the related person Do Do Do I Name of Related F AL ALTERNATIVES ary Business Name of ted Person: TOTAL ERNATIVES FUND | is an investmer what exempler what exempler gistered with is registered. you you you FUND (GENF | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~~ | (a) I If the a) Is which the control of the control | If the related person answer is yes, under the related person the related person Do Do I Name of Related F AL ALTERNATIVES ary Business Name eted Person: TOTAL | is an investmer what exempler what exempler gistered with is registered. you you you FUND (GENF | ent adviser, is it e tion? a foreign financi and | xempt from regi al regulatory au the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ < ~ 1. 1 | (a) I If the a) Is the second of the second | If the related person answer is yes, under the related person the related person Do Do Do A Name of Related F AL ALTERNATIVES Tary Business Name of the Person: TOTAL ERNATIVES FUND NPAR) LLC | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ < ~ 1. 1 | (a) I If the a) Is the second of the second | If the related person answer is yes, under the related person the related person Do Do Do I Name of Related F AL ALTERNATIVES ary Business Name of ted Person: TOTAL ERNATIVES FUND | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~~ | (a) I If the a) Is which the control of the control | If the related person answer is yes, under the related person in the related person. Do Do Do I Name of Related F AL ALTERNATIVES ary Business Name of the depreson: TOTAL ERNATIVES FUND NPAR) LLC | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~ ~ 12. 3. | (a) I If the a) Is which the control of the control | If the related person answer is yes, under the related person the related person Do Do Do I Name of Related FAL ALTERNATIVES ary Business Name of the Person: TOTAL ERNATIVES FUND NPAR) LLC ted Person's SEC F | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 11. p. p 12. ^ <~ ~ 12. 3. | (a) I If the a) Is the which the control of the con | If the related person answer is yes, under the related person the related person Do Do Do I Name of Related FAL ALTERNATIVES ary Business Name of the Person: TOTAL ERNATIVES FUND NPAR) LLC ted Person's SEC F | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |
| 9. 10 (a 1. p. p 12. ^ <~~ 1. 1 2 F 3. | (a) I If the a) Is which Legan TOT, Prima Relai ALTE (GEN | If the related person answer is yes, under the related person the related person Do Do Do I Name of Related FAL ALTERNATIVES ary Business Name of the Person: TOTAL ERNATIVES FUND NPAR) LLC ted Person's SEC F | is an investmeer what exempt registered with its registered. you you you Person FUND (GENF | ent adviser, is it e tion? a foreign financi and and | xempt from reging all regulatory authors the | thority ⁷ CP (b) If the | No Information Fil person | led | share | any | supervised | person |

| ⊶. | л <i>ы</i> а) | CRD Number (if a | any): | | | | | | | | | | | | |
|-------------------|---|---|---|---|-------------------|-----------------------|--------------------|---|--------------------------|--|---------------------|--|--|--|--|
| | b) | CIK Number(s) (if | any). | | | No In | formation Filed | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | 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 (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 c'es No T a (o) r sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles Do you control or are you controlled by the related person? | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| 6. | Do y | you control or are y | ou controlled by | the related perso | on? | | | | | | | | | | |
| 7. | | Are | you | а | nnd | the | related | person | under | common | contro | | | | |
| G | c | | | | | | | | | | | | | | |
| 8. | (a) | Does t | he related | person act | as a quali | ified custodian | for your cli | ents in connection | n with advisory | services you prov | ide to clients | | | | |
| рр | b) b) c) c) | p p independent (purs maintained at the | suant to rule 206 related person? ered "yes" to que et 1: | (4)-2(d)(5)) from stion 8.(a) above State « | the related pers | son and thus are not | t required to obta | in a surprise examination esponsible for custody of | on for your clients' fur | ou are not operationally ands or securities that are | Yes N: | | | | |
| 9. | (a) | If the related perso | n is an investme | nt adviser, is it e | exempt from regi | stration ⁷ | | | | | | | | | |
| 9. | p p. (b) | If the answer is yes | s, under what ex | emption ⁷ | | | | | | | | | | | |
| 10. | | Is the related perso | - | h a foreign finand | cial regulatory a | uthority ? CP. (b) If | f the answer is ye | es, list the name and cou | untry, in English of ea | ach foreign financial regula | tory authority with | | | | |
| 11. <i>fS'</i> | | Do | you | and | the | related | No Informa | | any | supervised | persons | | | | |
| 12. p p | | Do | you | and | the | related | person | share | the sa | me physical | location | | | | |
| | | I Name of Related R LOBAL HEALTHCA GP S.A | ARE | | | | | | | | | | | | |
| | Prim Rela HEA | | R.L. | | Busine Person | ess | | APC | Name) | | GLOBA | | | | |

| File | #: | 02023 | 899 \ | Version: | 1 |
|------|----|-------|-------|----------|---|
| | | | | | |

| | SEC File | | | |
|--|----------|--|--|--|
| | | | | |
| | | | | |

-, 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) 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)
 - P futures commission merchant
 - h) Fbanking or thrift institution
 - h) (0P trust company
 - 0) Paccountant or accounting firm
 - (k) Plawyer or law firm
 - (I) 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 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 person
 - 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: State-Citv: 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? (b) If the answer is ves. 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 persons⁷
- 12 Do you and the related person share the same physical location?

| Ye: | s No tr |
|-----|---|
| rt | ??rr |
| Yes | s No |
| e | r |
| | Legal Name of Related Person- BLACKROCK OPERATIONS (LUXEMBOURG) SARL. 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) (ir any): No Information Filed |
| i | 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) 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 (k) r lawyer or law firm (ii) 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?

| Fi | le #: | : O2023-8 | 899, Versi | on: 1 | | | | | | | | | | | | | | | |
|-----------------|------------------------------------|--|--|--|--------------|------------|-------------|------------------------|-----------|---------------------|---------|------------|-------------|-----------|--------------|---------------|-----------|-------------|---------------------------|
| 7. | | Are | ye | ou | and | 1 | the | | relai | ted | | perso | on | | under | | commo | าก | control ^a |
| Р | С | | | | | | | | | | | | | | | | | | |
| 8. | (a) | Does | the related | d person | act a | s a q | ualified | custodian | for y | our c | lients | in coi | nnection | with | advisory | services | you | provide | to clients? |
| pı | | lf you are regi | stering or regi | stered with | the SEC | and you | ı have an | iswered "ye | es," to d | question | 8 (a) | above, l | have you | overco | ome the p | resumptior | that yo | ou are not | operationally |
| pр | (c) | independent maintained at to If you have ans ther and Street 1 City | swered "yes" to | on? | a) above, | | | | d person' | s office ber and | respons | ible for c | ustody of y | your clie | | | ecurities | that are | |
| | | If this address | is a private resi | dence, chec | k this box- | ·P | | | | | | | | | | | | | Yes No |
| .9 pp | | If the answer is y exemption ⁷ FOI ADVISER | | | f the | e rela | ated | person | is | an | inve | stment | advis | er, | is i | it exe | mpt | from | registration ⁷ |
| 10 | . , | ls the related per | • | - | ın financia | regulatory | y authority | ⁷ CP (b) If | | ver is ye | | | and country | y, in En | glish of ead | ch foreign fi | nancial r | egulatory a | uthority with |
| ¹ 11 | '. | Do | you | | and | the | e | related | , | pe | rson | | share | | any | | supervis | sed | persons |
| PC | 9 | | | | | | | | | | | | | | | | | | |
| 12 | 2. | Do | you | and | | the | rela | ated | per | son | | share | | the | sa | me | phy | sical | location ⁷ |
| С | P | | | | | | | | | | | | | | | | | | |
| | Pers ASS LLC Prim Rela | al Name of Relation: BAA REAL ETS (GENPAR) arry Business Nated Person: BAA ETS (GENPAR) | ame of A REAL | | | | | | | | | | | | | | | | |
| 3 | . Rela | ated Person's SE | EC File Number | (if any) (e.g. | ., 801-, 8-, | 866-, 802 | -) | | | | | | | | | | | | |
| | | <i>Person's</i> Number (if any): | : | | | | | | | | | | | | | | | | |
| (b) | CIK | Number(s) (if any | /): | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| \$. | a) b) c) d) e) (0 P g) h) (i) 0) P | f" registered m P registered se | r, municipal sec nent adviser (in- unicipal advisor curity-based swap p ol operator or conission merchar urift institution by accounting firm | curities deale cluding finan vap dealer participant ommodity tra | ncial plann | ers) | | | | egistratic | n) | | | | | | | | |

| Fi | le# | : O202 | 3-899 |), Ve | rsion: | 1 | | | | | | | | | | | | | | | | | |
|-----|--------------------|--|---|-------------------------|-------------------|---------------|-----------|-----------------|--------|--------------|---------------|----------|-----------|----------------------|---------|----------------|-----------|---------------|----------------|----------|---------|----|----------|
| | (m) (n) (o) | P real esta P sponsor | ce compar consultan ate broker or syndic | t or dea cator of | ler limited pa | | | | | | ooled invest | | | | | | | | | | | | |
| | (p) | P" sponso | r, generai | i partne | r, managi | ing membe | er (or e | quivai | ent) (| or pooled ir | nvestment ve | enicies | | | | | | | | | | | Yes No |
| 6. | | Do | | you | | control | | | or | ; | are | yo | u | COI | ntrolle | ed | by | | the | rela | ated | | person? |
| рр |) | | | | | | | | | | | | | | | | | | | | | | |
| 7. | | Ar | е | | you | | and | | | the | | relat | ted | | per | son | | under | C | commoi | า | | control? |
| рр |) | | | | | | | | | | | | | | | | | | | | | | |
| 8- | | (a) | Does | the | related | person | act | as | а | qualified | custodian | for | your | clients | in | connection | with | advisory | services | you | provide | to | clients? |
| рp | b) | If you are r | egisterina | g or reg | istered w | ith the SEC | C and y | you ha | ive ai | nswered "v | es," to ques | tion 8.(| (a) abov | e, have yo | ou ove | ercome the p | resumpt | ion that yo | u are not op | erationa | ally | | |
| | b) | | | | |)-2(d)(5)) fi | rom the | e relati | ed pe | erson and t | hus are not | require | ed to obt | ain a surp | rise e | xamination fo | or your a | clients' fund | ds or securiti | es that | are | | |
| | b) c) | maintained If you have | | | | on 8.(a) at | bove, p | rovide | the l | location of | the related p | person' | s office | responsib | le for | custody of ye | our clien | ts' assets. | | | | | |
| | c) | Number an | d Street | 1. | | State | | | | | | Numbe | | Street 2: | | ZIP+ | 4/Posta | l Code. | | | | | |
| Ye: | s No | If this addr | ess is a p | orivate r | esidence | | is box F | 5 | | | | | .,. | | | | | | | | | | |
| | | | | | | , | | | | | 4. > | | | | | | | | | | | | |
| 9. | | If the related e answer is y | | | | _ | it exem | npt tro | m re | gistration? | (D) | | | | | | | | | | | | |
| 10 | (a) | Is the relate | d person | registe | red with a | foreign fir | nancial | regula | atory | authority ? | | | | | | | | | | | | | |
| (b) | If the | e answer is y | yes, list th | ne name | e and cou | ıntry, in En | nglish o | f each | n fore | ign financia | al regulatory | | | which the tion Filed | relate | ed person is r | egistere | ed. | | | | | |
| 11 | Do y | ou and the r | elated pe | erson sh | nare any s | supervised | l persoi | ns ⁷ | | | | | | | | | | | | | | | |
| 12. | . Do y | ou and the re | elated pe | rson sh | are the sa | ame physi | cal | | | | | | | | | | | | | | | | |
| loc | ation ⁷ | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | Pers | al Name of R on-BAA REA ENPAR), LL | AL ASSE | TS | | | | | | | | | | | | | | | | | | | |
| 2. | Rela | ary Busines ted Person : ETS II (GEN | BAA RE | AL | | | | | | | | | | | | | | | | | | | |
| 3. | Rela | ited Person's | SEC File | e Numb | er (if any |) (e g , 801 | 1-, 8-, 8 | 366-, 8 | 802-) | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Relai | ted Person 's | | ·)- | | | | | | | | | | | | | | | | | | | |
| | b) | CIK Numbe | | | | | | | | | | | | | | | | | | | | | |
| | , | | () (4. | , | | | | | | | No Inf | ormatio | on Filed | | | | | | | | | | |
| | Rela | ited Person i | s. (check | all that | apply) | | | | | | | | | | | | | | | | | | |
| | a) b) | | dealer, mu | unicipal | securitie | | - | | t sec | urities brok | er or dealer | | | | | | | | | | | | |

c) P registered municipal advisor

| | d) | P | - | | | ased swa | | | | | | | | | | | | | | | | | | |
|------------|------------|-------------|--------------------------|------------------------|-------------|----------------------------------|-------------|-----------|-----------|----------|-----------|-----------------|---|-----------|-------------|-------------|-------------|----------|--------------|--------------|----------|------------|-------|----------------------|
| | e) (0 | P P | - | | | d swap pa | | trading | ı adviso | or (whe | ther reai | stered or ex | emnt fr | om regi | stration) | | | | | | | | | |
| | (0 g) | Р | | | | merchant | Jiiiiiodity | trading | auviso | n (wile | uici icgi | stered or ex | Ciliptii | om regi | su auon) | | | | | | | | | |
| | h) | Р | bank | ing or th | rift | | | | | | | | | | | | | | | | | | | |
| | | itutio | | 4 | | | | | | | | | | | | | | | | | | | | |
| | | (0 npan | P / | tru | IST | | | | | | | | | | | | | | | | | | | |
| | | 0) | P | | | | | | | | | | | | | | | | | | | | | |
| | | | | ccountii | - | | | | | | | | | | | | | | | | | | | |
| | | (k) firm | Р | lav | vyer or | | | | | | | | | | | | | | | | | | | |
| | | (I) | Р | ins | surance | | | | | | | | | | | | | | | | | | | |
| | | | or ag | ency | | | | | | | | | | | | | | | | | | | | |
| | (m) | | | ion cons | | | | | | | | | | | | | | | | | | | | |
| | (n) (o) | | | estate br sor or sv | | | d partner | ships (c | or equiv | /alent). | excludir | ng pooled in | vestme | nt vehic | es | | | | | | | | | |
| es | No | • | орон | 00. 0. 0, | , na oate | J. 01 | a pararor | opo (c | or oquit | . u.o,, | oxoraa | .g pooled | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | | | | | | | | |
| | (p) | Р | spon | sor, gen | eral pai | rtner, mar | naging me | ember (| or equiv | valent) | of poole | d investmer | nt vehic | les | | | | | | | | | | |
| 6. | 00 | you d | control | or are y | ou cont | rolled by t | the related | d perso | n? | | | | | | | | | | | | | | | |
| 7. | | | Δ | re | | you | | an | d | | the | | rela | ited | | persor | 1 | | under | | ommor | 1 | , | control? |
| | | | | 0 | | , ou | | ۵., | - | | | | | | | po.00. | | | uu.o. | | | | | |
| рр | | | | | | | | | | | | | | | | | | | | | | | | |
| В. | | (a) | | Does | the | related | person | act | as | a qı | ualified | custodian | for | your | clients | in co | nnection | with | advisory | services | you | provide | to | clients ⁷ |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| р | (| b) | if you | are re | aisterin | a or reai | stered w | ith the | SEC. a | and vo | u have | answered | "ves " | to alles | tion 8 (a) | ahove | have you | ı overc | ome the n | resumntion | that v | nu are not | onera | ationally |
| р | (| υ, | ii you | alc ic | gisterin | g or regi | stored w | iui uic | 020 8 | and yo | u nave | answered | ycs, | to ques | 11011 O.(a) | above, | nave you | a overe | ome me p | resumption | triat y | ou are not | Орста | attorially |
| | | | | | | rule 206(person ⁷ | 4)-2(d)(5) |)) from t | he rela | ted per | rson and | thus are no | t requir | ed to ob | tain a sur | prise exa | amination | for you | clients' fun | ds or securi | ties tha | t are | | |
| | (c) | | | | | | ion 8.(a) | above, | provide | the lo | cation of | the related | person | 's office | responsik | ole for cus | stody of yo | our clie | nts' assets: | | | | | |
| | 1: | | | and Stre | | · | . , | | | | | | | | Street 2 | | , , | | | | | | | |
| | | Cit | | Iracc ic : | a nrivat | e residenc | State | | v· D | | | | Cou | ıntry: | | | ZI | P+4/Po | stal Code: | | | | | |
| | | | ino aac | 11000 10 1 | a piivat | o rooldon | o, oncor | 1110 000 | Λ. Ι | | | | | | | | | | | | | | | Yes No |
| 9. | | | | (a) | | | lf | the | rel | ated | per | son is | 6 | an | investm | nent | adviser, | | is it | exemp | ot | from | regis | tration? |
| þ | | | | | | | | | | | | | | | | | | | | | | | | |
| | (b) | if the | e answ | er is yes | s, under | what exe | mption? | | | | | | | | | | | | | | | | | |
| 10. | (a) | is the | relate | d persoi | n regist | ered with | a foreign | financia | al regula | atory a | uthority | ⁷ CP | | | | | | | | | | | | |
| | (b) | ir the | e answ | er is yes | s, list the | e name ar | nd country | y, in En | glish of | each f | oreign fi | nancial regu | ılatory a | authority | with which | ch the rela | ated perso | on is re | gistered. | | | | | |
| | - \ | | | | | | | | | | | | ١ | No Inforr | nation File | ed | | | | | | | | |
| | | 1 | 1. | | Do | , | /ou | á | and | | the | re | elated | | persor | า | share | • | any | : | supervi | sed | р | ersons ⁷ |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| p | | | | | | | | | | | | | | | | | | | | | | | | |
| | | 12 | , | Do | 2 | you | | and | | the | | related | | perso | n | share | | the | 95 | ıme | nhv | sical | Ic | cation? |
| | | 12 | | D. | 5 | you | | and | | uic | | rciated | | perso | | Silaic | | uic | 36 | inc | Pily | Sicai | 10 | cation: |
| р | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | | | | Related | | <i>n:</i> RIVATE (| NDD/\DTI | INITTE | S CD I | ıc | | | | | | | | | | | | | | |
| | DLA | CKK | OCK II | NV EI(VV | OODF | RIVATE | PFORI | JINITIES | 3 GF, L | LC | | | | | | | | | | | | | | |
| 2. | | | | | | ated Pers | | | | | | | | | | | | | | | | | | |
| | BLA | CKR | оск т | NVERW | /OOD F | PRIVATE | OPPORT | UNITIE | S GP, I | LLC | | | | | | | | | | | | | | |
| 3. | Rela | ited F | Person' | s SEC F | ile Num | nber (if an | y) (e.g., 8 | 801-, 8-, | , 866-, 8 | 802-) | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | |
| | Othe | er | | | | | | | | | | | | | | | | | | | | | | |
| , | De! | to de |)aua , | _ | | | | | | | | | | | | | | | | | | | | |
| <i>t</i> . | | | <i>erson'</i> : D Num | s ber (if aı | nv): | | | | | | | | | | | | | | | | | | | |

| Fil | e # | : O2023-899, Version: 1 |
|-----------|---|--|
| | , | |
| | b) | CIK Number(s) (if any): No Information Filed |
| 15. | Rela a) b) c) d) e) f) g) h) (i) | ated Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer f™ other investment adviser (including financial planners) P registered municipal advisor P registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f- futures commission merchant banking or thrift institution r trust company |
| | Q) (k) (1) (m) (n) (o) (p) | F* lawyer or law firm insurance company or agency pension consultant real estate broker or dealer posporor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles |
| 6 | Эо ус | ou control or are you controlled by the related person? |
| 7. | Are y | you and the related person under common control? |
| 8 | | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? f 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 independed (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 of the related person's office responsible for custody of your clients' assets* Number and Street 1: City. State. Country: ZIP+4/Postal Code: |
| 9 | | If the related person is an investment adviser, is it exempt from registration? (b) If the |
| | <i>(a)</i> (b) | ver is yes, under what exemption? 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 |
| | | ou and the related person share any supervised persons ⁷ |
| Yes rf | No | ou and the related person share the same physical location? |
| | | |

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Yes No rr

| 1. | 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 (ir any); b) CIK Number(s) (ir any): No Information Filed | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | Related Person is - (check all that apply) a) Po broker-dealer, municipal securities dealer, or government securities broker or dealer by Po ther investment advisor (including financial planners) registered municipal advisor gistered security-based swap dealer gistered security-based swap participant for momodity pool operator or commodity trading advisor (whether registered or exempt from registration) g) Po futures commission merchant futures commission merchant futures company caccountant or accounting rirm accountant or accounting rirm futures company or agency futures commodity problem futures futu | | | | | | | | | | | | | |
| : p | · | rol? | | | | | | | | | | | | |
| 8. p | | nts? | | | | | | | | | | | | |
| ~ | (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: Country: ZIP+4/Postal Code: | | | | | | | | | | | | | |
| 9. | Yes (a) If the related person is an investment adviser, is it exempt from registration ⁷ | No | | | | | | | | | | | | |
| 9. | p C ■ (b) If the answer is yes, under what exemption ⁷ | | | | | | | | | | | | | |
| 10 | D. (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 we which the related person is registered. No Information Filed | ith | | | | | | | | | | | | |
| 11 | . Do you and the related person share any supervised pers | ons ⁷ | | | | | | | | | | | | |
| рļ | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

| Fil | le #: | : O2023 | -899, V | ersion: 1 | | | | | | | | | | |
|-----------|--|--|--|--|------------------|---------------------|--|--------------------|---------------|----------------|-------------------|----------------|-------------|-------------------------|
| : | | 12. | Do | you | and | the | related | person | sha | are | the s | same | physical | location ⁷ |
| рр | | | | | | | | | | | | | | |
| ÷ 1. | Lega | <i>al Name of Re</i> BLACI | KROCK DIVE | ı. ERSIFIED PRIVA TUNITIES GP, L | | | | | | | | | | |
| :2 | Prin | mary Business BLAC | KROCK DIVE | <i>lated Person:</i> :RSIFIED PRIVA TUNITIES GP, L | | | | | | | | | | |
| 3. | Rela | ited Person's | SEC File Nun | nber (if any) (e.g | ., 801-, 8-, 866 | 6-, 802-) | | | | | | | | |
| ;4 | Rela a) | ated Person's CRD Numb | | | | | | | | | | | | |
| | b) | CIK Numbe | r(s) (if any). | | | | | No Information | n Filed | | | | | |
| | (a) (a) (a) (a) (a) (b) (b) (b) (b) (c) (d) (d) (d) (e) (f) (g) (h) (f) (h) (h) (h) (h) (h) (h) (h) (h) (h) (h | (b) P oth P registere P registere P major se P commod P futures o P banking P trust coi P accountar P lawyer or P insurance P pension o P real estat P sponsor o | ealer, municiper investment de municipal a de security-based de curity-based de commission more thrift institum pany at or accountil law firm de company or onsultant de broker or de or syndicator de compandicator de compandicat | al securities deal t adviser (includind dvisor sed swap dealer swap participant ator or commodit erchant ution agency ealer of limited partner | ng financial pla | or (whether reg | oroker or istered or exempt og pooled investm of pooled investm | ent | n) | | | | | Yes No |
| ; p p | | 6. | | Do | you | control | or | are | you | controlled | by | the | related | person? |
| Are | you a | and the related | d person unde | er common contr | rol? | | | | | | | | | |
| 8. p p | | (a) | Does the | related per | rson act a | as a qualific | ed custodian | for your cli | ents in | connection | with advisory | / services | you provide | to clients ⁷ |
| | b) b) | p p independent maintained a | t (pursuant to at the related | rule 206(4)-2(d) person? | (5)) from the re | elated person ar | d "yes," to questio | quired to obtain a | a surprise ex | camination for | your clients' fun | ds or securiti | | |
| | c) | Number and | | | | vide the location | | umber and Stree | | | | | | |
| | | City If this addre | ss is a private | State residence, chec | | | С | ountry: | | ZIP+4/ | Postal Code: | | | Yes No |
| 9 | (a) P p | If the related | person is an i | nvestment advis | er, is it exemp | t from registration | on? | | | | | | | |
| 9 | | If the answer | is yes, under | what exemption | ? | | | | | | | | | |
| | | | | | | | | | | | | | | |

| Fil | e #: O: | 2023-899 |), Vers | sion: 1 | | | | | | | | | | | | | | | | | |
|-------------------|--|--|--|--|-------------------------------------|----------------------|-----------|-------------|----------------|------------|----------|------------|--------|----------------|----------|---------------|---------------|----------|-------------|--------|----------|
| 10 | | related person | - | | eign fina | ncial regu | ılatory a | authority ? | PCP (b) If the | ie answe | r is yes | , list the | nam | e and country | , in Eng | lish of eacl | h foreign fin | ancial r | egulatory a | author | ity with |
| | WILLIAM INC. | elateu person | is register | eu. | | | | | | No In | formatio | n Filed | | | | | | | | | |
| 11 ^ P | | Do | you | | and | | the | | related | | pers | on | | share | | any | SI | upervise | ed | | persons |
| 12. I | Do you and | the related per | rson share | e the same | physical | l location? | • | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | |
| | | e of Related P AUM SENIOR | | | | | | | | | | | | | | | | | | | |
| 2. | Related Pe | usiness Name o erson: TENNEN OAN GP II, LLo | NBAUM | | | | | | | | | | | | | | | | | | |
| 3. | Related Pe | erson's SEC Fil | le Number | r (if any) (e. | g , 801-, | 8-, | | | | | | | | | | | | | | | |
| | 866-, 802-) Other | or | | | | | | | | | | | | | | | | | | | |
| 4. | Related Pe | erson's | | | | | | | | | | | | | | | | | | | |
| | | Number (if any | y). | | | | | | | | | | | | | | | | | | |
| | b) CIK N | lumber(s) (if a | ny). | | | | | | No Info | rmation I | -:1-d | | | | | | | | | | |
| | | | | | | | | | NO INIC | rmation i | riied | | | | | | | | | | |
| Yes <i>C</i> / | a) P b b) P c c) P r d) P r e) P r ((0 P c g) P f h) P b ((i) P c g) P a accounting ((k) P la ((l) P) r (m) P r (m) P r (n) P r No | rson is. (check proker-dealer, rother investmer egistered muni egistered secu najor security-trommodity poo utures commis panking or thrift rust company accountant or firm ansurance company pension consult eal estate brok ponsor or syno- | municipal sint adviser icipal advised icipal advised icipal adviser icipal advise | securities of (including to sor a swap deal ap participa or common hant a similar to some the sor a similar to some the sort to sort to some the sort to sort to sort to sort to sort t | inancial er nt dity tradii | planners) ng advisor | r (wheth | her registe | ered or exem | pt from r | | on) | | | | | | | | | |
| 6 | Do you coi | ntrol or are you | controlled | d by the rela | ated pers | son ⁷ | | | | | | | | | | | | | | | |
| 7 | Are | you | I | ar | nd | | the | | relate | ed | | per | son | | und | er | co | mmon | | | control |
| ^ p | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | Does | the r | elated p | erson | act as | а | qualified | custodian | for y | our (| clients | in | connection | with | advisory | services | you | provide | to | clients |
| | p p b) indep b) maint | are registering endent (pursua ained at the re have answere | ant to rule lated pers | 206(4)-2(a con ⁷ | ')(S)) froi | m the rela | ted per | rson and ti | hus are not r | equired to | o obtair | a surpi | rise e | examination To | or your | clients' fund | , | | • | | |

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Number and Street 2.

c) Number and Street 1:

| | | City: State: If this address is a private residence, check this box: f~ | | | Country | | | /Postal Code: | | | | |
|--|--|---|------------|---------|-----------|-------------|-------|---------------|----------|-----------|--|--|
| | a) | | | | | | | | | | | |
| | рC | If the answer is yes, under what | exemption? | | | | | | | | | |
| | which | (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 Do you and the related person share any supervised persons? | | | | | | | | | | |
| o p | | | , | | | | | | | | | |
| 2. | р. | Do you | and | the | related p | erson share | e the | e same | physical | location? | | |
| | Lega | al Name of Related Person: | | | | | | | | | | |
| | BLA | CKROCK | SECON | DARIES | | & | | LIQUIDITY | | SOLUTIONS | | |
| | (GEN | NPAR), | LLC | Primary | | Business | Nan | пе | of | Related | | |
| | Pers | on: | | | | | | | | | | |
| | BLAC | CKROCK | SECON | DARIES | | & | | LIQUIDITY | | SOLUTIONS | | |
| | (GEN | NPAR), LLC | Relate | ed | 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) (irany): | | | | | | | | | | |
| | No Information Filed | | | | | | | | | | | |
| Related Person is: (check ail 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) real estate broker or dealer (o) I sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) Psponsor, general partner, managing member (or equivalent) of pooled investment vehicles | | | | | | | | | | | | |
| | (p) | | | | | | | | | Yes No | | |
| | Do | you co | ontrol c | r are | e you | controlled | by | the | related | person? | | |
| | p | | | | | | | | | | | |
| | p | | | | | | | | | | | |
| | Are | you | and | the | related | person | | under | common | control? | | |
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| р | | | | | | | | | | | | | |
|---------|---|-----------------------------------|---|---------------------|----------------|---------------------|---------------------------|---------------------|---------------|--------------|----------|------|--------------|
| | a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? 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 pp | | |
| , | | | s" to question 8 (a |) above, provide | the location | of the relate | ed person's office res | | dy of your cl | ients' asset | s* | | |
| N | lumber and Stre City: | et 1: | Stat | e. | | | Number and St Country: | eet 2. | ZIP+4/F | Postal Code | : | | |
| | If this addre | ess is a privat | e residence, chec | k this box. I- | | | | | | | | | Yes No |
| a) p | | the | related | person | is | an | investment | adviser, | is | it | exempt | Trom | registration |
| b) | | r is yes, unde | er what exemption | ? | | | | | | | | | |
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| 10 |) (a) Is the rela | ted nerson re | egistered with a for | reian financial re | aulatory aut | hority ⁷ | | | | | | | |
| 70 | . , | | - | | | | ancial regulatory auth | ority with which th | | | | | |
| | | | | | | | No Inform | ation Filed | reg | istered | | | |
| 11 | . Oo you and th | e related pers | son share any sup | ervised persons | ' | | | | | | | | |
| 12 | . Do you and th | e related pers | son share the sam | e physical locati | on' | | | | | | | | |
| | | | | | | | | | | | | | |
| . 1. | Legal Name o | | | | | | | | | | | | |
| 2 | Primary Busin Related Perso COASTLINE F | n: | | | | | | | | | | | |
| | (GENPAR), LI | .C | | | | | | | | | | | |
| 3 | Related Perso | n's SEC File | Number (if any) (e | e.g., 801-, 8-, 866 | 6-, 802-) | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| 4. | Related Person | ı's | | | | | | | | | | | |
| | (a) CRD Number (if any) | | | | | | | | | | | | |
| | • / | | | | | | | | | | | | |
| | (b) CIK Numl | per(s) (if any) | - | | | | No Inform | ation Filed | | | | | |
| | | | | | | | | | | | | | |
| 5. | Related Person | | | | | | | | | | | | |
| | | | ipal securities dea viser (including fir | - | | s broker or a | ealer | | | | | | |
| | c) P regis | tered municip | oal advisor | | | | | | | | | | |
| | | | /-based swap dea sed swap participa | | | | | | | | | | |
| | (0Pcommodity | pool operato | or or commodity tra | | hether regist | tered or exer | mpt from registration | | | | | | |
| | | es commissio ing or thrift in: | | | | | | | | | | | |
| | (i) P trust | company | | | | | | | | | | | |
| | (j) Paccountan(k)Plawyer or I | | ng firm | | | | | | | | | | |
| | (I) Pinsurance | company or a | agency | | | | | | | | | | |
| | (m)Ppension of (n)Preal estate | | aler | | | | | | | | | | |
| | | | aier f limited partnersh | ips (or equivaler | nt), excluding | g pooled inve | estment vehicles | | | | | | |
| | | | er, managing mem | | | | | | | | | | |
| 6 | Do you control | or are you co | ontrolled by the re | lated person? | | | | | | | | | |

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|---|---|---|------------------------|
| rate you and the related person under common control: | | | |
| 8 (a) Does the related person act as a qualified custodian for your clients i. (D) If you are registering or registered with the SEC and you have answer to rule 206(4)-2(d)(5)) from the related person and thus are not requ | red "yes," to question 8 (a) above, have you | overcome the presumption that you are not ope | |
| (c) If you have answered "yes" to question 8 (a) above, provide the locat | • | | at the related percent |
| Number and Street 1 | Number and Street 2: | , , | |
| City State: If this address is a private residence, check this box $^{\rm 1}$ P , | Country: | ZIP+4/Postal Code | |
| 9 (a) If the related person is an investment adviser, is it exempt from regist | tration? (p) If the | | |
| answer is yes, under what exemption? | | | |
| . 10. (a) Is the related person registered with a foreign financial regulatory aut. | thority ? | | |
| (b) If the answer is yes, list the name and country, in English of each for | reign financial regulatory authority with which No Information Filed | n the related person is registered. | |
| 11 Do you and the related person share any supervised persons ⁷ | 110 111011114110111 1104 | | |
| 12 Do you and the related person share the same physical location? | | | |
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| Legal Name of Related Person. | | | |
| NEIL ENHANCED OPPORTUNITIES FUND (GENPAR), LLC | | | |

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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-,

File #: O2023-899, Version: 1 866-, 802-) or Other Related Person's CRD Number (if any): CIKNumber(s) (irany): No Information Filed Related Person is- (check all that apply) a) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) P registered municipal advisor P registered security-based swap dealer d) 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 P trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) 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 control controlled related C f? 7. Are you and the related person under common control² GC8. qualified custodian clients with clients7 (a) related Tor in connection advisory provide person your services you сF 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 IT you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible Tor custody of your clients' assets: c) Number and Street 1: 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? рr (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

Do you and the related share any supervised persons7 (· C 12. Do the location? vou and related person share the same physical

1. Legal Name of Related Person:

GLOBAL ENERGY 8i POWER INFRASTRUCTURE II ADVISORS, L.L C

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Do

and

the

related

| 2. | nary Business Name of Related Person. DBAL ENERGY & POWER INFRASTRUCTURE II ADVISORS, LLC |
|------------------|--|
| 3. | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, |
| | -) or er |
| 4. | ated Person's CRD Number (ir any)- |
| | CIK Number(s) (if any): |
| | No Information Filed |
| 5 | ated Person is" (check all that apply) |
| Yes r, | P 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 |
| 6. | vou control or are you controlled by the related person? |
| 6. 7. | |
| | you control or are you controlled by the related person? |
| 7. | you control or are you controlled by the related person? |
| 7. pf | 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 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)(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? 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. Country ZIP+4/Postal Code: |
| 7. pf | 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 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)(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? 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)(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? 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 2. City: State Country ZIP+4/Postal Code: |
| 7. pf \$. r- a | Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients 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)(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? 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 Country ZIP+4/Postal Code: If this address is a private residence, check this box. P Yes N (a) If the related person is an investment adviser, is it exempt from registration |
| 7. pf \$. r- & | 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 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)(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? 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. Country ZIP+4/Postal Code: Yes N |
| 7. pf \$. r- & | 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 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)(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? 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 Country ZIP+4/Postal Code: If this address is a private residence, check this box. P Yes N (a) If the related person is an investment adviser, is it exempt from registration If the answer is yes, under what exemption? Is the related person registered with a foreign financial regulatory authority with which the related person is registered. |
| 7. pf \$. r- & | Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients 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)(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? 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 1: Country ZIP+4/Postal Code: If this address is a private residence, check this box. P Yes N (a) If the related person is an investment adviser, is it exempt from registration of the related person registered with a foreign financial regulatory authority T CP |

person

share

the

same

location?

physical

File #: O2023-899, Version: 1 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-) Other Related Person's CRD Number (if any)dK Number's) (if any) ■ No Information Filed Related Person is: (check all that apply) r broker-dealer, municipal securities.dealer, or government securities broker or dealer b) r" other investment adviser (including financial planners) P registered municipal advisor c) P registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution r trust company (i) P accountant or accounting firm (k) r lawyer or law firm (I) 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 you controlled related person? рр person you and the related unde commor control7 p p qualified clients with Does related person act custodian for vour connection advisorv services provide clients? a) as рр 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) 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: State: Country. ZIP+4/Postal Code' If this address is a private residence, check this box- P Yes No related investment adviser, it registration7 рр

If the answer is yes, under what exemption'

b)

| File | #: (| 02 |)23 | -89 | 9, \ | /ers | ion: | 1 | | | | | | | | | | | | | | | | | | | |
|--|---|---|---|---|--|--|--|--|-------------------|----------|------------------|----------------------|----------|----------|---------|------------------|-----------------------------|--------------|-----------|----------|-----------|------------------------------|-------------|----------|-------|-----------|----------------------|
| a) | | Is | | the | e | | elated | l | ı | person | | regis | stered | | with | | а | | foreign | 1 | finaı | ncial | regula | tory | а | uthority | 7 |
| pp b) If | the a | answe | er is y | es, lis | t the | name a | and co | untry, | in En | glish of | each t | foreign fi | nancial | regulat | ory au | thority v | vith whi | ch the | related ¡ | person i | s registe | ered. | | | | | |
| Do | | | V0.11 | | | | nd | | | tho | | | lated | | | | tion File | d | ahara | | | any | | unonio | ad | | noroono ⁷ |
| Do p p | | | you | | | а | nd | | | the | | TE | elated | | | person | | | share | | | any | • | supervis | eu | | persons ⁷ |
| Do you | and | the re | elated | perso | on sh | are the | same | physi | ical lo | cation' | | | | | | | | | | | | | | | | | |
| Legal N | lame | of R | elated | Perso | on-Bl | _ACKR | OCK [| DIVPE | EP V, I | LLC | | | | | | | | | | | | | | | | | |
| Primary | Bus | siness | Nam | e of R | Relate | d Pers | on. BL | .ACKF | ROCK | DIVPE | PV, L | LC | | | | | | | | | | | | | | | |
| Related Other | l Pers | son's | SEC | File N | lumb | er (if ar | ıy) (e.g | g., 801 | I-, 8-, | 866-, 8 | 02-) or | r | | | | | | | | | | | | | | | |
| Related (a) CR | | | r (if ar | ıy): | | | | | | | | | | | | | | | | | | | | | | | |
| (b) Clk | (Nu | mber | s) (if | any): | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | No Info | rmation | Filed | | | | | | | | | |
| a) b) c) d) e) (0 g) h) (i) acc (k) (l) age (m) (n) dea (o) Yes No | F" P P P P P P P count P ency) P aller P | oth reg reg ma cool fut bal tru acciting fi lav ins | ker-d er inv istere istere ijor se mmod ures c nking counte rm vyer o uranc nsion Il esta | ealer, estmed multid security po ommi or thri npany ant or consulte brown syr | munn ent ac nicipa curitybase ol op jissior ift ins firm npany ultant oker c | dviser (al adviser (al advised ded swaj erator of merch titution or or | ecuritii includii inc | es dea ing fin dealer cipant modit | ancial y tradi | planno | ers) visor (w | whether runt), exclu | egistere | ed or ex | empt f | ent vehi | |)) | | | | | | | | | |
| 6 <i>Do</i> | you | conti | ol or a | are yo | ои сог | ntrollea | by the | e relat | ed pei | rson? | | | | | | | | | | | | | | | | | |
| 7. | | | Are | | | yo | ou | | | and | | t | he | | re | lated | | | person | | | under | | comm | on | | control? |
| ^ p | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. (a |) | | Doe | s th | ne | related | l pe | rson | act | as | а | qualified | cust | todian | for | your | client | s ir | n conn | nection | with | advisory | service | s you | provi | ide to | clients? |
| p p b) b) c) | p in m | p depei aintai | ndent ned a | (pursi t the i | uant relate | to rule . d perso | 206(4) on? |)-2(d)(| (5)) fro | m the | related | person a | and thu | s are no | ot requ | ired to o | <i>obtain a</i> ce respo | <i>surpr</i> | rise exam | nination | for your | otion that your clients' fur | nds or secu | | | | |
| c) | | umbe ity: | r and | Stree | t 1- | | | State | e: | | | | | | | nber an intry | nd Stree | t 2- | | ZIP | +4/Post | tal Code: | | | | | |
| | | | ddres | s is a | priva | ate resi | dence | | | box: P | | | | | | , | | | | === | | | | | | | Yes No |
| 9. (a) | | ne rel | ated p | ersor | ı is aı | n inves | tment | advise | er, is it | t exem | pt from | registra | tion? | | | | | | | | | | | | | | 1 69 140 |
| | | ne an | swer i | s yes, | , und | er what | exem | ption? | ? | | | | | | | | | | | | | | | | | | |
| 10. | (| (a) | | | | I | s | the | e | rela | ated | per | rson | re | gistere | d | with | | а | forei | gn | financia | l re | gulatory | , | authority | , ? |

File #: O2023-899, Version: 1 r?rac (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? 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 (ir any) (e.g., 801-, 8-, 866-, 802-) or Other Related Person's a) CRD Number (if any)-CIK Number(s) (if any)-No Information Filed Related Person is. (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) P registered municipal advisor 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 h) ; Р trust company (j) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) P pension consultant (n) P real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) P r r? sponsor, general partner, managmg member (or equivalent) of pooled investment vehicles ■ 6. Do you control or are you controlled by the related person? related control? рр 8. related person act as a qualified custodian for your clients in connection with advisory services you provide to clients¹⁷ рр 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 Tor 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* Number and Street 1: Number and Street 2: Ctoto 7ID+4/Doctol Codo

| Fil | e #: | O2023-89 | 99, Versi o | on: 1 | | | | | | | | | | | | |
|-----------------|---------------------------------|---|---|-------------------------------------|---------------|-----------------|----------------|------------|-----------------------------|------------|------------------|-------------|-------------|-------------|---------------|-------------------------------------|
| | , | ∪ιιγ. < If this address i | is a private resi | ગતા હ . idence, check | | | | Court | uy. | | ZIF 74/F | usiai Guui | ʊ . | | | |
| 9 p p |) | | (a) | If | the | related | person | is | an | investment | adviser, | is | it e | exempt | from | Yes No registration ⁷ |
| | | If the answer is y | es, under what | t exemption ⁷ | | | | | | | | | | | | |
| 10 | | s the related pers | - | _ | financial reg | gulatory author | rity ? CP (b) | | ver is yes, o Informatio | | nd country, in E | nglish of e | each foreig | gn financia | ıl regulatory | authority with |
| '11 | | Do | you | and | I | the | related | | persor | ı s | share | any | | supervi | sed | persons? |
| рp | | | | | | | | | | | | | | | | |
| ; | | 12 [| Do y | you | and | the | related | | person | share | the | | same | р | hysical | location ⁷ |
| pр | | | | | | | | | | | | | | | | |
| 11 | | Name of Related B PRIVATE OPF | | GP, LLC | | | | | | | | | | | | |
| [:] 2. | Relat | ary Business Nam led Person NDSII ATE OPPORTUI | В | | | | | | | | | | | | | |
| j 3 | Relate | ed Person's SEC | File Number (i | if any) (e.g., 8 | 01-, 8-, | | | | | | | | | | | |
| | 866-, Other | 802-) or r | | | | | | | | | | | | | | |
| :4 | | d Person's CRD Number (if | any): | | | | | | | | | | | | | |
| | b) | CIK Number(s) (| if any). | | | | | | | | | | | | | |
| | | | | | | | No I | nformatior | n Filed | | | | | | | |
| [5. | | r broker-deale | check all that ap er, municipal se ment adviser (ir | curities deale | - | | s broker or de | aler | | | | | | | | |
| | c) d) | r registered m | unicipal advisc | or P | | | regis | stered | | | secu | urity-based | d | | | swap |
| dea | d) | | ; | | | | | | | | | | | (| e) | Р |
| maj | (0 Pc | | | | advisor (wh | nether register | red or exempt | from regis | stration) | | | | | | | |
| | | | | | | | | | | | | | | | | |
| | 0) P (k) P (l) P (m) P | real estate broke sponsor or sync sponsor, genera | rm pany or agency ant er or dealer dicator of limite al partner, man | ed partnerships naging membe | er (or equiva | | | | nicles | | | | | | | Yes No |
| 6. p rr | | Do | you | control | | or | are | you | | controlled | by | | the | r | elated | person ⁷ |
| 7. | | Are | you | ı | and | th | e | relate | ed | person | | under | | comm | ion | control ⁷ |

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|----------|----------------|-----------------------------|--------------|--------------------------------------|------------------------|----------|------------|-----------------|-------------------|-------------------|---------------------------|-----------|----------|-------------|-----------|---------------|--------------|-----------|---------|-----|----------------------------------|
| 3. | (a) | Doe | es the | related | person | act | as a | a qualified | custodian | for | your c | lients | in co | onnection | with | advisory | services | you | provide | to | clients ⁷ |
| р | b) | If you are re | gistering d | or registere | ed with the | SEC a | nd you h | nave answere | d "yes," to qu | estion 8.(| (a) above | , have ye | ou overd | come the p | presump | tion that you | ı are not op | peration | ally | | |
| | b) b) c) | maintained a If you have a | at the relat | ted person | estion 8.(a | a) abov | | · | nd thus are no | d person' Numb | 's office re per and S | esponsib | | ustody of y | our clier | nts' assets: | 's or securi | ties that | t are | | |
| | | City. If this addre | ss is a pri | vate reside | State ence, chec | | ox: P | | | Count | try: | | | ZIP | +4/Posta | al Code. | | | | | |
| 9 o p | | | (a) | | ı | lf | the | related | person | is | an | inve | stment | advis | ser, | is it | exe | mpt | from | reg | Yes No istration ⁷ |
| | (b) | If the answer | is yes, un | der what e | exemption ⁷ | 7 | | | | | | | | | | | | | | | |
| 10. | (a) f (• | Is the related | person re | gistered w | vith a foreiç | gn finar | ncial regi | ulatory author | rity ⁷ | | | | | | | | | | | | |
| (b) | If the | e answer is y | es, list the | name and | d country, i | in Engli | ish of ea | ch foreign fina | ancial regulato | | rity with v Informat | | | l person is | register | ed. | | | | | |
| 11. | | Do | | you | | and | | the | related | d | per | rson | | share | | any | s | supervis | sed | ı | persons? |
| рр | | | | | | | | | | | | | | | | | | | | | |
| 12 | Do yo | u and the rela | ated perso | on share th | ne same ph | nysical | location' | ? | | | | | | | | | рр | | | | |
| 1. | Lega | | CKROCK | <i>son-</i> HAJAR PF JNITIES G | | | | | | | | | | | | | | | | | |
| 2 | Prima | | CKROCK | Related Pe HAJAR PF JNITIES G | RIVATE | | | | | | | | | | | | | | | | |
| 3- | Relat | ted Person's | SEC File N | Number (if | any) (e g., | , 801-, | 8-, 866-, | 802-) | | | | | | | | | | | | | |
| 4. | | ted Person's CRD Numbe | er (if any) | | | | | | | | | | | | | | | | | | |
| | b) | CIK Number | (s) (if any) |). | | | | | No | Informati | ion Filed | | | | | | | | | | |
| 5 | Relate | ed Person is. | (check all | that apply | ·) | | | | | | | | | | | | | | | | |

- P broker-dealer, municipal securities dealer, or government securities broker or dealer a)
- b) r other investment adviser (including financial planners)
- c) P registered municipal advisor
- d) P registered security-based swap dealer
- P major security-based swap participant
- commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- 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 (I) P insurance company or agency
- (m) P pension consultant
- (n) P real estate broker or dealer

| | | P sponsor or syndi P sponsor, genera | | | | cluding pooled inve | | | | | | | Yes No |
|------------|--------------|--|--------------------|---|------------------|-----------------------|---------------------|----------------------|------------------|---------------|-----------------|-------------------|----------------|
| 6. | | Do | you | control | or | are | you | controlled | by | | the | related | person? |
| p F | - | | | | | | | | | | | | |
| 7. | | Are | you | aı | nd | the | related | person | | under | C | common | control? |
| p (| 2 | | | | | | | | | | | | |
| 8. | (a) | Does th | ne related | person act | as a qual | lified custodian | for your o | clients in conr | nection with | advisory | services | you provide | to clients? |
| p F | > | | | | | | | | | | | | |
| | b) | If you are registering p | | | | | | | | | | | |
| | p) | independent (pursumaintained at the r | related person? | | | | | | | | | es that are | |
| | c) | If you have answer Number and Street | | | , provide the lo | cation of the related | Number and | | | | : | | |
| | | City: If this address is a | private residen | State' ce, check this bo | x: P | | Country: | | ZIP+4/P | ostal Code: | | | Yes No |
| 9. | (a) | If the related person | is an investme | nt adviser, is it ex | xempt from regi | stration? | | | | | | | 103140 |
| 9. | p p (b) | If the answer is yes, | , under what exe | emption? | | | | | | | | | |
| 10. | . (a) | Is the related person | n registered with | n a foreign financ | ial regulatory a | uthority ? CP (b) | If the answer is ye | es, list the name an | nd country, in E | English of ea | ch foreign fina | ancial regulatory | authority with |
| | whic | th the related person | is registered. | | | | No Inform | ation Filed | | | | | |
| 11. P (| | Do | you | and | the | related | d ре | erson | share | any | Si | upervised | persons |
| 12. p (| | Do | you | and | the | related | person | share | the | sa | me | physical | location |
| , | | | | | | | | | | | | | |
| 1 | | nl Name of Related F VATE EQUITY PAR | | (US) L P. | | | | | | | | | |
| 2. | Pers | ary Business Name on: PRIVATE EQUI | TY | | | | | | | | | | |
| 3. | | ited Person's SEC F | | ny) (e.g., 801-, 8- | -, 866-, 802-) | | | | | | | | |
| | | | , | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | , | | | | | | | | |
| | | | | | | | | | | | | | |
| 4. | Relai a) | ted Person's CRD Number (if an | ıy): | | | | | | | | | | |
| | b) | CIK Number(s) (if a | any): | | | No.1 | Information Filed | | | | | | |
| | | | | | | 140 1 | miormation r lieu | | | | | | |
| 5. | Rela | ted Person is: (chec P broker-dealer, n | | tios doalor or go | vernment secu | rities broker or dea | lor | | | | | | |
| | b) | P other investmen P registered muni | nt adviser (includ | _ | | nics broker of deal | ici | | | | | | |
| | c) | P registered secur | rity-based swap | | | | | | | | | | |
| | | P major security-b Commodity pool o P futures commiss | perator or com | | lvisor (whether | registered or exem | npt from registrati | on) | | | | | |
| | g) h) | P banking or thrift | | | | | | | | | | | |
| | (i) (j) l | r trust company ⊃ accountant or acc r lawyer or law firm | - | | | | | | | | | | |
| | | P insurance compa | | | | | | | | | | | |

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| Fi | le# | : O2023-89 | 9, Versio r | n: 1 | | | | | | | | | |
|------------------|----------------------------|--|--|---|--------------------|---------------------------------|-------------------|-------------|----------------|-------------------|------------------|----------------------|-----------------|
| | ` ' | | er or dealer dicator of limited | partnerships (or eq ging member (or eq | | | | | | | | | |
| 6. <i>p p</i> | | Do | you | control | or | are | you | control | lled | by | the | related | Yes No |
| Are | you a | and the related pers | son under comm | on control ⁷ | | | | | | | | | |
| | | | | | | | | | | | | | |
| 8. | | Does | the related | person act a | s a qualified | d custodian fo | or your clie | nts in | connection | with advis | sory services | s you provide | to clients |
| p | (b) | If you are regist | ering or registe | red with the SEC | and you have | answered "yes," | ' to question 8 | (a) abov | ve, have you | overcome th | ne presumption | that you are no | t operationally |
| рр | 1 | independent maintained at the | | 206{4)-2(d)(5)) from | n the related pers | son and thus are n | ot required to ob | tain a surp | orise examinat | tion for your cli | ents' funds or s | ecurities that are | |
| | (c) | If you have answ | ered "yes" to que | estion 8.(a) above, | provide the locati | | erson's office re | | for custody of | your clients' as | ssets. | | |
| | IVUI | City: | a private resider | State. | * P | | Country: | JOI 2. | ZIF | P+4/Postal Cod | de: | | |
| 9. | (2) | | · | ent adviser, is it exe | | ation? | | | | | | | Yes No |
| 0. | p p | ii iilo roiatoa poro | on is an investin | one advisor, to te oxe | ompt nom regiont | 34011. | | | | | | | |
| 9. | | If the answer is ye | | | | | | | | | | | |
| 10 | | Is the related pers ch the related pers | - | th a foreign financia | al regulatory auth | ority ⁷ CP (b) If th | | | ame and count | ry, in English o | of each foreign | financial regulatory | authority with |
| | | | | | | | No Information | n Filed | | | | | |
| 1 | 1 | Do | you | and | the | related | perso | n | share | an | у | supervised | persons |
| р | р | | | | | | | | | | | | |
| 1: | 2. | Do | you | and | theVe/atet | f per | son | share | the | s | ame | physical | location |
| р | р | | | | | | | | | | | | |
| 1 | - | al Name of Related K2020 PRIVATE O | | GP, LLC | | | | | | | | | |
| 2 | Per | mary Business Nan son: BLK2020 PRI PORTUNITIES GP | VATE | | | | | | | | | | |
| 3 | Rel | ated Person's SEC | File Number (if | any) (e g , 801-, 8-, | 866-, 802-) | | | | | | | | |
| | | ated Person's Number (if any): | | | | | | | | | | | |
| | (b) | CIK Number(s) (if | any): | | | | No Information | n Filed | | | | | |
| S | a) b) c) d) e) | P other investme P registered mu P registered sec P major security | municipal securi ent adviser (inclu nicipal advisor urity-based swap -based swap par | ities dealer, or gove ding financial planr o dealer | ners) | | n registration) | | | | | | |

g) P futures commission merchant

| Yes | (k) F (l) F (m)F (n) F (o) F s No P (p) F | P trust Paccountar Plawyer or Pinsurance Ppension of Preal estate Psponsor of | company or onsultant e broker or de r syndicator o general partne | ng firm agency ealer of limited p | oartnerships (o | or equivale | , | • | | | les | | | | | | | | | | |
|----------------------|--|---|---|--|--|-----------------------|-------------|-------------|-----------------|----------|------------|-------------|--------|---------------|-----------|--------------|----------|------|---------|----|----------|
| 6 | Doy | ou control | or are you co | ontrolled by | y the related p | person ⁷ p | | | | | | | | | | | | | | | |
| 7 | Are | | you | | and | | the | | relate | ed | | pers | son | | unde | er | cc | mmon | | | control |
| pр | | | | | | | | | | | | | | | | | | | | | |
| 8. | | (a) | Does | the rela | ated person | act a | as a d | qualified | custodian | for | your | clients | in | connection | with | advisory | services | you | provide | to | clients? |
| рp | b) b) c) | p p independ maintaine | lent (pursuan ed at the relat | t to rule 20 ted person | ed with the SE $\frac{(3)}{2}$ $\frac{(4)-2(d)(5)}{2}$ $\frac{(5)}{2}$ uestion 8.(a) a | from the re | elated pers | son and t | thus are not re | equirea | l to obta | in a surpr | ise ex | kamination fo | r your c | lients' fund | | | | | |
| City If th Nur | r: Sta nis ad mber (3) | dress ts a and Street | private reside 2: Country: | an investn | ment adviser, i | is it exemp | ot from reg | jistration? | ? (b) If the | | | | | | | | | | | | |
| 10. | (a) | Is the rela | ited person re | egistered v | · vith a foreign f e and country, | | - | | | ntory au | ithority v | vith which | the r | elated persor | n is regi | stered. | | | | | |
| 11. | Do | you and th | e related pers | son share | any supervise | ed persons | ? | | | No | Inform | ation Filed | t | | | | | | | | |
| 12 | Do y | ou and the | related perso | on share th | ne same physi | ical locatio | n? | | | | | | | | | | | | | | |
| 1. | | | f Related Per INFRASTRU | | P, LLC | | | | | | | | | | | | | | | | |
| 2. | | | ess Name of RASTRUCTU | | | | | | | | | | | | | | | | | | |
| 3. | Rela Oth | | n's SEC File | Number fir | r any) (e.g., 80 | 01-, 8-, 866 | 6-, 802-) o | r | | | | | | | | | | | | | |
| 4. | | ated Perso | | | | | | | | | | | | | | | | | | | |
| | a) | | mber (if any): | | | | | | | | | | | | | | | | | | |
| | b) | CIKNum | ber(s) (if any) | : | | | | | | | No | Informatio | n File | ed | | | | | | | |
| 5. | a) b) c) d) e) | P broke f" other P regis r~ regis P majo | r investment a tered municip tered security r security-bas | nicipal sec adviser (inc pal advisor /-based sv sed swap p | curities dealer cluding financ r vap dealer | ial planner | rs) | | | | registra | ation) | | | | | | | | | |

File #: O2023-899, Version: 1

File #: O2023-899, Version: 1

- 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
- (I) 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?

- Legal Name of Related Person OAA CUSTOM PARTNERSHIPS (GENPAR), LLC
- 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 lawver or law firm

| Fil | e # | : 02 | 2023-8 | 899, | Versio | on: 1 | | | | | | | | | | | | | | | | | |
|----------------|----------|------------------|-------------------------------|------------------------------|----------------------------------|---------------------|---------|------------|----------------|-----------------------------------|--------------|--------------------|------------------|-----------|----------|-------------|-----------|---------------|----------|------------|---------------|----------|----------------------|
| | No | P ir | ension co | compai onsultar broker | ny or agen nt or dealer | | erships | s (or equi | valent), exclu | iding pooled ir | nvestm | nent vehi | cles | | | | | | | | | | |
| (• | | P s | ponsor, g | jeneral | partner, m | anaging m | nembe | r (or equi | ivalent) of po | oled investme | nt vehi | icles | | | | | | | | | | | |
| 6 | Do y | ou cont | rol or are | you co | ntrolled by | the relate | d pers | son? | | | | | | | | | | | | | | | |
| 7. | | | Are | | you | | | and | t | the | r | elated | | | perso | n | | under | | com | mon | | control? |
| ^ p | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | | Does | the | related | person | act | as | a qualified | custodian | for | your | clien | ts in | COI | nnection | with | advisory | servi | ices yo | ou provid | de to | clients? |
| рр | | 16.,,,,,, | | | | ما در نام ما در الم | CEC | and | 6 a | ad "a. " ta su | , a a ti a m | 0 (2) 26 | 6. | | | | | ention that w | | | tianallı. | | |
| | b) | p p indep | endent (p | oursuan | t to rule 20 | 06(4)-2(d)(| | | | ed "yes," to qu and thus are n | | | | | | | | | | | | | |
| | b) c) | | | | <i>ted person</i> "yes" to qu | | a) abo | ve, provi | de the locatio | on of the relate | ed pers | son's offi | ce resp | onsible | e for cu | ustody of y | your clie | ents' assets | 1 | | | | |
| | c) | Numb City | er and S | treet 1. | | State | e- | | | | | ımber an untry. | d Stree | et 2- | | ZIP | +4/Pos | tal Code: | | | | | |
| | | If this | address | is a pri | vate reside | ence, chec | k this | box. P | | | | | | | | | | | | | | | Yes No |
| 9 | | | | (a) | | | lf | the | related | person | is | an | | investn | nent | advis | ser, | is i | it | exempt | from | re | egistration? |
| p _r | (b) | If the a | answer is | yes, un | der what e | exemption | ? | | | | | | | | | | | | | | | | |
| 10 | | | | | egistered w | | gn fina | ancial reg | ulatory autho | ority ? CP (b) | If the | answer i | s yes, I | ist the i | name | and count | try, in E | nglish of ea | ch forei | ign financ | cial regulato | ory auth | nority with |
| 11. | | cii tiie i | Do Do | 1501115 | you | | and | | the | relate | | No Infor | mation persor | | | share | | any | | SUDA | rvised | | persons ⁷ |
| рp | | | 20 | | , | | | | | rolato | - | | po.00. | | | ona.o | | ω, | | oupo | . 11000 | | porcono |
| | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | 2 Do | งดม ล ก ต | d the rela | ted pers | son share t | the same | nhysic | al locatio | n ⁷ | | | | | | | | | | | | | | |
| | р | , | | | | | ,, | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | | | ne of Rela S DELAW | | <i>rson.</i> RUST SPO | ONSOR LI | LC | | | | | | | | | | | | | | | | |
| ; 2 | Re DE | elated P | usiness Nerson. IS RE TRUS | HARES | | | | | | | | | | | | | | | | | | | |
| 3 | Rel | lated Pe | erson's S | EC File | Number (i | f any) (e g | , 801 | -, 8-, | | | | | | | | | | | | | | | |
| | 86 Ot | 6-, 802 her | -) or | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |

4. Related Person's

| File | #: | O2023- | 899, Ve | rsion: 1 | | | | | | | | | |
|--------------|----------|---------------------------------|------------------------------------|---|----------------------|---------------------|-------------------|-----------------|-------------------|----------------------|-------------------|------------------------|--------------|
| | a) | CRD Numbe | er (if any). | | | | | | | | | | |
| | b) | CIK Number | (s) (if any)- | | | | | No Informa | ation Filed | | | | |
| | | | | | | | | | | | | | |
| 5 | Rela | ited Person is: | (check all tha | at annly) | | | | | | | | | |
| . J. | a) | | | al securities deal | er, or governn | nent securities bro | oker or dealer | | | | | | |
| | | | | er (including finan | cial planners) | | | | | | | | |
| | c) d) | - | d municipal ad | lvisor sed swap dealer | | | | | | | | | |
| | e) | • | | swap participant | | | | | | | | | |
| | f) | | | tor or commodity | trading adviso | or (whether regist | ered or exempt f | from registra | tion) | | | | |
| | g) h) | l~" futures of r~ banking of | commission m | erchant | | | | | | | | | |
| | , | tution (0 f" | | | | | | | | | | | |
| | | pany | | | | | | | | | | | |
| | | | - | ı (k) r∼ lawyer o te broker or deale | | | | | | | | | |
| | | | | estment vehicles (| | | | | | | | | |
| equi | valen | t) of pooled in | vestment vehi | icles | | | | | | | | | V N- |
| | | | | | | | | | | | | | 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 |
| | | | | | | | | | | | | | |
| рр | | | | | | | | | | | | | |
| = ' 8 | 3. | (a) | Does th | e related per | son act a | as a qualified | d custodian | for your | clients in | connection with | advisory s | ervices you provide | to clients |
| | | | | | | | | | | | | | |
| рр | b) | If you are reg | gistering or reg | gistered with the S | SEC and you | have answered "j | es," to question | 8.(a) above | , have you over | come the presump | tion that you are | e not operationally | |
| | L. | p C | (| | 1) for my 46 or my 4 | l-4- d d | 46 | | | | -1:4-1 | | |
| | b) b) | | (pursuant to r at the related p | |)) trom the rel | atea person ana | tnus are not requ | uirea to obta | ın a surprise ex | amination For your | ciients' tunas d | or securities that are | |
| | c) | If you have a | nswered "yes | " to question 8.(a |) above, provi | de the location of | the related pers | son's office re | esponsible for o | ustody of your clier | its' assets: | | |
| | c) | Number and | Street 1: | 0 | | | | umber and S | street 2: | 710 . 4/0 | | | |
| .; | | City If this addres | ss is a private | State residence, check | | | Co | ountry. | | ZIP+4/Post | al Code- | | |
| | | | · | | | | | | | | | | Yes No |
| '9 | | | (a) | If | the | related p | erson is | an | investment | adviser, | is it | exempt from | registration |
| рp | | | | | | | | | | | | | |
| | (b) | If the answer | is yes, under | what exemption ⁷ | | | | | : | | | | |
| : 10 i | (a) I: | s the related to | person reaiste | red with a foreign | financial regu | ılatorv authoritv 7 | CP | | J | | | | |
| | , | | • | • | | | | ry authority v | vith which the re | elated person is reg | istered | | |
| | | | | | | | | No Informa | tion Filed | | | | |
| i | | 11. | Do | you | and | the | related | I | person | share | any | supervised | persons |
| | | | | | | | | | | | | | |
| рр | | | | | | | | | | | | | |
| \ | | 12. | Do | you | and | the | related | person | shar | e the | same | physical | location |
| | | | | | | | | | | | | | |
| рр | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | Lega | al Name of Re | lated Person- | | | | | | | | | | |
| | BAA | PRIVATE CA | PITAL 2002 (| GENPAR), LLC | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

 Primary Business Name of Related Person BAA PRIVATE

| F | File #: O2023-899, Version: 1 | | |
|----|---|---|---|
| | CAPITAL 2002 (GENPAR), LLC | | |
| 3 | Related Person's SEC File Number (if any) (e.g., 801-, 8 | | |
| | -, 866-, 802-) or Other | | |
| 4. | 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 broked by 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 register g) P futures commission merchant h) r~ banking or thrift institution (i) f trust company (j) Faccountant or accounting firm (k) Flawyer or law firm "(l) finsurance company or agency (m)Fpension consultant (n) Freal estate broker or dealer (o) Psponsor or syndicator of limited partnerships (or equivalent), excluding pooled (p) Psponsor, general partner, managing member (or equivalent) of pooled investre | red or exempt from registration) d investment vehicles | |
| 6. | . Oo 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 connect b) If you are registering or registered with the SEC and you have answered | | |
| | (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not req. c) If you have answered "yes" to question 8.(a) above, provide the location of the | quired to obtain a surprise examination for | your clients' funds or securities that are maintained at the related person |
| | 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: |
| 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?

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 location⁷

Yes No

| Fi | ile #: O2023-89 | 99, Version | : 1 | | | | | | | |
|------------|---|--|----------------------------|-----------------------|-------------------------|-------------|------|-----|---------|--------|
| r | r? | | | | | | | | | |
| r | r | | | | | | | | | |
| | | | | | | | | | | |
| Ye: | s No r | | | | | | | | | |
| 1. | Legal Name of Related BLACKROCK ASSET N | | RELAND LIMITED | | | | | | | |
| 2. | Primary Business Name | e of Related Perso | on- | | | | | | | |
| | BLACKROCK ASSET N | MANAGEMENT IF | RELAND LIMITED | | | | | | | |
| 3 | Related Person's SEC F | ile Number (if any | /) (e.g., 801-, 8-, | | | | | | | |
| | or | | | | | | | | | |
| | Other | | | | | | | | | |
| 4. | Related Person's a) CRD Number (if a | | | | | | | | | |
| | b) CIK Number(s) (if | f any)- | | | No Informa | ation Filed | | | | |
| 5. | b) P other investme c) P registered mu d) I" registered sec e) P major security (0 P commodity pool g) P futures commi h) P banking or thri (i) f~ trust company (j) P accountant or a (k) P lawyer or law fi (l) P insurance com (m) r pension consulta (n) P real estate brok | municipal securiti ent adviser (includ nicipal advisor urity-based swap -based swap parti operator or comm ssion merchant fit institution / ccounting firm rm pany or agency ant ker or dealer | | ther registered or ex | kempt from registration | on) | | | | |
| | (p) P sponsor, gener | al partner, manag | ing member (or equivalent) | of pooled investme | ent vehicles | | | | | Yes N |
| 6. p (' | Do ? | you | control or | are | you | controlled | by | the | related | persor |
| 7. | Are | you | and | the | related | person | unde | er | common | contro |
| рр |) | | | | | | | | | |

| Fi | le# | # : O2 | 2023- | 899 | , Versi | on: 1 | | | | | | | | | | | | | | | | |
|------------|--------------------------------|--|---|---|---|--|----------|--------------|----------------|--------------------|----------|----------------------|-------------|--------|-----------------|-------------|----------------|------------------------------|------------|---------|-----|----------------------|
| 8. | (a) | | Does | the | related | person | act | as a | qualified | l custodiar | n for | your | clients | in | connection | with | advisory | services | you | provide | to | clients? |
| рр | | ., | | | | | 252 | | | | | 241 | , | | ,, | | | | | ,, | | |
| | b) | p p | are regis | stering | or registere | ea with the | SEC | ana you n | ave answei | ea "yes," to t | questioi | 1 8.(a) al | oove, nave | you | overcome the | presum | ption that yo | ou are not c | peration | nally | | |
| | b) b) | | | | nt to rule 20 ated persor | | (5)) Tro | om the rela | ated person | and thus are | e not re | quired to | obtain a s | urpris | se examination | Tor yo | ur clients' fu | nds or sec | urities th | nat are | | |
| | c) | If you | have an | swered | d "yes" to q | | a) abo | ve, provid | e the location | on of the rela | | | | | for custody of | your clie | ents' assets: | | | | | |
| | c) | Numb City | er and S | treet 1 | | Sta | te- | | | | | lumber a country. | nd Street 2 | 2: | ZI | P+4/Po: | stal Code: | | | | | |
| | | | address | is a pr | rivate reside | | | box. P | | | | , | | | | | | | | | | V N |
| 9. | | (a) | | | If | the | r | elated | person | is | ar | 1 | investmen | t | adviser, | is | it | exem | pt | from | reg | Yes No gistration |
| рp | | If the a | newer ie | VAS II | nder what | | | | | | | | | | | | | | | | | |
| | (D) | | otion ⁷ FO | | N PRIVATE | | | | | | | | | | | | | | | | | |
| 10. | <u>(a)</u> p p | Is the r | elated pe | erson r | egistered w | vith a forei | gn fina | incial regu | latory autho | ority ⁷ | | | | | | | | | | | | |
| 10. | <u>(b) 'i</u> | Name | elrfCouin | Vy/Ehg | g^bifr | | ry, in E | English of e | each foreig | n financial rec | gulatory | / authorit | y with whic | ch the | e related perso | n is reg | | \'^ft-ft ¹ ^ "^^. | ¹y X>kj? | ²te;^ | | |
| | | | | | nk of Ireland nancial Cor | | ority | | | | | | | | | | | | | | | |
| 11. | | [| Do | | you | | and | | the | relat | ed | | person | | share | | any | | supervi | sed | | persons |
| pр | | | | | | | | | | | | | | | | | | | | | | |
| 12. p p | | 1 | Do | | you | and | | the | | related | | person | | sha | re | the | sar | me | phy | /sical | | location? |
| | | | | | | | | | | | | | | | | | | | | | | |
| | Pers MAN Rela | son: BLA NAGEM ated | ACKROC | K ASS NADA Pers | Related SET LIMITED son's | SI | EC | | File | Num | ber | | (if | | any) | | (e | g., | | 801-, | | 8- |
| 4 | <i>Relat</i> a) | <i>ted Pers</i> CRD Numb | | | | | | | | | | | | | | | | | | | | |
| | | (if any |)- | | | | | | | | | | | | | | | | | | | |
| | b) | 16226 CIK N | ∠ umber(s |) (if any | y)- | | | | | | | | | | | | | | | | | |
| | | <u>aK Nu</u> 10504 | | v^r^ | <u>vi;H-y,;-:- ri</u> | ^,:/^;^ | ^ ^ | vY.r£^b; | ^^^ | | | | | | ■ V^v | <u>^^.J</u> | <u> ?v</u> | ^_ ' ' 'i_ | | | | |
| | | 10304 | 139 | | | | | | | | | | | | | | | | | | | |
| 5. | a) b) c) d) e) (0 g) h) (i) Q) | P brown P composed P true P base P true r acceptance | oker-dea ner inves gistered gistered ajor secu mmodity tures cor inking or ist comp | ler, mustment munici security bar pool on mission thrift in any | adviser (independent of the control | curities dea cluding fina wap dealer participant commodity | ancial | planners) | | es broker or d | | from reg | istration) | | | | | | | | | |

File #: O2023-899, Version: 1 (I) 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 arc 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? 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 State-ZIP+4/Postal Code City. 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? (b) If the answer is yes, under what exemption? PRIVATE FUND ADVISER r 0~ rr

Yes No

<7 r

10. (a) Is the related person registered with a foreign financial regulatory authority ?

(b) U the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is

registered.

:: j:.:.: '- **=**: **= "'= "-'**y|-

Name of Courrtry/Ehglbh Name of

Canada - British Columbia Securities Commission

Canada - Manitoba Securities Commission

Canada - Alberta 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

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File #: O2023-899, Version: 1 Canada - Yukon Territories, Registrar of Securities 11 Do you and the related person share any supervised persons7 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-) 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 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⁻ trust company 0) F accountant or accounting firm (k) P lawyer or law firm I (I) 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 6. controlled related person? рр \7. related common control? f? P i 8. qualified custodian for clients in connection with advisorv provide

| (b) | If you are registering or regis | stered with | the SEC | and you ha | ave answered | d "yes," | to quest | on 8.(a) above, | have you ove | ercome t | he pres | umption that | you are n | ot operationally |
|-------------|---|---------------|-------------|----------------|------------------|-------------|-------------|---------------------|-----------------|------------|-----------|-----------------|------------|------------------|
| рр | | | | | | | | | | | | | | |
| i | independent (pursuant to rul maintained at the related perso | . , . | d)(5)) from | the related pe | erson and thus | s are not r | required to | o obtain a surprise | examination fo | r your cli | ents' fun | ds or securitie | s that are | |
| (c) | If you have answered "yes" to | question 8.(a | a) above, p | rovide the loc | cation of the re | elated per | son's offic | ce responsible for | custody of your | clients' a | assets: | | | |
| Nu | mber and Street 1: | | | | | N | lumber ar | nd Street 2. | | | | | | |
| | City. | State | е | | | C | Country | | ZIP+4 | Postal C | ode: | | | |
| | If this address is a private resid | dence, checl | k this box- | P | | | | | | | | | | |
| | | | | | | | | | | | | | | Yes No |
| ■ 9. | (a) | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | registration? |

| Fil | e #: | O2023-89 | 99, Versi c | on: 1 | | | | | | | | | |
|------|---|--|---|--|--|-------------------|-------------------|------------------------------|------------|-------------------|--------------------|-------------------|-------------|
| рр | | | | | | | | | | | | | |
| | (b) I | f the answer is ye | es, under what | exemption? | | | | | | | | | |
| . 10 | 10 |). (a) | | ls th | ne related | person | registered | with | а | foreign | financial | regulatory | authority |
| r f? | | f the answer is ye | es, list the name | e and country, | in English of each t | foreign financial | | ority with wh formation F | | lated person is r | egistered. | | |
| '11. | | Do | you | and | the | rela | ted | person | | share | any | supervised | persons? |
| рp | | | | | | | | | | | | | |
| 12. | | Do | you | and | the | related | person | | share | the | same | physical | location? |
| рр |) | | | | | | | | | | | | |
| | | Name of Related RECT LENDING VIII-S, I | MM | | | | | | | | | | |
| | Prima Relate LEND | | LLC | | Busin Person | | | | | Name TCP | | | o DIRECT |
| 3. | Relate | d Person's SEC F | File Number (if | any) (e.g , 801 | -, 8-, 866-, | | | | | | | | |
| | 802-) o Other | or | | | | | | | | | | | |
| 4 | | d Person's CRD Number (if a | nny)- | | | | | | | | | | |
| | b) (| CIK Number(s) (if | any): | | | | | | | | | | |
| | | | | | | ſ | No Information F | iled | | | | | |
| | g) f- h) F h) ((h) C account h) ((agenc h) ((consult h) ((dealer (o) Psi | broker-dealer of their investment of registered mutor registered ser of major security ommodity pool of ommo | nent adviser (incunicipal advisor curity-based swap perator or compilission merchaninstitution by remaining the compilism or compilism | urities dealer, cluding financia vap dealer participant modity trading a | or government sectial planners) advisor (whether re | gistered or exen | npt from registra | tion) | | | | | |
| ra | | | | | | | | | | | | | |
| r t? | (p) Ps | ponsor, general p | oartner, managi | ng member (o | r equivalent) of poo | led investment v | vehicles | | | | | | |
| 6. | Do you | u control or are ye | ou controlled by | v the related pe | erson ⁷ | | | | | | | | |
| 7. | Are yo | u and the related | l person under | common contr | ol ⁷ | | | | | | | | |
| | b) If | f you are registeri | ing or registere | d with the SEC | dian for your clients and you have ans om the related pers | wered "yes," to o | question 8.(a) at | oove, have y | you overco | ome the presum | | | |
| | | naintained at the | | | o the related pers | on and thus die | stroganou to | Salani a sui | chai | auomior you | . s.ionto lunus Ul | SSSAINISS WAT AIC | |

| Fil | e # : O2023-8 | 399, Versi o | on: 1 | | | | | | | | |
|------------|--|---|--|---|--|---|-------|--------------------|------|------------|----------------------|
| Yes r r | c) Number and Str City: If this address i | reet I. | State* , ence, check this be | | | umber and Street : ountry. | | ZIP+4/Post | | | |
| | (a) If the related pers | | | xempt from regis | stration? (b) | | | | | | |
| | (a) Is the related pe | rson registered w | vith a foreign finan | cial regulatory au | uthority ⁷ | | | | | | |
| (b) | If the answer is yes, | list the name and | I country, in Englis | sh of each foreig | n financial regulatory a | uthority with which No Information F | | person is register | red. | | |
| 11 | Do | you | and | the | related | person | | share | any | supervised | persons ⁷ |
| ۸P | | | | | | | | | | | |
| 12. | Do | you | and | the | related | person | share | the | same | physical | location? |
| ^ f. | | | | | | | | | | | |
| | Legal Name of Relate INVESTMENT INCO (GENPAR), LLC | | | | | | | | | | |
| | Primary Business Na CO-INVESTMENT IN (GENPAR), LLC | | erson | | | | | | | | |
| 3 | Related Person's SE | C File Number (if | any) (e g., 801-, 8 | 3-, 866-, | | | | | | | |
| | 802-) or Other | | | | | | | | | | |
| Rela | ated Person's | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| a) | CRD Number (if any | <i>(</i>). | | | | | | | | | |
| b) | CIK Number(s) (if ar | | | | | | | | | | |
| 5. | b) P other invest c) P registered n d) P registered s e) P major secur (0 P commodity pc g) P futures com h) f~ banking or u (i) P trust compa 0) P accountant or (ii) P lawyer or law (ii) P linsurance co (m) P pension cons (n) P real estate br (o) P sponsor or s | er, municipal seci ment adviser (inc nunicipal advisor ecurity-based sw ity-based swap p pool operator or co mission merchan thrift institution ny r accounting firm of firm impany or agency ultant oker or dealer yndicator of limite | urities dealer, or geluding financial plant plan | anners) advisor (whether r equivalent), exc | rities broker or dealer registered or exempt for exempt | ent vehicles | | | | | |

6. Do you control or are you controlled by the related person? p

Yes No

| File | #: | O2023- | -899, | Version | on: 1 | | | | | | | | | | | | | | | | |
|---------------|--|--|--|---|---|---------------------|------------|-----------|-----------------------------------|----------|---------------------|-------------------|------|-------------|-----------|---------|-----------|--------|----------|----|-----------------|
| 7. | | Are | | you | | and | | the | rela | ated | | person | | unde | r | con | nmon | | control? | | |
| рp | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | Does | the | related | person | act | as a | qualified | custodian | Tor | your | clients in | con | nection | with ad | visory | services | you | provide | to | clients? |
| <i>p (•</i> t | p | p | | | | | • | | ed "yes," to qu and thus are n | | , , | | | · | • | • | | | • | | |
| |) m () If (() N(| aintained at | the relanswered Street r | ted person "yes" to qu | n? uestion 8.(a State | a) above e: | e, provide | | n of the relate | ed perso | | responsible | | stody of yo | | assets: | | | | | |
| 9 | | | (a) | | If | f f | the | refated | person | is | an | investm | nent | advise | r, is | it | exem | pt | from | | Yes No tration? |
| рр | b) Iftl | he answer is | s vos un | der what e | yemption? | , | | | | | | | | | | | | | | | |
| 10. | | a) | s yes, un | ls | the | | elated | person | registe | ered | with | а | for | eign | financial | r | egulatory | aı | ıthority | ? | |
| pр | , | | s yes, lis | | | | | · | n financial reg | ulatory | authority | with which t | | | | | 3 , | | , | | |
| 11. p p | | Do | | you | and | | the | | related | | No Inform person | ation Filed sh | are | á | any | sup | ervised | | persons? | | |
| 12. p p | | Do | | you | and | | the | | related | p | erson | sha | are | th | ne | same | e | physic | cal | lo | ocation? |
| 2. F F F III | Primary Person. NVEST Related 66-, 80 r Other (if 29) CF | Alame of Rela ROCK CAP A Business N BLACKRO IMENT ADV I Person's S D2-) 801 - 11 A Person's RD Number any): 90336 IK Number(s | ITAL IN\ Iame of CK CAP /ISORS, EC File I I2118 | /ESTMEN Related ITAL LLC Number (if | | | | | | | | | | | | | | | | | |
| | a) F b) F c) I' d) F e) F (0Pcoi | o other inv registere registere major se mmodity poe futures c banking | lealer, may estment ed municed security-based operate commiss or thrift impany | unicipal se t adviser (i cipal adviso ity-based s ased swap tor or comi ion mercha institution | ecurities de ncluding fir or swap deale participan modity trad | nancial r t | planners |) | es broker or d | | egistration |) | | | | | | | | | |

(k)Plawver or law firm

| Fil | e #: O2023-899, Version: 1 |
|------|--|
| | (I)Pinsurance company or agency (m)Ppension 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? |
| | 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 independed (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 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. |
| 11 | No Information Filed Do you and the related person share any supervised persons? |
| 12 | Do you and the related person share the same physical location? |
| | |
| | |
| Yes | No. |
| rr | |
| r? | |
| rä | ocr |
| | |
| r rr | No |
| 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 |

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3 Related Person's SEC File Number (if any) (e g., 801-, 8-, 866-, 802-)

| 1 110 m. OZOZO-OSS, VCISIOII. | File #: | O2023-899, | Version: | 1 |
|-------------------------------|---------|------------|----------|---|
|-------------------------------|---------|------------|----------|---|

| 4 K | a) CRD Number (if | f any): | | | | | | | | | | | |
|--------------------------------|---|---|--------------------------------------|------------------|-----------------|--|--------------------------------|---------------|-----------------------------|-----------|-----------------------|-----------|--------|
| b |) CIK Number(s) | (if any). | | | | No Information Filed | | | | | | | |
| R a b c d | b) P other investre c) P registered m | r, municipal sec nent adviser (inc unicipal advisor | curities dealer, cluding financia | • | securities bro | ker or dealer | | | | | | | |
| g) h) h) h) acco h) h) ager h) | P commodity poor P futures commis P banking or thrif 0) Ptrust compan 0) Paccountant or ounting firm (k) Plawyer or law (l) Pinsurance concey (m) Ppension cons preal estate breer r sponsor or syn | ssion merchant It institution y r firm mpany or sultant oker or | mmodity tradin | (or equivalent) | , excluding po | d or exempt from reg oled investment vehi estment vehicles | | | | | | | |
| | you control or are you | | | | | | | | | | | | |
| p p | Door the related po | oroon oot oo o g | ualified austodi | on for your olic | onto m connoc | tion with advisory on | rvinos vou prov | vida ta alian | uto? | | | | |
| a) p p b) | If you are registering p | ng or registered | with the SEC a | and you have a | nswered "yes, | " to question 8.(a) at | oove, have you | overcome | the presump | | | | |
| b) b) | maintained at the re | elated person? | | | | s are not required to | | | | | r securities that are | | |
| c) c) | If you have answere Number and Street City. If this address is a | 1: | State: | | location of the | related person's offi Number a Country: | ce responsible nd Street 2: | for custody | y of your clie ZIP+4/Pos | | | | |
| a) | If the related persor | n is an investme | nt adviser, is it | exempt from r | egistration? | | | | | | | | Yes No |
| P p b) | if the answer is yes | , under what ex | emption? | | | | | | | | | | |
| | (a) | ls | the | related | person | registered | with | а | foreign | financial | regulatory | authority | 1 |
| p p. (b) i | if the answer is yes, | list the name ar | nd country, in E | inglish or each | foreign financ | ial regulatory author | ty with which to | he related p | person is reg | gistered. | | | |
| Do p p | you | and | the | relat | ed | person | share | any | S | upervised | persons? | , | |
| p p | Do | you | and | the | related | person | share | the | : | same | physical | location? | |
| | | | | | | | | | | | | | |

File #: O2023-899, Version: 1

answer is ves. under what exemption?

rc?rr

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 CRD Number (if any)-132205 CIK Number(s) (if any): No Information Filed Related Person is. (check all that apply) a) Р broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) c) registered municipal advisor P registered security-based swap dealer major security-based swap participant e) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant g) Pbanking or thrift institution (0P trust company P accountant or accounting firm (k) Plawver or law firm (I) Vinsurance company or agency (m) P pension consultant (n) Preal estate broker or dealer (o) P"sponsor 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? 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 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 refated person and thus are not required to obtain a surprise examination for your events' funds or securities that are maintained at the related person? 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-State. 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? (b) If the

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File #: O2023-899, Version: 1 Yes No ra 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 Nalfne of Countr^ V 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 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-) Other 4 Related Person's CRD Number (if any). 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 P other investment adviser (including financial planners) P registered municipal advisor c) d) P registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (0 P rutures commission merchant g) P banking or thrift institution (i) P trust company 0) accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) P (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 rc? related person under common control? (7 C Does the related person act as a qualified custodian Tor your clients in connection with advisory services you provide to clients? c C7 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 f- (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?

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'

| riie i | #: O2023- | 899, Ver s | sion: 1 | 1 | | | | | | | | | | | |
|--|--|--|---|---------------------------------------|--|------------------|------------|---------------|---------------|-----------|------------|---------|-----------|---------|-------------------------------|
| c) | City: | Street 1: s is a private re | | State: heck this box | x: P | | Num Cou | nber and Stre | eet 2: | ZIP+4 | /Postal Co | ode: | | | |
| | 9. | (a) | | If th | he related | person | is | an | investment | adviser, | is | it | exempt | from | Yes No registration' |
| <i>c C</i> |) If the answer is | yes, under wh | nat exempti | on? | | | | | | | | | | | |
| | 10. (a) | | ls | the | related | person | registe | red v | rith a | foreign | fin | nancial | regulator | ν | authority 7 |
| <i>C (7</i> (b |) If the answer is | s yes, list the n | | | | · | ulatory a | | which the rel | | | | J | | , |
| 11. | Do | you | , | and | the | related | 1 | person | | share | an | y | supervis | sed | persons? |
| (7 c | | | | | | | | | | | | | | | |
| ; | 12. | Do | you | and | the | related | | person | share | e t/ | he | same | ph | nysical | location? |
| (7 C | | | | | | | | | | | | | | | |
| of Pe G. (G | egal erson: AIA SENPAR), .C | | | | | | | | | | | | | | Name Related BAA IMC |
| Re | rimary Business N elated Person: BA IC (GENPAR), LL | A GAIA | | | | | | | | | | | | | |
| !3. Re | lated Person's SE | C File Number | r (if any) (e. | .g., 801-, 8-, | 866-, 802-) | | | | | | | | | | |
| <i>4. Re</i> | elated Person's CRD Number | (if any): | | | | | | | | | | | | | |
| b) | CIK Number(s | s) (if any)- | | | | | N | o Informatio | n Filed | | | | | | |
| '< (a b) c) d) e) (0 g) h) (i) (k (l) (m (n (o | P other inves P registered P registered P major sect. P commodity P futures cor P banking or P trust comp P accountant of P lawyer or la | er, municipal s strment adviser municipal advises security-based urity-based swa bool operator o numission merc thrift institution any or accounting fi w firm ompany or age sultant broker or deale syndicator of lin | ecurities de (including f sor I swap deal ap participa r commodit hant n irrm | financial plan ler int ty trading adv | visor (whether req quivalent), exclud | gistered or exen | npt from i | | | | | | | | Yes No |
| 6. c (7 | | Do | , | you | control | or | are | you | co | entrolled | by | tf | he | related | person? |

Are you and the related person under common control?

File #: O2023-899, Version: 1

| 8. pp | (a) | Does t | the related | person act | as a qu | alified custodiar | n for your cl | ents in co | onnection with | advisory ser | vices you provide | to | clients ⁷ |
|----------|---|--|--|--|-------------------|---|--------------------------------------|-----------------|----------------------|---------------------|--------------------|----|----------------------|
| | b) | If you are register | ing or register | red with the SEC a | and you have ar | nswered "yes," to q | uestion 8.(a) above, | have you over | come the presump | tion that you are | not operationally | | |
| | b) b) | | | | m the related pe | erson and thus are | not required to obtai | n a surprise ex | amination for your | clients' funds or s | ecurities that are | | |
| | c) | | • | | ve, provide the I | location of the relat | ted person's office re | sponsible for c | ustody of your clier | nts' assets. | | | |
| | c) | Number and Stree | et 1: | | | | Number and St | reet 2" | | | | | |
| | | City. If this address is a | a private resid | State: lence, check this l | box: P | | Country | | ZIP+4/Posta | al Code: | | | Yes No |
| 9. | (a) | If the related perso | on is an invest | ment adviser, is it | exempt from re | gistration? | | | | | | | res inc |
| 0 | p p | If the energy is yes | | avamentian? | | | | | | | | | |
| 9. | (b) | If the answer is yes | s, under what | exemption? | | | | | | | | | |
| 10. | (a) r f? | Is the related person | on registered | with a foreign fina | ncial regulatory | authority? | | | | | | | |
| 10. | (b) | If the answer is yes | s, list the nam | e and country, in | English of each | foreign financial re | egulatory authority w No Informat | | lated person is reg | istered. | | | |
| 11 | | Do | you | and | the | relate | ed pers | on | share | any | supervised | ţ | persons ⁷ |
| Pр | | | | | | | | | | | | | |
| 12. | | Do | you | and | the | related | person | share | the | same | physical | ı | ocation ⁷ |
| Pр | | | | | | | | | | | | | |
| 2 | Prim. BAA Relat 802- Othe | | FFUND III (GI e of Related F FFUND III (GI File Number (i | Person. ENPAR), LLC | 8-, 866-, | No | o Information Filed | | | | | | |
| | | | | | | | | | | | | | |
| 5 | a) b) c) d) e) (0 F g) h) (i) (0) F (k) (I) (m) F (n) (o) F | P other investment P registered mun P registered secut P major security- C commodity pool P futures commis P banking or thrif P trust company C accountant or ac P lawyer or law fin P insurance comp pension consultat P real estate brok C sponsor or syndia | municipal sec int adviser (ind icipal advisor urity-based sw based swap p operator or co sion merchar ft institution cocounting firm m pany or agence ant icer or dealer icator of limite | cluding financial properties dealer, or good cluding financial properties and cluding financial properties articipant commodity trading and cluding financial properties are considered as a cluding financial properties are cluding for the cluding financial properties are cluding from the cluding financial properties are cluding from the cluding fro | advisor (whether | urities broker or de er registered or exe ccluding pooled inve f pooled investment | empt from registration |)) | | | | | |
| 6 | Do | you | С | control | or | are | you | controlled | by | the | related | | Yes No person? |

| File | #: O2023-899 | 9, Versi | on: 1 | | | | | | | | |
|--------------------|--|------------------|--------------------------------|--------------------|---------------------|------------------------------------|-------------------------------|-------------------|----------------------|----------------------|--------------------|
| p ^ | | | | | | | | | | | |
| 7 Ar | e you | u | and | the | rela | ated | person | | under | common | control |
| 8 (a) | Does the | e related | person act a | s a qualifie | ed custodian | for your c | lients in co | onnection wit | h advisory s | ervices you | provide to clients |
| p p b) | If you are registerin | ng or registere | ed with the SEC and | ' you have answe | ered "yes," to ques | stion 8.(a) above | e, have you ove | rcome the presu | ımption that you a | re not operational | lly |
| b) | p p independent (pursu | ant to rule 20 | 06(4)-2(d)(5)) from th | ne related persor | n and thus are not | required to obta | ain a surprise ex | xamination for vo | our clients' funds o | or securities that a | are |
| b) | maintained at the re | | | | | , | | | | | |
| c) | If you have answere Number and Street | | uestion 8.(a) above, | provide the local | tion of the related | person's office in Number and S | | custody of your | clients' assets: | | |
| , | | | | | | | | | | | |
| | City: | a privata rasir | State: dence, check this bo | v D | | Country: | | ZIP+4/ | /Postal Code: | | |
| 9 (a | | | | | tration? | | | | | | Yes N |
| 9 (a | , | i is all lilvesu | nent auviser, is it ex | empt from regis | uauon: | | | | | | |
| 9 (b |) If the answer is yes, | under what | exemption' | | | | | | | | |
| 10 (a |) Is the related persor f? | n registered v | with a foreign financi | al regulatory aut | hority ⁷ | | | | | | |
| 10 (b |) If the answer is yes, | list the name | e and country, in Eng | glish of each fore | eign financial regu | | with which the relation Filed | elated person is | registered. | | |
| 11. <i>r? C</i> | Do | you | and | the | related | ре | erson | share | any | supervise | ed persons |
| 12. <i>C? C</i> | Do | you | and | the | related | person | share | the | same | phys | ical location |
| | | | | | | | | | | | |
| | egal Name of Related F JLLIVAN WAY PRIVA | | UNITIES GP, LLC | | | | | | | | |
| Pe | imary Business Name erson: SULLIVAN WAY PPORTUNITIES GP, L | PRIVATE | | | | | | | | | |
| 3. Re | elated Person's SEC Fi | ile Number (i | f any) (e g., 801-, 8-, | | | | | | | | |
| | 6-, 802-) or her | | | | | | | | | | |
| 4. <i>Re</i> | elated Person's CRD Number (if an | ıy): | | | | | | | | | |
| b) | | | | | | | | | | | |
| | | | | | No Ir | nformation Filed | | | | | |
| 5. Re | elated Person is (check | k all that app | ly) | | | | | | | | |
| a) b) | | | curities dealer, or gov | | ies broker or deale | er | | | | | |
| c) | P registered munic | cipal advisor | | 11013) | | | | | | | |
| d) e) | P registered security-b | | | | | | | | | | |
| (0 g) | P commodity pool of P futures commiss | | - | visor (whether re | gistered or exemp | ot from registrati | on) | | | | |
| h) | P banking or thrift | | | | | | | | | | |
| | stitution (0 P trust mpany | | | | | | | | | | |
| (j) | P accountant or acc | - | | | | | | | | | |

| F | ile #: | : O2023- | 899, Versi | on: 1 | | | | | | | | | | | | | | |
|---------|------------------------------------|---|--|--|--------------------|-----------------|----------------|------------|-------------------|-------------------------------|---------------|------------|-------------|--------------|------|---------|-----|-----------|
| | (m) r (n) F (o) F | pension cons real estate b sponsor or s | | ed partnerships | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | Yes No |
| 6. C | f? | Do | you | control | | or | are |) | /ou | control | led | by | | the | re | elated | | person |
| | | you and the rela | ated person under | r common cont | rol ⁷ C | | | | | | | | | | | | | |
| | | _ | | | | o gualified | quotodian | for | VOUR | olionto in | connection | with | odvison | , convices | VOL | provido | to | olionto |
| 8. | . , | Does | the related | person a | ct as | a qualified | custodian | for | your (| clients in | connection | with | advisory | services | you | provide | to | clients? |
| p1 | b) b) b) c) | p p independent (maintained at If you have an | stering or register oursuant to rule 2 the related person swered "yes" to q | 206(4)-2(d)(5)) i n ⁷ * | from the re | elated person a | and thus are n | not requir | red to obt | ain a surprise | examination | for your | clients' fu | nds or secui | | | | |
| | c) | Number and S City: | | State- | | | | | mber and untry | Street 2. | ZI | IP+4/Pos | tal Code: | | | | | |
| | | If this address | is a private resid | lence, check th | is box P | | | | | | | | | | | | | Yes No |
| 9 p | C | | (a) | If | the | related | person | is | an | investmer | nt advi | iser, | is | it exe | empt | from | reg | istration |
| 1 | (b) I | f the answer is | erson registered w yes, list the name ed person share a ed person share th | e and country, | in English | of each foreign | | | | with which the ition Filed | related perso | on is regi | istered | | | | | |
| | | al Name of Rela NGE 2015 DIS | ated Person- LOCREDIT FUND | D (GENPAR), I | LC | | | | | | | | | | | | | |
| 2. | -ORA | , | ame of Related P SLOCREDIT FUN | | | | | | | | | | | | | | | |
| 3. | Relat | ted Person's SI | EC File Number (i | if any) (e g., 80 | 1-, 8-, | | | | | | | | | | | | | |
| | 866-, Other | 802-) or r | | | | | | | | | | | | | | | | |
| 4 | | ed Person's CRD Number | (if any). | | | | | | | | | | | | | | | |
| | b) | CIK Number(s |) (if any)- | | | | | | | | | | | | | | | |
| | | | | | | | No | Informa | tion Filed | | | | | | | | | |
| 5 | a) b) c) d) e) (0 P | l' broker-deal P other inves P registered of P registered of P major secu | check all that app er, municipal secu tment adviser (inc municipal advisor security-based sw rity-based swap pool operator or co | urities dealer, c cluding financia /ap dealer participant pommodity tradii | l planners | ;) | | | registrati | on) | | | | | | | | |

h) P banking or thrift institution

| Fi | le # | #: O2023-899, Ve r | sion: 1 | | | | | | | | | | | |
|-----------|---------------------------------|--|----------------------------------|---------------|------------------------------|--------------------|------------------------------|-------------|------------------|----------------------|---------------|----------------|------|----------|
| | (k) (l) (m) (n) (o) | P trust company P accountant or accounting f P lawyer or law firm P insurance company or age r pension consultant P real estate broker or deale P sponsor or syndicator of lir P sponsor, general partner, r | ency er mited partnerships | | | | | | | | | | | Yes No |
| 6 | Do | you | control | or | are | you | | controlled | | by t | he | related | | person |
| рр | | | | | | | | | | | | | | |
| 6 | 7. | | Are | you | and | the | | related | perso | on un | der | common | | control |
| рр | | | | | | | | | | | | | | |
| 8 | (a) | Does the relate | ed person act | as a | qualified cu | stodian for | your clie | ents in | connection | with advisory | services | you provide | e to | clients? |
| рр | b) | If you are registering or regis | stered with the SEC | and you ha | ve answered "ye | es," to question & | .(a) above, | have you | overcome the p | presumption that y | ou are not o | perationally | | |
| | b) | p p mdependent (pursuant to rule | | om the relat | ed person and th | nus are not requi | red to obtail | n a surpris | e examination i | for your clients' fu | nds or securi | ities that are | | |
| | b) c) | maintained at the related per If you have answered "yes" to | | ove, provide | the location of t | the related perso | n's office re | sponsible | for custody of y | our clients' asset | 5. | | | |
| | c) | Number and Street r City | State- | | | <i>Num</i> Coui | ber and Str | reet 2: | 710. | +4/Postal Code. | | | | |
| | | If this address is a private re- | | box. P | | Coul | iu y | | ZII | 14/1 Ostal Gode. | | | | |
| 9 | (a) | If the related person is an inve | estment adviser, is | it exempt fro | om registration ⁷ | | | | | | | | | Yes No |
| • | p p | If the construction of the | | | | | | | | | | | | |
| 9 | | If the answer is yes, under wh | | | | | | | | | | | | |
| 10 | (a) pr. | Is the related person registere | ed with a foreign fin | ancial regula | atory authority [/] | | | | | | | | | |
| 10 | (b) | If the answer is yes, list the na | ame and country, n | n English of | each foreign fina | | authority wi o Informatio | | e related perso | on is registered. | | | | |
| 11 p p | | Do you | and | | the | related | pers | | share | any | \$ | supervised | | persons? |
| | | ou and the related person shar | ro the same physic | al location? | | | | | | | | | | |
| 12 | ро ус | ou and the related person shar | e trie same priysic | ai iocation | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| 1. | | al Name of Related Person: ACKROCK PRIVATE EQUITY | NM II I I C | | | | | | | | | | | |
| 2 | | nary Business Name of | NIVI II, LLC | | | | | | | | | | | |
| - | Rel | ated Person : BLACKROCK | | | | | | | | | | | | |
| 3. | Rela | ated Person's SEC File Numbe | er (if any) (e g., 801 | -, 8-, | | | | | | | | | | |
| | 866 Oth | i-, 802-) or er | | | | | | | | | | | | |
| 4. | Rel | ated Person's | | | | | | | | | | | | |
| | a) | CRD Number (if any): | | | | | | | | | | | | |
| | b) | CIK Number(s) (if any): | | | | No Informa | ation Filed | | | | | | | |
| _ | Б. | atad Barrari ira (d. 1800) | | | | | | | | | | | | |
| 5. | Rela a) | ated Person is: (check all that a P broker-dealer, municipal | | or governme | ent securities bro | ker or deafer | | | | | | | | |

b) P other investment adviser (including financial planners)

| Fi | le# | # : (| Э2 | 02 | 3-8 | 399 | 9, ' | Ve | ersi | ior | n: ´ | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-------------------|--------------------------------|--------------------------------------|---|--|--|--|---|--------------------------|--|-------------------------------|--------------------------|-------------------------------|-------------------------------|-------|--------|--------|-------|-------|--------|-------|-------|--------------|-------|----------------------|----------------------------|--------|--------|-----------------------|----------------|------------------------|------|--------|--------|-------|-------|---------|---------|------------|--------|----|-------|-------|---------|---|----|---------|
| Yes rf | (k) (l) age (m) (n) dea (o) No | P P aller P | reimacoo fut ba tru accing f lav Ins | ajor sommotures ankin ust co-cour irm wyer suran al es | red secu- odity cor g or mp tan or la nce tate | security- poor poor poor thrir any t or aw f com nsu bro syn | urity bas bl op ssion ft ins irm pan ltant ker dica | ed spera n m stitu | sed s swap tor c erch tion | swap o par or co ant | p dea rticipa ommo | ant odity | y trac | os (o | or equ | uiva | alent | t), e | ≽xclı | udir | ng p | oole | ed in | vest | tme | nt ve | | | on) | | | | | | | | | | | | | | | | | |
| 6. | " / | | | | | | | | | | he re | | | | | uive | 21011 | , 0 | , pc | .0.0 | | V OO. | | | 51110 | 100 | | | | | | | | | | | | | | | | | | | | |
| 7. | , | | | Are | 9 | | | | yc | ou | | | | ar | nd | | | | | the | , | | | | re | lated | 1 | | | | pei | rson | | | | una | er | | | , | comn | non | | | | control |
| рC | ; | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | (a) | 1 | | Do | es | th | е | rel | ated | ı | perso | n | act | t | as | а | q | qual | lified | d | cus | stod | ian | fc | or | you | ır | clie | ents | in | | conn | ectio | י ר | with | ad | visor | у | servic | es | you | ı | provide | Э | to | clients |
| p fî | b) b) c) c) | p p inc ma If y Nu Ci | o depe ainta ou h imbe ty: | ender nined nave er an | at to at to ans | <i>ursu</i> he ri wer reet | uant elate ed " 1: | to r ed p yes | rule 2 perso " to o | <i>206(</i> on? ques | (4)-2(| <i>(d)(8</i> 8.(a State | <i>5)) fro</i> a) ab e: | om i | the re | relate | ted p | pers | son | and | d thu | ıs aı | re no | <i>ot re</i> d pe | e <i>qui</i> erso Nu | ired t | office | <i>btain</i> e res | a su | <i>irpri:</i> sible | se e | exam | inatio | n for | youi | r clier | nts' fu | ınds s: | or sec | | | | | | | Yes N |
| 9. | (a) p p | If th | e re | lated | per | son | is a | ın in | vest | mer | nt adv | /ise | r, is | it ex | emp | ot fro | om r | regi | istra | tior | n? | | | | | | | | | | | | | | | | | | | | | | | | | |
| 9. | (b) | If th | e an | swe | ris | es, | und | ler v | what | exe | emptio | on? | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 10. | (a) p p | Is th | ne re | elated | d pe | rsor | reç | jiste | ered | with | a for | reig | n fin | anci | al re | gula | ator | y aı | utho | rity | /? | | | | | | | | | | | | | | | | | | | | | | | | | |
| 10. | (b) | If th | e an | swe | ris | es, | list | the | nam | e ar | nd co | unt | ry, ir | ı En | glish | ı of e | eacl | h fo | oreiç | ın fi | inan | icial | regu | ulato | | | | | n whi on Fi | | he ı | relate | d pei | son | is re | gister | ed | | | | | | | | | |
| 11. <i>p c</i> | | | | Do | | | | yc | ou | | | á | and | | | | the | e | | | | rei | lated | d | | | , | pers | on | | | 8 | share | | | | any | | | s | uperv | ⁄ise(| d | | | persons |
| | Lega | al Na | ame | of Re | elate | ed P | erso | on: ED | INVE | EST | Same ORS LLC | | ıysic | al lo | catio | n? | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ' 3. | Per IN\ | mary rson- /EST | -BLA | ACKF S (G | ENF | K S PAR | ECU), LI | JRI ⁻ ₋C | TIZE | | ny) (e. | e.g , | 801 | -, 8 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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-, 866-, 802-) or

File #: O2023-899, Version: 1 Other Related Person's CRD Number (if any). 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 P other investment adviser (including financial planners) b) d) P registered security-based swap dealer P major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant g) P banking or thrift institution Р (i) trust company 0) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) r pension consultant (n) P real estate broker.or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (o) 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 (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 ror your clients' funds or securities that are maintained at the related person 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: 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? 10. (fl) 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. 11. Do you and the related person share any supervised persons? Yes No c r

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rarr

```
Yes No
 rr
12. Do you and the related person share the same physical location?
   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
   Related Person's
        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
        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)
    q)
    h) P banking or thrift
    institution
    h) (t) P
                        trust
    company
    h) 0) P
    accountant or accounting firm
    h) (k) P
                        lawyer or
    law firm
    h) (I) P
                        insurance
    company or agency
    h) (m) P
                        pension
    consultant
    h) (n) P
    broker or dealer
             sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
Yes No
             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?
rr f
8.
                                                             a qualified custodian for your clients in connection with advisory
                                                                                                                                                 services you provide to clients7
    (a)
                                       person
                                                 act
        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
        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
```

File #: O2023-899, Version: 1 maintained at the related person? 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 2. Country: ZIP+4/Postal Code-City: If this address is a private residence, check this box: P Yes No the related person an investment adviser exempt from registration? рр (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 <? 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 jNarrworCountTY/Eriqlb Nam, ofFoVeftW:^ ^t^^H'^ --C',. ^'fo"^! Ireland Bank of Ireland and Do you related person share supervised persons7 pс 12 Do related person share physical location? c f? 1 Legal Name of Related Person: MP AVIATION HOLDINGS (GENPAR), LLC 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 Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) P other investment adviser (including financial planners) I"" registered municipal advisor d) f~ registered security-based swap dealer P major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant P banking or thrift institution (i) P trust company Q) P accountant or accounting firm (k) r lawyer or law firm (I) 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 controlled related 6. control the vou are vou bv person?

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| - | υ π . | . 020 | 723-08 | , v | ersion: | · I | | | | | | | | | | | | | | | | | |
|----------------------------------|--|--|--|--|--|---|---------|--------------------------|--------|--------------------------------|---------------------------------|-------------------------------------|-----------|--------------|--------|---------------------------------------|-----------|----------------|----------|----------|--------|-------|----------|
| 6. | i. ?. | | | Are | |) | you | | and | th | е | relate | ed | pers | son | und | common | | | control? | | | |
| рp | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | | (a) | Doe | s the | related | person | act | as | а | qualified | custodian | for | your | events | in | connection | with | advisory | services | you | provid | le to | clients? |
| 10. (b) | b) b) c) c) No (a) If the | p <~ independent in the relation of the relati | and Streed deress is deed person is yes, un atted person is yes, lis | suant to related yered "yeset 1: a private on is an ir der what the nare th | rule 206(4) person? s" to questi e residence nvestment : t exemption | on 8.(a) at State: c, check thi adviser, is n? a foreign fii | rom the | e relate provide P | the lo | son and or cation of stration? | thus are not find the related p | require person' Numb Count | ed to obt | lain a surpi | rise e | examination for custody of your ZIP+4 | or your o | clients' fund. | | | | | |
| pers | sons? | | | | | | | | | | | | | | | | | | | | | | |
| 1 L 2. | Prima Perso | CKROCK ary Busin on. BLAC | FRelated I MD PRIV ess Name CKROCK TIES GP, | ATE OF e of Rela | | ITIES GP, | LLC | | | | | | | | | | | | | | | | |
| 3. | Relate | ed Perso | on's SEC | | nber (if any | e) (e.g., 80° | 1-, 8-, | | | | | | | | | | | | | | | | |
| 4. | a) | | on's mber (if a nber(s) (if | • • | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | No Inf | ormatio | on Filed | | | | | | | | | | |
| | | | n is. (che | | | dealer co | dover | nment | Secur | ities bro! | ker or dealer | | | | | | | | | | | | |
| a) b) c) d) e) (0 | f~) f ⁻) f") f") r* | other regist regist major comm | investmer ered mun ered secu security-l | nt advise cipal ad rity-base pased sv I operate | er (including visor ed swap de wap particip or or comm | g financial ealer oant | planne | ers) | | | ker or dealer | t from | registrat | tion) | | | | | | | | | |

h) P

h) 0) V

banking or thrift institution

trust company

| File #: O2023-899, Ve | ersion: 1 | | | |
|--|--|--|---|-------------|
| (j) f~ accountant or accountin (k) r~ lawyer or law firm, (l) f" insurance company or a (m) f~ pension consultant i (n) "" real estate broker or dea (o) "" sponsor or syndicator of | agency | pooled investment vehicles | | |
| (p) P sponsor, general partne | er, managing member (or equivalent) of pooled i | investment vehicles | | |
| Do you control or are you controlle | ed by the related person? Are you and | | | |
| the related person under common | control? | | | |
| b) if you are registering or registe to rule 206(4)-2(d)(5)) from the | he related person and thus are not required to d | es," to question 8.(a) above, have you ov obtain a surprise examination for your clie | ercome the presumption that you are not operationally independen onts' funds or securities that are maintained at the related person?/ | t (pursuant |
| c) If you have answered "yes" toc) Number and Street 1: | o question 8.(a) above, provide the location of t | the related person's office responsible for Number and Street 2: | custody of your clients' assets: | |
| City: If this address is a private re | State. esidence, check this box: V | Country: | ZIP+4/Postal Code- | |
| a) If the related person is an inv | vestment adviser, is it exempt from registration? |) | | |
| b) if the answer is yes, under wh | • | | | |
| . (a) Is the related person registered | d with a foreign financial regulatory authority ? (| (b) If the answer is yes, list the name and | d country, in English of each foreign financial | |
| regulatory authority with which the | related person is registered. | No Information Filed | | |
| | | No information i fleu | | |
| . Do you and the related person share | re any supervised persons? . Do you and | | | |
| the related person share the same p | hysical location ⁷ | | | |
| Legal Name of Related Person. BLK2018 PRIVATE OPPORTUNIT | TES GP, LLC | | | |
| Primary Business Name of Related PRIVATE OPPORTUNITIES GP, L | | | | |
| Related Person's SEC File Number Other | r (if any) (e.g , 801-, 8-, 866-, 802-) or | | | |
| Related Person's a) CRD Number (if any) | | | | |
| b) CIK Number(s) (if any) | | No Information F | filed | |
| | | | | |
| Related Person is: (check all that | | var ar daalar | | |
| | securities dealer, or government securities brok (including financial planners) | kei oi ueaier | | |
| c) f~ registered municipal advis | | | | |
| d) r registered security-based | • | | | |
| e) f" major security-based swa | an participant | | | |

- e) f" major security-based swap participan
- $f) \hspace{0.5cm} f'' \hspace{0.5cm} \text{commodity pool operator or commodity trading advisor (whether registered or exempt from registration)} \\$
 - 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
- (I) P insurance company or

agency

- (m) P pension consultant
- (n) P real estate broker of

dealer

(o) P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

| Fi | ile #: O2023-899, Version: 1 |
|----|--|
| ۲e | (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 |
| р | р |
| 8. | |
| рι | |
| | b) Ifyou 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 (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 and thus are not required to obtain a surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities that are maintained at the related person and surprise examination for your clients' funds'or securities funds are surprise examination for your clients' funds'or securities funds are surprise examination for your c |
| 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 |
| 11 | O. (a) Is the refated 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 ⁷ |
| | Legal Name of Related Person- BLACKROCK POF III (GP), LLC Primary Business Name of Related Person: BLACKROCK POF III (GP), LLC |
| 3 | Refated 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) 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) 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) r accountant or accounting firm (k) P lawyer or law firm (l) r insurance company or agency |

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(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 Dο VOII control are VOII controlled the related nerson7 Are the related 7. vou and under person common controlrT C qualified custodian for your clients in connection with advisory 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 b) maintained at the related person? 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' c) 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? pр (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) IT 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 persons7 11. rT C Do you related person supervised 12. Do ano related person share the same physical location? pС 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 CRD Number (ir any): CIK Number(s) (if any) No Information Filed 5. Related Person is. (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) b) P registered municipal advisor P registered security-based swap dealer P major security-based swap participant,

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P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

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
- (I) 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 person⁷

Yes No r (•

Legal Name of Related Person:
 BLACKROCK FUND
 MANAGERS LIMITED

 Primary Business Name of

| 7 p p |) | | | | Are | | you | a | and | the | | relate | ed | pers | on | unde | er | com | mon | | control ⁷ |
|-----------|-----|-------------------|----------------|-------------|---------------|----------|-----------|--------------------------|---|----------|-----------|------------------------|--------|---|-------------|---------------|--------------|-----------|---------|----|-----------------------|
| 8. p p | ı | (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 regi | stering or reg | gistered wi | th the SEC | and yo | ou have a | answered "y | es," to questi | ion 8.(a | a) above | , have yo | ou ove | ercome the pre | esumpti | ion that you | are not ope | erationa | lly | | |
| | b) | independent (| pursuant to r | ule 206(4) | -2(d)(5)) fro | om the i | related t | person and t | hus are not r | eauirea | d to obta | in a surp | rise e | xamination for | r vour c | lients' funds | or securitie | es that a | are | | |
| | b) | maintained at | | . , | 2(4)(0)) | | olatoa j | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | oquoc | . 10 0210 | a ca.p. | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | , , , , , , | nomo rando | o, cocamic | | | | |
| | c) | If you have an | , | | on 8.(a) abo | ove, pro | ovide the | location of | the related p | erson's | office r | esponsibl | le for | custody of you | ur client | ts' assets: | | | | | |
| | c) | Number and S | street 1. | | | | | | | Numbe | er and S | treet 2: | | | | | | | | | |
| | | City | | | State: | | | | | Countr | y: | | | ZIP+4 | l/Postal | Code: | | | | | |
| | | If this address | is a private | residence, | , check this | box. f~ | • | | | | | | | | | | | | | | Yes No |
| 0 | (a) | If the veleted w | | | | : | | istustis u ? | | | | | | | | | | | | | resino |
| 9 | ٠,, | If the related pe | erson is an ir | ivestment | adviser, is i | it exem | pt from i | registration? | | | | | | | | | | | | | |
| | Pр | | | | | | | | | | | | | | | | | | | | |
| 9 | (b) | If the answer is | yes, under v | what exem | ption' | | | | | | | | | | | | | | | | |
| 10 | (a) | Is the related p | erson registe | ered with a | foreign fina | ancial n | egulator | v authority ⁷ | | | | | | | | | | | | | |
| | p p | io ano roiatoa p | 5.55og. | | ioroigi | | ogulato. | , aa | | | | | | | | | | | | | |
| | PP | | | | | | | | | | | | | | | | | | | | |
| 10 | (b) | If the answer is | yes, list the | name and | country, in | Englis | h of eac | h foreign fina | ancial regulat | | | ith which ion Filed | | elated person | is regis | stered. | | | | | |
| 11 | | Do | yo | ou | and | | th | е | related | | pei | rson | | share | | any | su | pervise | ed | | persons ⁷ |
| p p |) | | | | | | | | | | | | | | | | | | | | |
| 12 | | Do | you | | and | | the | relat | ted | pers | son | s | hare | th | e | same | 9 | phys | ical | | location ⁷ |
| рp |) | | , | | | | | | | • | | | | | | | | . , | | | |
| | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | |

| Refated Person : BLACKROCk |
|----------------------------|
| FUND MANAGERS LIMITED |

Related Person's SEC File Number (if any) (e.g , 801-, 8-,

866-, 802-) or

- Related Person's
 - a) CRD Number (if any).
 - CIK Number-is) (if any___ 11388402
- Re/ated 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) 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
 - Q) P accountant or accounting firm
 - (k) P lawyer or law firm
 - (I) 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 <i>Do</i> | you | control | or | are | you | controlled | by | the | related | Yes No person ⁷ |
|-------------|----------|----------------|--------------|-------------|---------------|-----------------|-----------------|----------------|-----------------|-------------------------------|
| 7 Are | you | and | | the | related | person | under | | common | control ⁷ |
| рр | | | | | | | | | | |
| 7 8. | (a) Does | the related pe | erson act as | a qualified | custodian for | your clients in | connection with | advisory servi | ces you provide | to clients ⁷ |
| рр | | | | | | | | | | |

- 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
- 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: 7IP+4/Postal Code State: City: 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? (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.

File #: O2023-899, Version: 1 Yes No r? r Name.bf Couri United Kingdom - Financial Conduct Authority 111 Do you and the related person share any supervised persons⁷ • 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 4 Related Person's a) CRD Number (if any)-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) (Q) P futures commission merchant (h) r banking or thrift institution (0 P trust company

(j) P accountant or accounting firm

(k) r lawyer or law firm

(I) 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. Dο control are you controlled the related person7 рр Are you and the related person under common control? p p 8. (a) Does the related person act as qualified custodian for vour clients in connection with advisorv services vou provide to clients7 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)

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: | | | | | N | umber and | Street 2. | | | | | | |
|-----------|--|--|--|--|-----------------------|---------------------|-----------------|-------------|---------------------------|------------------|------------------|---------------|------------|---------------|-------------|-------------------------|
| | | City: | | State. | | D | | | ountry | | ZIP+4 | 1/Postal Co | ode: | | | |
| | | ii tiiis address is a p | onvale residenc | e, check | IIIIS DOX. I | | | | | | | | | | | Yes No |
| 9. p p | | (a) | under what ever | If | the | related | person | is | an | investment | adviser, | is | it | exempt | from | registration? |
| | | If the answer is yes, | under what exer | inpuon? | | | | | | | | | | | | |
| TT (| C tr C | • | | | | | | | | | | | | | | |
| 10 | (a) prr | Is the related person | registered with | a foreign | financial | regulatory au | uthority? | | | | | | | | | |
| 10 | (b) | If the answer is yes, I | ist the name an | d country | y, in Englis | sh of each fo | reign financia | l regulator | ry authority No Inform | | related person | is register | ed. | | | |
| 11 | Do y | you and the related pe | erson share any | supervis | sed persor | ns? | | | NO INIOITI | ation Filed | | | | | | |
| 12 | . Do y | ou and the related pe | rson share the s | same phy | ysical loca | ition? | | | | | | | | | | |
| 1. | Rela | al Name of sted Person: CKROCK ELPT LLC | | | | | | | | | | | | | | |
| 2. | | nary Business Name o son-BLACKROCK ELI | | | | | | | | | | | | | | |
| 3. | Rela | ated Person's SEC File | e Number (if an | y) (e.g , 8 | 301-, 8-, 8 | 66-, 802-) | | | | | | | | | | |
| 4. | Relati a) b) | ted Person's CRD Number (if any CIK Number(s) (if ar | | | | | | | No Informa | ation Filed | | | | | | |
| 5 | a) b) c) d) e) (0 F g) h) (i) 0) F (k) (l) (m) r (n) | ed Person is: (check a P broker-dealer, mu P other investment P registered munici f registered securit f~ major security-ba P commodity pool op P futures commissia P banking or thrift ir P trust company accountant or accc P lawyer or law Tirm P insurance compar r pension consultant P real estate broker P sponsor or syndic W sponsor, general | unicipal securitie adviser (includi pal advisor y-based swap of seed swap partie perator or common merchant institution punting firm in y or agency or dealer ator of limited p | ng finance ealer cipant loodity trace | ial planne ding advis | ers) or (whether i | registered or e | exempt fro | nt vehicles | ion) | | | | | | Yes No |
| 6. p ′ | ١ | | Do | you | | control | or | are | e | you | controlled | by | | the | related | person? |
| 7. | Are y | ou and the related pe | erson under com | nmon con | ntrol ⁷ | | | | | | | | | | | |
| 8. p p |) | (a) Does | the related | perso | n act | as a q | ualified cus | stodian | for your | clients in | connection | with a | dvisory | services | you provide | to clients ⁷ |
| | b) | If you are registering p (- | or registered w | vith the S | EC and yo | ou have ansv | vered "yes," to | o question | n 8.(a) abov | e, have you ov | rercome the pre | esumption t | that you a | are not oper | rationally | |
| | b) b) | independent (pursua maintained at the rei | | !)-2(d)(5), |) from the | related pers | on and thus a | re not req | uired to obt | ain a surprise d | examination for | r your clien | ts' funds | or securities | s that are | |
| | c) | ir you have answered | | ion 8.(a) | above, pr | ovide the loc | ation of the re | | | | r custody of you | ur clients' a | issets: | | | |
| | c) | Number and Street 1 | 1; | State | | | | | umber and | ыгеет 2. | 7ID+/ | I/Poetal Co | do_ | | | |

File #: O2023-899, Version: 1 Ony. State. If this address is a private residence, check this box. P Couriny. ZIFT4/FUSIAI GOUE Yes No 9 registration? exempt pр (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. 11. Do you and the related person share any supervised persons⁷ 12. Do you and the related person share the same physical location⁷ 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 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) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) P other investment adviser (including financial planners) f" registered municipal advisor c) d) Р registered security-based swap dealer P major security-based swap participant e) r" commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (0 g) Р banking or thrift institution h) (i) P trust company (j) P accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) P pension consultant, (n) P real estate broker or dealer (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles Yes No (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?

person act as a qualified custodian Tor your clients in connection with advisory services you provide to clients

f? C

r- (.

(a)

the related

File #: O2023-899, Version: 1 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 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 b) maintained at the related person? 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 Country: ZIP+4/Postal Code: ir this address is a private residence, check this box: P Yes No 9 (a) lf the related person an investment adviser exempt from registration' рр (b) If the answer is yes, under what exemption? registered 10 regulatory authority ? p f? (b) IT the answer is yes, list the name and country, in English of each foreign Jinandal regulatory authority with which the related person is registered. No Information Filed Do and related share supervised you person any persons7 f? p 12. Do you and the related person share the same physical location⁷ 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 Related Person's a) CRD Number (if any): CIK Number(s) (if any): No Information Filed Related Person is: (check all that apply) l∼" broker-dealer, municipal securities dealer, or government securities broker or dealer f~ other investment adviser (including financial planners) b) c) r~ 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) futures commission merchant banking or thrift institution trust company, f~ (i) (j) f~ accountant or accounting firm (k) f" lawyer or law firm (I) f~ insurance company or agency (m) V pension consultant (n) f" real estate broker or dealer (o) f" Yes No sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

(p) P

| 6 | Do y | ou control or are yo | ou controlled by | / the related p | person ⁷ | | | | | | | | | | | | | |
|------|---------------|--|---|--|---------------------|----------------|-----------------|--|----------------------------|------------|------------|-----------------------|----------|----------|-----------|---------|----|----------------------|
| 7. | Are y | ou and the related | person under d | common cont | trol ⁷ ^ | | | | | | | | | | | | | |
| 8. | (a) | Does t | the related | person a | act as a | qualified | custodian | for your | clients | in co | nnection | with | advisory | services | you | provide | to | clients ⁷ |
| p (? | b) | If you are registeri f* p independent (purs maintained at the | suant to rule 20 | 6(4)-2(d)(5)) 1 | | | | | | | | | | | | | | |
| | , | If you have answe Number and Stree City: If this address is a | et I: | State | • | the location o | of the related | person's offic Number an Country | | ble for cu | | our clien +4/Posta | | | | | | |
| 9 | (a) I P p | f the related perso | n is an investm | ent adviser, is | s it exempt from | m registratio | n ⁷ | | | | | | | | | | | Yes No |
| 9 | | f the answer is yes | s, under what ex | xemption ⁷ | | | | | | | | | | | | | | |
| 10 | (a) i C (? | s the related perso | on registered wi | th a foreign fi | inancial regula | tory authority | / ⁷ | | | | | | | | | | | |
| 10 | (b) I | If the answer is yes | s, list the name | and country, | in English of e | ach foreign f | financial regul | | y with whic mation File | | ated perso | n is regi | stered. | | | | | |
| 11. | | Do | you | and | d | the | related | | person | | share | | any | S | upervised | i | р | ersons ⁷ |
| pр | | | | | | | | | | | | | | | | | | |
| 12 | | Do | you | and | the | re | lated | person | | share | t | the | sam | е | physic | cal | lo | ocation ⁷ |
| ^ p | | | | | | | | | | | | | | | | | | |
| | | | | | | | | Name Perso | n | | | | | | | | | of : |
| | Pe IN\ | mary Business Nar erson: BLACKROCI VESTMENTS, LLC ated Person's SEC | K ; | fany) (e.g. 8 | | | | | | | | | | | | | | |
| | 802 | 2-) 8 - 48436 or her | The Hamber (ii | i uny) (0.g., 0 | , 0 , 000 , | | | | | | | | | | | | | |
| ;4. | a) | ated Person's CRD Number (if any) 38642 CIK Number(s) | (if any) | | | | | | | | | | | | | | | |
| 152 | 8987 | CIK Number, | | | | | | | | | | | | | | | | |
| 5. | a) b) c) d) | P registered m | er, municipal se ment adviser (ir nunicipal adviso ecurity-based s | curities deale ncluding finan or wap dealer | - | | s broker or de | aler | | | | | | | | | | |

(0 P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

a) P futures commission merchant

| Fil | e # | : (|)20 | 023- | 899 | 9, Ve i | rsion | : 1 | | | | | | | | | | | | | | | | | | | | | | | |
|-------------|--------------|---------|----------------|------------------|---------|-------------------------|--------------|--------|----------|---------|---------|---------|--------|----------|-----------|--------|--------------|-------------------|-----------|----------|----------|----------|----------|----------|---------|-----------|---------|---------|---------|--------|--------------------|
| | h) | P | | anking | | ift | | | | | | | | | | | | | | | | | | | | | | | | | |
| | instit h) | | n D) P | | tru | ıst | | | | | | | | | | | | | | | | | | | | | | | | | |
| | com | | | | | | tim at firms | | | | | | | | | | | | | | | | | | | | | | | | |
| • | 0) (k) | P P | | ccount wyer o | | account | ting firm | | | | | | | | | | | | | | | | | | | | | | | | |
| | (I) | | | - | | npany or | agency | , | | | | | | | | | | | | | | | | | | | | | | | |
| | |) P | | ension | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | r P | | | | oker or d ndicator | | d par | tnersh | nips (o | r eaui | valent) | . excl | udina p | oooled ii | nvesti | ment | vehicles | 6 | | | | | | | | | | | | |
| | (p) | Р | sp | onsor | | eral partr | | | | | | , | | | | | | | | | | | | | | | | | | | |
| i | " | Ye 6 | es No | 0 | | | | | Do | | you | | 001 | ntrol | | or | | are | | ou | cor | ntrolled | 4 | by | | the | | rol | ated | | person |
| p p | | U | | | | | | | БО | | you | | COI | illioi | | Oi | | aic | y | Ju | COI | illone | J | Dy | | uie | | 101 | ateu | | Jerson |
| ,7. p p | | | | | | | Aı | re | | yo | ou | | an | d | | the | | re | elated | | pers | son | | un | der | | cc | mmon | | ď | control |
| | 8. | | (a) | ı | Do | es the | e relat | ted | perso | n a | ıct a | ıs a | qua | alified | custo | dian | for | your | clients | in | connec | tion | with | advis | ory | service | es y | ou p | rovide | to | clients |
| рр | (b) | . if | f you | u are | regis | tering o | r registe | ered | with t | the S | EC a | nd you | u hav | e ans | wered | "yes,' | " to | questior | n 8.(a) | above, | , have y | ou o | vercom | ne the | pres | sumptior | that | you a | are not | opera | itionally |
| | i | n | | | | ursuant t related p | | 06(4) | -2(d)(5 | 5)) fro | m the | related | l pers | on and | thus ar | e not | requ | ired to o | btain a s | surprise | e examir | ation | for you | r client | ts' fur | nds or se | curitie | es that | are | | |
| | (c) | | | | | red "yes | " to que: | stion | 8.(a) a | above | , provi | de the | locati | on of th | he relate | | | | | | custody | of you | ır clien | ts' asse | ets: | | | | | | |
| | Nu | | r and City: | d Stree | t 1. | | | 5 | State: | | | | | | | | Numl Coun | ber and i itry | Street 2 | : | | ZIP+ | 4/Post | al Code | e: | | | | | | |
| | | li | f this | addre | ss is a | a private | residen | ce, cł | neck th | his bo | x: P | | | | | | | | | | | | | | | | | | | | |
| i | 9. | | | | | (a) | | | if | th | е | relate | ed | per | rson | is | | an | inves | tment | ad | viser, | i | s | it | exe | mpt | fro | om | | Yes No tration? |
| рp | (b) | ;f + | ho o | nowor | io voc | s, under v | what av | omoti | on? | | | | | | | | | | | | | | | | | | | | | | |
| | (D) | 11 (| iic a | IISWEI | is yes | s, under v | Wilat CX | empu | OIII | | | | | | | | | | | | | | | | | | | | | | |
| ,. p p | | 10. | | (a) | | | | ls | | he | | elated | | perso | | | jistere | | with | a | | foreigi | | finan | ncial | re | egulat | ory | aut | hority | ; |
| | (b) | if t | he aı | nswer | is yes | s, list the | name a | nd co | ountry, | in En | glish o | of each | forei | gn finai | ncial reç | gulato | | thority v | | | elated p | erson | is regis | stered | | | | | | | |
| 11 | | | | Do | | yo | u | | and | | | the | | | related | d | | per | son | | share | : | | any | | | super | vised | | р | ersons |
| р | р | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 12 | | | [| Do . | | you | | an | nd | | the | | | related | d | | pers | on | S | hare | | the | | s | ame | | pl | nysical | | lo | cation? |
| рр | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | | | | | | <i>Person</i> O INFI | RAESTI | RUCI | TURA | I, | s. I | Œ R. | L. I | DE CV | 7. | | | | | | | | | | | | | | | | |
| ■ 2. | | | | | | of Relai | | | A I, S. | DE R | L. DE | ECV. | | | | | | | | | | | | | | | | | | | |
| | Ral | later | l Par | eon'e (| SEC F | ile Numl | her (if a | nv) (e | .a 80 | 11_ 8_ | 866- | 802-) | | | | | | | | | | | | | | | | | | | |
| | 1101 | utoc | | 00110 | ,, | iio rtariii | bor (ii di | .,, (C | · g , oo | ,,, | , 000 | , 002) | | | | | | | | | | | | | | | | | | | |
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| | or Otl | her | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. | | | l Per | son's | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | a) | С | RD I | Numbe | r (if a | ny). | | | | | | | | | | | | | | | | | | | | | | | | | |
| | b) | С | IK N | umber | (s) (if | any): | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | N | lo Inforn | nation | ı File | d | | | | | | | | | | | | | |

2 Polated Person's SEC Eila Number (if any) (e.g. 901 9 966 902)

5. Related Person is: (check all that apply) P broker-dealer, municipal securities dealer, or government securities broker or dealer b) P other investment adviser (including financial planners) registered municipal advisor c) d) P registered security-based swap dealer I major security-based swap participant P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) f) P futures commission merchant P banking or thrift institution (i) P trust company Р accountant or accounting firm (k) P lawyer or law firm (I) P insurance company or agency (m) 1~ pension consultant (n) P real estate broker or dealer (o) P Yes No sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles rr? rr? (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? (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 mdependent (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-Number and Street 1. Number and Street 2 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 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 I j.. Do you and the related person share any supervised persons 12 Do you and the related person share the same physical location7 r? r r r? 1 Legal Name of Related Person BLACKROCK (LUXEMBOURG)S , 2. Primary Business Name of Related Person: BLACKROCK (LUXEMBOURG)S A.

Office of the City Clerk Page 696 of 781 Printed on 5/21/2023

| -ile | # | : C |)20 | 23-8 | 99 | , V | ers | ior | n: 1 | l | | | | | | | | | | | | | | | | | | | | | | | |
|----------------------|--|--|---|---|---|---|--|------------------------------------|--|--------------------------------|--------------------|-------|---------|--------|---------|--------|-------|--------------|-------------------------------|-------|-------------------------------|-----------|---------|-------|-------------|-------------------------------|------------------------------|---------|----------|-----|--------|------|----------------------|
| J I | \Cıa | ı c u r | CI 301 | 13 JL | חוו כ | ; inuii | inei (| (II aI | ıy <i>)</i> (e | .y., t | JU 1-, 1 | υ-, υ | υυ-, ι | JUZ- | j | | | | | | | | | | | | | | | | | | |
| | | | Perso D Nur | <i>on's</i> nber (it | fany |)- | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (b) | CIF | < Num | ber(s) | (if aı | ny)- | | | | | | | | | | | | | ı | No I | Informa | tion File | d | | | | | | | | | | |
| | a) b) c) d) e) (0 g) h) inst con Cl) (k) (l) (m) (n) | F P P P titution pan P P P P P P P P P P P P P P P P P P P | broke other regis regis majo comm futur bank on 0) y acco lawye insura pensic real es | invest tered r stered : r secur lodity p es coming or f P tru untant r or law lince con in consistate br or or s | er, m men nunion secu intribut pool o nmiss thrift or ac v firm pompa sultan oker | unicipi tadvicipal a rity-based popera sion n n n n n or de cator | pal se iser (i advis ased swap tor or o | ecuriinclusor swap pal r cor naant | ties c ding p dea rticipa nmoc | finai aler ant dity t | ncial p | g adv | ners) | (whe | , excl | regist | ered | or exemp | nent v | vehi | | on) | | | | | | | | | | | Yes No |
| | | 6. | | | | | | | Do | | уı | ou | | c | ontro | ol | | or | aı | re | | you | | cc | entrolled | | by | | the | r | elated | | person? |
| р 7 | | | | | | | | | | Aı | ro | | | /ou | | | and | | the | | | relate | d | | perso | n | | ınder | | com | mon | | control? |
| рр | | | | | | | | | | , | Ü | | , | ou | | | unu | | 410 | | | rolato | u | | регоо | | | ilidoi | | COM | non | | control. |
| | 8. | | (a |) | D | oes | the | re | lated | р | erson | n a | ct | as | а | qualit | fied | custodia | n fo | or | your | clients | in | СО | nnection | with | advis | ory | services | you | provid | e to | clients ⁷ |
| | b) b) b) c) | ind ma if y | o depen aintair ou ha ımber | dent (p ed at t | ursu he re were | ant to efated ed "ye | rule pers | 206 son? | (4)-2 ₍ | 8.(a | 5)) froi a) abo | m the | e rela | ated , | perso | on and | d thu | s are not r | <i>equire</i> ersor Num | ed to | <i>to obtail</i> office re | n a surp | rise e. | exam | ination for | <i>r your cl</i> ur client | <i>lients' fi</i> s' asse | iunds d | | | | | |
| ′es N <i>f? r</i> | lo | | ty: | ldress | is a | orivat | e res | iden | | State | | hox. | P | | | | | | Cou | ntry | <i>'</i> . | | | | ZIP+ | -4/Posta | al Code | • | | | | | |
| | | f the if th exe | relate | ed pers wer is y | on is | an ir under | nvest r wha | men at | | | | | | om re | egistra | ation | ? | | | | | | | | | | | | | | | | |
| | | | | ed per | | - | | | | - | | | - | | | | | cial regulat | ory a | utho | ority wi | th which | the re | elate | d person | is regis | tered | | | | | | |
| | | Lu | ıxemb | ourg, (| Gran | d Duc | chy of | f - C | ommi | issic | n to S | Surve | eilland | ce of | f the F | Finan | ce S | ector | | | | | | | | | | | | | | | |

O OO and the colored access the come about the form

person

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11. p p

Do

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| File | e #: (|)2023-899 | 9, Versio i | n: 1 | | | | | | | | |
|------------|---------------------------|-------------------------------------|--------------------|----------------------------|-------------------|-----------------------|--|--------------------|---------------------|---------|----------|----------|
| 1∠. p p | | סט | you | ana | τne | геіатеа | person | snare | tne | same | pnysicai | iocation |
| 1. | | nme of Related F | | FUND (GENPA | AR), L.L C | | | | | | | |
| 2 | | Business Name | | | AR), LLC | | | | | | | |
| 3 | Related | Person's SEC F | ïle Number (ir a | any) (e.g., 801- | , 8-, | | | | | | | |
| | 866-, 80 'Other | 2-) or | | | | | | | | | | |
| | <i>Related I</i> a) CF | <i>Person's</i> RD Number (if ar | ny): | | | | | | | | | |
| | b) CII | K Number(s) (if a | any) | | | | No Information | Filed | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| 5 | Refated I | Person is: (chec | k all that apply) | | | | | | | | | |
| | a) P b) P | broker-dealer, other investme | | | - | curities broker or de | ealer | | | | | |
| | c) P | registered mun | icipal advisor | | piai.ii.oro) | | | | | | | |
| | d) P e) P | registered security- | | | | | | | | | | |
| | e) P (0 l~ | | | | ng advisor (whe | ther registered or ex | kempt from registration |) | | | | |
| | g) P | futures commis | | | , | | | | | | | |
| | h) P | banking or thrif | | | | | | | | | | |
| | h) (0 (j) P | P tru accountant or a | st company | | | | | | | | | |
| | (k) P | lawyer or law fi | - | | | | | | | | | |
| | (l) r | insurance com | pany or agency | / | | | | | | | | |
| | (m) P (n) P | pension consul | | | | | | | | | | |
| | (ii) F (o) P | real estate brol sponsor or syn | | ed partnerships | (or equivalent), | excluding pooled in | vestment vehicles | | | | | |
| | (p) F | | | | | of pooled investmen | | | | | | |
| 3 . | Do you d | ontrol or are you | ı controlled by | the related pers | son? | | | | | | | |
| 7 . | Are you a | and the related μ | person under co | ommon control | ? | | | | | | | |
| 3 | (a) Doe | s the related per | rson act as a qu | ualified custodia | an for your clien | ts in connection with | h advisory services you | ı provide to cliei | nts? | | | |
| I | | | | | | | stion 8.(a) above, have surprise examination fo | | | | | |
| | c) If yo | ou have answere | ed "yes" to que | stion 8.(a) abov | e, provide the le | ocation of the relate | d person's office respo | nsible for custoo | dy of your clients' | assets: | | |
| (| , | nber and Street | 1. | 04-7 | | | Number and Street | 2: | 710.450 | | | |
| | City If th | /- nis address is a | private residen | State- ce, check this b | oox- P | | Country: | | ZIP+4/Postal C | oae. | | |
| | | | | | | | | | | | | |

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? | | | | | | | | | | |
|----------------|---|--|----------------------|--------------------|-------------------------|--|---------------------|---------------------|--------------------------------|---------------------|
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| Yes No | | | | | | | | | | |
| rr | the veleted were | namintary of with a | faraine financial e | | with (7 A /b.) If the a | manuaria van liet the manu | | auliah af asah faus | iam financial varulatam, a | athe emits a settle |
| | the related person | _ | ioreigii iiranciai i | egulatory autilion | nty "(b) ii tile a | inswer is yes, list the name No Information Filed | e and country, in E | nglish of each lore | igii iiilaliciai regulatory at | diffority with |
| 11 ^ P | Do | you | and | the | related | person | share | any | supervised | persons? |
| | u and the related pe | erson share the sa | me physical locat | ion? | | | | | | |
| .2. 20 you | ana ano rolatoa pe | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | o p.i.yoroa. iooaa | | | | | | | |
| 1 <i>Legal</i> | Name of Related F | Person. | | | | | | | | |
| SPEC | IAL CREDIT OPPO | ORTUNITIES (GEN | NPAR), LLC | | | | | | | |
| Perso | ry Business Name | Т | | | | | | | | |
| | ORTUNITIES (GEN | | | | | | | | | |
| 3. Relate | ed Person's SEC Fil | e Number (if any) | (e.g., 801-, 8-, 86 | 6-, 802-) | | | | | | |
| | | | | | | | | | | |
| | ed Person's CRD Number (if an | w\- | | | | | | | | |
| | CIK Number(s) (if a | | | | | | | | | |
| Σ) . | on (rumber(o) (ii a | ,, | | | No Informati | on Filed | | | | |
| Relate | ed Person is (check | all that apply) | | | | | | | | |
| a) r | broker-dealer, mo | unicipal securities | - | | broker or dealer | | | | | |
| c) F | | cipal advisor | , | <i>5</i> , | | | | | | |
| -, . | 9 | ., | | | | | | | | |
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| (5) | | hannd awar markin | .i | | | | | | | |
| (0 | | ol operator or com | | visor (whether r | egistered or exem | pt from registration) | | | | |
| g) h) | f" futures comm P banking or thr | ift | | | | | | | | |
| com | itution 0) P trust | | louser or law f | //\ r :====== | oo oomnomii oo - | ongy (m) P | | | | |
| pension of | ccountant or account consultant (n) P re | eal estate broker o | r dealer I (o) | P sponsor or s | syndicator of limite | d partnerships | | | | |
| | alent), excluding po nt) of pooled investr | | enicies (ρ) P sp | onsor, general | partner, managing | member (or | | | | |

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Yes No

File #: O2023-899, Version: 1 6. Do you control or are you controlled by the related person? рр 7. Are related person under common control? рр (a) related person act as а qualified custodian for your clients in connection with advisory services you provide 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 zrP+4/Postaf 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? Ρр 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 persons? 11. Do you the related person share supervised рp. 12. Do you and the refated person share same physical location? Pρ Legal Name of Related Person: SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) IV, LLC Primary Business Name of Related Person-SPECIAL CREDIT OPPORTUNITIES (PARALLEL) (GENPAR) IV, LLC i3. 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
- c) r registered municipal advisor
- f) r registered security-based swap dealer
- e) r major security-based swap participant
- P commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- f) (9)P futures commission merchant
- (h) r banking or thrift institution
- (i) P trust company
- (j) P accountant or accounting firm

(n) V real estate broker or dealer

| | (k) | | lawyer or law firm | |
|----|------------------------------|--------|---|--------|
| | (l) (m) | | insurance company or agency pension consultant | |
| | (n) | | real estate broker or dealer | |
| | (o) | r | sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles | |
| | (P) | Р | sponsor, general partner, managing member (or equivalent) of pooled investment vehicles | |
| | | | | ,, |
| | es No Dou | י נוסי | control or are you controlled by the related person? | |
| | 20, | | | f C |
| 7 | Are | you | and the related person under common control? | |
| | | | | rrr |
| ١. | (a) | Doe | es the related person act as a qualified custodian Tor your clients in connection with advisory services you provide to clients? | |
| | b) | - : | 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) b) | | dependent (pursuant to rule 206(4)-2(d)(5» rrom the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are aintained at the related person? | |
| | c) | lf y | 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) | | umber and Street 1 Number and Street 2: | |
| | -/ | Clty | Pr State- Country: ZIP+4/Postal Code: | |
| | | II | this address is a private residence, check this box- | |
| ١. | (a) | If th | ne related person is an investment adviser, is it exempt from registration' | Yes No |
| | (b) | If th | he answer is yes, under what exemption ⁷ | rr |
| | | | | |
| 0 | . <i>(a)</i> | ls th | the related person registered with a foreign financial regulator/ authority ? | C rr |
| | (b) | ir th | ne 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 | |
| 1. | . Do y | ou a | and the related person share any supervised persons? | |
| | Í | | | cr |
| 2 | . Do y | ou a | and the related person share the same physical location' | |
| | | | | |
| | | | | |
| | | | | |
| | - | | ame of Related Person. NBAUM SPECIAL SITUATIONS | |
| | IX-S | | | |
| | | | | |
| | | - | Business Name of Related | |
| | | | TENNENBAUM SPECIAL IONS IX-S GP, LLC | |
| | 3110 | AII | IONS IA-S GF, LLC | |
| | Relat | ed F | Person's SEC File Number (if any) (e g , 801-, 8-, | |
| | | | | |
| | 866-, Othe | | 2-) or | |
| | Outo | | | |
| | Relate | d P | Person's | |
| | a) | CRI | D Number (if any): | |
| | L \ | CIIZ | / Number(a) (if any) | |
| | b) | CIN | (Number(s) (if any) No Information Filed | |
| | | | No illomation rilea | |
| | | | | |
| F | Relate | d Pe | erson 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) registered municipal advisor | |
| | | | registered security-based swap dealer | |
| | e) 1 | | major security-based swap participant | |
| | f) i | | commodity pool operator or commodity trading advisor (whether registered or exempt rrom registration) | |
| | | | futures commission merchant | |
| | h) I ⁻ institu | | banking or thrift | |
| | h) (| | i"~ trust | |
| | comp | | | |
| | (J) I | | accountant or accounting firm | |
| | (k) [| | lawyer or law firm | |
| | (l) r ⁻ (m) T | | insurance company or agency pension consultant | |
| | (1111) | | pondion conductant | |

| _ | | | | | | | | | | | | |
|------------|------------------------------------|---|---|--|------------------|------------------------------------|---------------------------------|---------------|-------------------|-----------------------|---|--------------|
| | (o) r | | | | . , | xcluding pooled investment | | | | | | |
| Do | you c | ontrol or are you. co | ntrolled by the | related person? | | | | | | | | |
| 7. (T | | Are | you | aı | nd | the | related | , | person | under | common | control |
| · | | 5 " | | | | | | | | | | |
| 8. p f? | (a) | Does th | ne related | person act | as a qua | alified custodian | for your o | clients in | connection | with advisory | services you provide | e to clients |
| | b) b) c) c) | p p mdependent (purso maintained at the r | uant to rule 200 related person ⁷ red "yes" to que t 1: | 6(4)-2(d)(5)) from estion 8.(a) above | the related per | | ot required to obt | ain a surpris | se examination to | for your clients' fun | ou are not operationally ds or securities that are | |
| 9. | (a) p C | ir the related person | n is an investme | ent adviser, is it ex | cempt from rec | gistration? | | | | | | Yes No |
| 9. | | If the answer is yes, | , under what ex | cemption? | | | | | | | | |
| 10. | | Is the related person which the related pe | - | - | ial regulatory a | authority ⁷ p (b) If th | he answer is yes No Inform | | ne and country, | in English of each | foreign financial regulatory a | uthority |
| 11 | | Do | you | and | the | related | ре | rson | share | any | supervised | persons' |
| r? | C = | | | | | | | | | | | |
| 12. | | Do | you | and | the | related | person | sha | are t | he san | ne physical | location |
| р р 1. | Lega | nl Name of Related F TENNENBAUM ARTLAND GP, LLC | Person | | | 2 Prim | ary Business Nar | no of | | | | |
| 3 | Relat | ted Person's SEC Fil | le Number (if a | ny) (e.g., 801-, 8-, | 866-, 802-) | Related P | erson: TENNENI RTLAND GP, LL | BAUM | | | | |
| | Rela | nted Person's | | | | | | | | | | |
| | a) | CRD Number (if an | y). | | | | | | | | | |
| | b) | CIK Number(s) (if a | any): | | | No In | formation Filed | | | | | |
| 5. | a) b) c) d) e) f) g) h) (i) Q) (k) | ted Person is- (check P broker-dealer, n f~ other investmer P registered munic P registered secul I-" major security- P commodity pool P futures commiss P banking or thrift P trust company P accountant or ac P lawyer or law firm insurance compar P pension consultar | nunicipal secur nt adviser (inclu- cipal advisor rity-based swap based swap properator or co- sion merchant institution | ities dealer, or go uding financial pla o dealer articipant | nners) | | | tion) | | | | |

(n) P real estate broker or dealer

| <u> </u> | ie i | #: O2023-899, | version: | 1 | | | | | | | | | |
|------------------|----------------------------|--|--|--------------------------------|--------------------|----------------|---------------|-------------------------------------|-------------------------|-------------------|-----|------------|----------------------|
| | vel | P sponsor or syndica nicles (p) F sponsor, go nicles | • | | , | | | | | | | | |
| | VCI | licics | | | | | | | | | | | Yes No |
| 6 | | | Do | you | control | or | are | you | controlled | by | the | related | person? |
| pр | | | | | | | | | | | | | |
| 7. | | | Are | you | and | ti | he | related | person | under | | common | control ⁷ |
| рр <i>(а)</i> | | es the related person ac | ct as a qualified cu | istodian for your c | lients in connecti | ion with advis | sory services | s you provide to | clients ⁷ | | | | |
| | b) b) c) c) | If you are registering p p independent (pursual maintained at the relation of the transmered Number and Street 1: City: | nt to rule 206(4)-2(ated person ⁷ I "yes" to question | (d)(5)) from the re | elated person and | I thus are not | t required to | obtain a surpris | e examination for you | ur clients' funds | | | |
| | | If this address is a pr | | | | | Country. | | 211 14/1 0 | star Code. | | | Yes No |
| 9. | (a) | If the related person is | an investment ad | lviser, is it exempt | from registration | n' | | | | | | | 100110 |
| 9. | p _r (b) | If the answer is yes, u | nder what exempt | ion ⁷ | | | | | | | | | |
| 10 | | Is the related person re | egistered with a fo | oreign financial reç | gulatory authority | 7 | | | | | | | |
| | рp |) | | | | | | | | | | | |
| 10. | . (b) | If the answer is yes, lis | st the name and co | ountry, in English | of each foreign fi | nancial regul | | rity with which th rmation Filed | ne related person is re | egistered. | | | |
| 11 p p | | Do | you | and | the | related | | person | share | any | S | supervised | persons ⁷ |
| 12. | Do | you and the related pers | on share the same | e physical location | 1 ⁷ | | | | | | | | |
| | | | | | | | | | | | | | |
| 1. | | <i>gal Name of Related Pel</i> K2019 PRIVATE OPPO | | LC | | | | | | | | | |
| 2. | Pe | mary Business Name of rson: BLK2019 PRIVATI PPORTUNITIES GP, LLC | E | | | | | | | | | | |
| 3- | Rel | ated Person's SEC File | Number (if any) (e | ea 801- 8- 866 | | | | | | | | | |
| | -, 8 | 302-) or | | | | | | | | | | | |
| | Otl | | | | | | | | | | | | |
| 4. | a) | lated Person's CRD Number (if any): | | | | | | | | | | | |
| | b) | CIK Number(s) (if any | '): | | | No Int | formation Fi | led | | | | | |
| | | | | | | 140 1111 | | | | | | | |
| 5 | a) b) c) d) e) | fated Person is: (check a P broker-dealer, mur P other investment a P registered municip P registered security P major security-bas P commodity pool ope P futures commissio P banking or thrift ins | nicipal securities didviser (including final advisor | inancial planners) er nt | | | | tration) | | | | | |

File #: O2023-899, Version: 1 r trust company 0) P accountant or accounting firm (k) r lawyer or law firm (I) 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 vou controlled by the related person7 pр Are you and related person under common control7 рр 8. a qualified custodian (a) related person for your clients in connection with clients7 act as advisorv services vou provide рр 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? 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' assetsc) Number and Street I: Number and Street 2. ZIP+4/Postal Code: State City: Country. 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 ves. 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 persons⁷ 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person-BLACKROCK ASF PRIVATE OPPORTUNITIES GP, LLC Primary Business Name of Related Person: BLACKROCK ASF PRIVATE OPPORTUNITIES GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other Related Person's CRD Number (if any). CIK Number(s) (if any): No Information Filed 5. Related Person is: (check all that apply) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer b) I other investment adviser (including financial planners) l~ registered municipal advisor f registered security-based swap dealer f" major security-based swap participant f" commodity pool operator or commodity trading advisor (whether registered or exempt from registration) Tutures commission merchant q) I"~ banking or thrift institution

h)

I~ trust company Q) I" accountant or accounting firm

| F | File #: O2023-899, Version: 1 |
|---------|--|
| | (k) f~ lawyer or law firm (l) V insurance company or agency (m) f pension consultant (n) I"" real estate broker or dealer (o) I~ 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 |
| 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 independed (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- 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 | 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 |
| 11 p | |
| 12 | 2. Do you and the related person share the same physical location ⁷ |
| 1. | Legal Name of Related Person: BR CORE PLUS GP, LLC |
| 2. | 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-) |
| Α | 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 (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 (1) 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 (b) P sponsor general partner managing member (or equivalent) of pooled investment vehicles |

| File | # : O2023-8 | 399, Version | : 1 | | | | | | | | | |
|---|---|---|---|------------------|--|----------------|-------------------------------------|---------------|-------------------|-----------------------------|---------------|---------------|
| (P) | j r aponaon, genk | cıaı parıncı, manayı | ng member (or equ | ivaletity of poo | ieu ilivestilielit vei | IIUICO | | | | | | Yes No |
| 6. p ^ | Do | you | control | or | are | you | control | lled | by | the | related | person? |
| 7. ^ P | Are | you | and | | the | related | pe | erson | under | | common | control? |
| 8. (a (-p b) b) b) c) c) c) | If you are registe p p independent (pu maintained at th | ering or registered w ursuant to rule 206(4) he related person? wered "yes" to questi |)-2(d)(5)) from the | related person | red "yes," to questo and thus are not re on of the related p | required to ob | ve, have you ov otain a surprise | examination | for your clients' | t you are not funds or secu | operationally | e to clients? |
| | If this address is | s a private residence | e, check this box: T | | | | | | | | | Yes No |
| 9. (a) Pi | | son is an investment | adviser, is it exem | pt from registra | ation ⁷ | | | | | | | |
| 9. (b) |) If the answer is y | es, under what exen | nption? | | | | | | | | | |
| 10. (a) | | son registered with a | a foreign financial r | egulatory auth | ority? | | | | | | | |
| , | | es, list the name and | d country, in Englis | h of each forei | gn financial regulat | | | related perso | on is registered. | | | |
| 11. p p | Do | you | and | the | related | | ation Filed erson | share | any | , | supervised | persons? |
| | | | | | | | | | | | | |
| | egal Name of Relate ENNENBAUM WAT | | | | | | | | | | | |
| Re | mary Business Nar elated Person-TEN ATERMAN GP, LL | NENBAUM | | | | | | | | | | |
| 3. R | elated Person's SE | C File Number (if an | y) (e.g., 801-, 8-, | | | | | | | | | |
| | 66-, 802-) or ther | | | | | | | | | | | |
| 4. <i>R</i> (a) | elated Person's CRD Number (i | f any). | | | | | | | | | | |
| b) | CIK Number(s) | (if any): | | | No Info | ormation File | d | | | | | |
| | | | | | | | | | | | | |
| a) b) c) d) e) (0 g) h) (i) 0) | P other invest P registered r P registered s P major secut P commodity P futures com r banking or P trust compa P accountant counting firm P lawyer or la | ler, municipal securit tment adviser (include municipal advisor security-based swap pitly-based swap part pool operator or cor maission merchant thrift institution any or | ding financial plann dealer icipant | ers) | | | stration) | | | | | |

| | (m) (n) | P per | sion consult | | | | | | | | | | |
|--------------------|----------------------|----------------------------|---|---|--|--------------------|------------------------|--|-----------------|--------------------|----------------------|--------------------|------------|
| Yes | deale (o) I No | | nsor or synd | dicator of limite | ed partnerships (d | or equivalent), ex | xcluding pooled inve | stment vehicles | | | | | |
| rr | | F spo | nsor, genera | al partner, mar | naging member (| or equivalent) of | pooled investment | vehicles | | | | | |
| 6. | Do y | ou contro | ol or are you | controlled by | the related perso | n ⁷ | | | | | | | |
| 7. | Are y | ou and t | he related p | erson under co | ommon control ⁷ (| c | | | | | | | |
| 8. | (a) | | Does the | e related | person act | as a quali | ified custodian | for your clie | ents in con | nnection with | advisory serv | vices you provide | to clients |
| c (? | | | | | , | • | | , | | | • | , , | |
| ٠,٠ | b) | If you ai | re registering | g or registered | with the SEC an | d you have ansi | wered "yes," to ques | tion 8.(a) above, I | have you overco | ome the presum | otion that you are i | not operationally | |
| | b) b) | | | ant to rule 206 elated person ⁷ | (4)-2(d)(5)) from | the related pers | on and thus are not | required to obtain | a surprise exar | mination for your | clients' funds or s | ecurities that are | |
| | c) c) | | ave answere and Street | | stion 8.(a) above | , provide the loc | ation of the related p | person's office res Number and Str | | stody of your clie | ents' assets: | | |
| | | City: | address is a | private resider | State. nce, check this bo | ox P | | Country: | | ZIP+4/Pos | stal Code: | | |
| 9. | (a) I | If the rela | ited person | is an investme | nt adviser, is it ex | xempt from regis | stration? | | | | | | Yes N |
| 9. | c C (b) I | If the ans | wer is ves. | under what exe | emption ⁷ | | | | | | | | |
| | | | | | n a foreign financ | ial regulatory au | ithority 7 | | | | | | |
| | rР | | | | - | | | | | | | | |
| 10. | (b) I | If the ans | wer is yes, l | ist the name a | nd country, in En | nglish of each for | reign financial regula | atory authority with No Information | | ted person is rec | jistered. | | |
| 11. <i>(? r</i> | | ı | Do . | you | and | the | related | perso | on | share | any | supervised | persons |
| 12. <i>tT r</i> | | Di | 0 | you | and | the | related | person | share | the | same | physical | location |
| 1. | | <i>l Name o</i> BON VII | f Related Pe | erson- | | | | | | | | | |
| 2. | | | | f Related Pers | on | | | | | | | | |
| | | ., | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | CAF | RBON VI | I GP LLC | | | | | | | | | | |
| 3 | Rela | ated Pers | on's SEC F | ile Number (if a | any) (e.g., 80T-, | | | | | | | | |
| | 8-, 8 Othe | 366-, 802 er | -) or | | | | | | | | | | |
| 4 | Rela a) | ated Pers | <i>son's</i> umber (if an | y): | | | | | | | | | |
| | b) | CIK Nu | mber(s) (if a | ıny)- | | | | | | | | | |
| | | | | | | | No Informa | tion Filed | | | | | |
| 5 | Related a) b) c) d) | P oth P reg P reg | ker-dealer, er investme istered mun istered secu | | urities dealer, or g luding financial pl ap dealer | | urities broker or deal | er | | | | | |

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|--|--|--|
| (0Pcommodity pool operator or commodity trading advisor (whether registered or exempt from the participant of the participant o | ent vehicles | |
| 6 Do you control or are you controlled by the related person? 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 b) If you are registering or registered with the SEC and you have answered "yes," to a (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to or c). If you have answered "yes" to question 8 (a) above, provide the location of the related c). Number and Street 1: City State- 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 and the related person share any supervised persons? 12 Do you | question 8.(a) above, have obtain a surprise examination person's office responsible f Number and Street 2: Country. | you overcome the presumption that you are not operationally independent for your clients' funds or securities that are maintained at the related person for custody of your clients' assets" ZIP+4/Postal Code. |
| and the related person share the same physical location? | | |
| | | |
| Yes No | | |
| rerr | | |

Yes No

1 Legal Name of Related Person: HIGH CEDAR GP,

File #: O2023-899, Version: 1 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-) Other 4. Related Person's CRD Number (if anv): a) CIK Number(s) (irany): No Information Filed 5 Related Person is: (check all that apply) a) f~ broker-dealer, municipal securities dealer, or government securities broker or dealer P other investment adviser (including financial planners) c) P registered municipal advisor d) P registered security-based swap dealer 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 P banking or thrift institution P trust company (j) P accountant or accounting firm (k) P lawyer or law firm (I) 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 Do control are you controlled the related person7 Are you and the related person under common control² (* C (a) related person qualified custodian your clients connection with advisory services provide c rT 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 person7 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: 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 сС 9. (b) If the answer is yes, under what exemption⁷ 10. (a) Is the related person registered with a foreign financial regulatory authority 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 related person supervised persons7 any

| F1 | ile #: | 02023-89 | 99, vers i | on: 1 | | | | | | | | |
|-------------------|---|--|--|---|---|--|--|--|--|-----------------------|--|-----------------------|
| (7 | С | | | | | | | | | | | |
| 12. <i>r</i> ~ | | Do | you | and | the | related | person | share | the | same | physical | location ⁷ |
| | BLAC | | NATIVE ADVIS | ORS (GENPAR), | LLC | | | | | | | |
| 2. | | ary Business Nan KROCK ALTERN | | erson: ORS (GENPAR), | LLC | | | | | | | |
| 3. | Relate | ed Person's SEC | File Number (i | f any) (e.g , 801-, | 8-, 866-, 802-) | | | | | | | |
| | | ed Person's O Number (if any): | | | | | | | | | | |
| | (b) C | CIK Number(s) (if | any): | | | | No Informat | tion Filed | | | | |
| 5. | a) b) c) d) e) (0 Pc g) h) (i) (j) Pa (k) Pla (l) Pii (m)Pp (n) Pr (0) Ps | P other investment of the common of the comm | r, municipal se nent adviser (ir unicipal adviso scurity-based s ty-based swap perator or com nission mercha arift institution by ounting firm hy or agency nt or dealer ator of limited | curities dealer, or neluding financial r wap dealer participant modity trading ad ant | planners) Ivisor (whether r | curities broker or de registered or exemp uding pooled invest soled investment ve | it from registration) | | | | | |
| 6. | Do yo | ou control or are y | vou controlled l | by the related per | son? | | | | | | | |
| 7 | Are y | ou and the relate | d person under | r common control | ? | | | | | | | |
| 8 | b) If | you are registeri (pursuant to rule If you have answ Number and Stre City | ing or registere 206(4)-2(d)(5), ered "yes" to q et 1 | ed with the SEC from the related | and you have person and thu ve, provide the l | | o question 8.(a) al o obtain a surprise e | bove, have you contains the property of the pr | vercome the pre ur clients' funds o | r securities that are | ı are not operationa e maintained at the ru | |
| 9. | ` ' | f the related personer is yes, under w | | | exempt from re | gistration? (b) If th | e | | | | | |
| 10. | | | - | with a foreign fina e and country, in l | | authority ? foreign financial reg | gulatory authority wi No Informati | | ed person is regis | tered | | |
| 11 | Do you | ı and the related _l | person share a | ny supervised pe | rsons? 12. Do y | ou ou | | | | | | |
| and | d the re | lated person sha | re the same ph | ysical location ⁷ | | | | | | | | |

(k) r lawyer or law firm(l) P insurance company or

Yes No r rr rrrrYes No rr1. 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 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 banking or thrift institution (i) P trust company 0) P accountant or accounting firm

| File |) #: (|)2023-8 | 399, V | ersion: | 1 | | | | | | | | | | | | | |
|--|--------------------------|--------------------------------|---------------|-----------------|-----------------|------------|-------------------|---------------|--|-----------------------|------------|--------------|------------|---------------|--------------|--------------|---------|--------------|
| (| agency (m) r (n) P | pension co | | | | | | | | | | | | | | | | |
| | deafer (o) P No | sponsor or | syndicato | r of limited pa | artnerships | (or equiv | alent), excludir | ng pooled in | nvestment veh | icles | | | | | | | | |
| C fr- | - (p) F | sponsor, ge | eneral par | tner, managii | ng member | (or equiv | valent) of poole | d investme | nt vehicles | | | | | | | | | |
| 6. <i>L</i> | Do you с | control or are | you contr | colled by the i | elated pers | on? | | | | | | | | | | | | |
| 7. | | Are | | you | á | and | the | | related | | pers | son | | under | | common | 7 | control |
| (7 C | | | | | | | | | | | | | | | | | | |
| 8. | (a) | Does | the re | elated pers | son act | as a | qualified | custodian | for your | clients | in c | connection | with | advisory | services | you | provide | e to clients |
| p </td <td></td> | | | | | | | | | | | | | | | | | | |
| ŀ | o) ITy pp | _ | tering or r | egistered wit | h the SEC a | and you h | nave answered | yes," to qu | uestion 8.(a) a | bove, have | e you ove | ercome the | presump | otion that yo | ou are not o | operationa | ally | |
| | | ependent (po intained at th | | | 2(d)(5)) from | the relat | ted person and | thus are n | ot required to | obtain a su | urprise ex | kamination ' | for your | clients' fund | ls or securi | ities that a | are | |
| c | c) If yo | | wered "ye | • | n 8.(a) abov | e, provid | e the location of | of the relate | | ice respon | | custody of y | your clier | nts' assets: | | | | |
| (| Cit | y: | | | State: | | | | Country: | ina Sireei A | 2. | ZIF | P+4/Post | tal Code. | | | | |
| | If t | his address i | is a private | e residence, o | check this b | ox: P | | | | | | | | | | | | Yes N |
| 9. (| a) If the | e related per | son is an | investment a | dviser, is it e | exempt fr | om registratior | 1? | | | | | | | | | | |
| | p b) If the | e answer is v | es. under | what exemp | tion? | | | | | | | | | | | | | |
| , | | | | | | aial wa w! | latam ravithavitr | . 2 | | | | | | | | | | |
| 10. (| a) istn op | e related pei | rson regis | tered with a f | oreign tinan | ciai regui | latory authority | <i>! ?</i> | | | | | | | | | | |
| 10. (| b) If the | e answer is y | es, list the | e name and o | ountry, in E | nglish of | each foreign fi | inancial reg | | | | elated perso | on is regi | stered. | | | | |
| 11. | | Do | y | ou | and | | the | related | | ormation Fi person | iled | share | | any | : | supervise | ed . | persons |
| (• f | | | | | | | | | | | | | | | | | | |
| 12. p p | | Do | you | ; | and | the | rel | ated | person | | share | | the | san | ne | physi | ical | location |
| | | | | | | | | | | | | | | | | | | |
| | | | | | | | | Perso | gal Name of F on > TENNEN AL PARTNEF | BAUM | | | | | | | | |
| F | Primary | | | | | | Business | | | | | N | lame | | | | | (|
| F | Related | PARTNER | S, LLC | | | | | | Person: | | | | | | | | | TENNENBAU |
| | Related 366-, 802 | 2-) 801 -6038 | Person 34 | 's | SEC | | File | l | Number | | (if | ar | ny) | (| e.g., | | 801-, | 8- |
| ļ | Related I | Person's | | | | | | | | | | | | | | | | |
| | a) CR (ira | D Number any): 3203 | | | | | | | | | | | | | | | | |
| k | | (Number(s) | (if any): | | | | | No | Information F | iled | | | | | | | | |
| | | | | | | | | INU | ioimadon F | | | | | | | | | |
| 5. R | telated P | erson is: (ch | neck all tha | at apply) | | | | | | | | | | | | | | |
| | a) P b) F | | | ipal securities | | - | ent securities b | oroker or de | ealer | | | | | | | | | |
| | p) P | registered i | | | , | | | | | | | | | | | | | |

| | u) e) f) | r P | r major security-based swap participant | m registration) | |
|-----|--|----------------------|---|--|--|
| | g) h) (i) | P P P | P banking or thrift institution P trust company | | |
| | 0) | P | P accountant or accounting firm | | |
| | (k) (l) (m) (n) (o) (p) | P P r | P insurance company or agency P pension consultant r real estate broker or dealer P sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment | | |
| 6 | Do y | ои са | u control or are you controlled by the related person ⁷ | | |
| 7. | Are | you | you and the related person under common control ⁷ | | |
| 8. | | f you (pu If y | Does the related person act as a qualified custodian for your clients in connection with advisory you are registering or registered with the SEC and you have answered "yes," to question (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a lif you have answered "yes" to question 8.(a) above, provide the location of the related person. Number and Street 1: | n 8.(a) above, have you overd surprise examination for your c | come the presumption that you are not operationally independe lients' funds or securities that are maintained at the related person |
| | | | City: State. Count If this address is a private residence, check this box: P | try. | ZIP+4/Postal Code: |
| 9. | | | If the related person is an investment adviser, is it exempt from registration (b) If the term is yes, under what exemption (b) | | |
| 10. | | | s 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 au No. | uthority with which the related p | erson is registered. |
| 11. | Do j | you a | ou and the related person share any supervised persons' | momaton riiod | |
| 12. | Doy | you a | ou and the related person share the same physical location ⁷ | | |
| | | | | | |
| V | NI- | | | | |
| f? | No r | | | | |
| | | | | | |
| rf | ?rr | | | | |
| | | | | | |
| Yes | Νo | | | | |
| rá | | | | | |
| | | | | | |
| | | | | | |
| rr | r r rr | - | | | |

1. Legal Name of

File #: O2023-899, Version: 1 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-) Other 4 Related Person's CRD Number (if any) CIK Number(s) (ir any)-No Information Filed Related Person is- (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) registered municipal advisor c) Р d) registered security-based swap dealer P major security-based swap participant (0 Pcommodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant h) banking or thrift institution P trust company (i) 0) Paccountant or accounting firm (k) Plawyer or law firm (I) 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) Fsponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No Do vou control are vou controlled bv the related person7 рр 7. the related under control7 Are you and person common рр (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷ 8. P fr (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 рр 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 i 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 registration? 9 the related person an investment adviser. exempt from (b) If the answer is yes, under what exemption? related person registered with foreign financial regulatory authority рр (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the refated person is registered. No Information Filed 11. Do you and the related person share any supervised persons7

| File # | # : O2023-8 | 99, Versi | on: 1 | | | | | | | | |
|--|---|---|--|---|--|----------------------|-------|--------|------|----------|-----------------------|
| рр | | \ | | | | | | | | | |
| 12 p p | Do | you | and | the | related | person | share | the | same | physical | location |
| | gal Name of Relate ECT TETL INVES (GENPAR), | TCO | | | | | | | | | |
| of PI IN | ROJECT IVESTCO | | | Related | | Business | | Person | | | Nam TET (GENPAR |
| ; 3. Re | lated Person's SEC | C File Number (| (if any) (e g., 801- | , 8-, 866-, 802-) | | | | | | | |
| | elated Person's CRD Number (if a | any): | | | | | | | | | |
| (b |) CIK Number(s) (| (if any). | | | No Info | rmation Filed | | | | | |
| a) b) d) e) f) g) h) (i) (j) (k) (l) (m) (p) | Pother investme ; (c) P registered s P major secul P commodity P futures com P banking or' P trust compa Paccountant or act Plawyer or law firm Pinsurance compa)Ppension consults Preal estate broke Psponsor or syndia Fsponsor, general | ler, municipal significant adviser (incl P resecurity-based signifiy-based swap pool operator of minission merch thrift institution any counting firm nony or agency ant r or dealer cator of limited partner, manage | ecurities dealer, of luding financial plegistered municip swap dealer o participant or commodity tradiant ant partnerships (or en ging member (or en luding financial partnerships (or en ludin | anners) al advisor ing advisor (whe equivalent), exclu equivalent) of poo | ding pooled invest oled investment ve | exempt from registra | | | | | |

Yes No

P (?

(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients⁷

(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.
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 registration⁷ (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 location7

Yes No

ff r

- Legal Name of Related Person: GCO LUX MULTI-FEEDER GP S.A.R.L.
- 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
 - (I) P insurance company or agency
 - (m) P pension consultant
 - (n) P real estate broker or dealer

| File | #: | O2023-899, \ | /ersion: 1 | | | | | | | | | | | | | |
|---------------|--------------|---|---|----------------------|----------------------------------|-----------------------------------|------------------------------|-----------------------|---|--------------------|-------------------------------|----------|--------------------------|-----------|------------|-----------------------|
| (o) |) P | sponsor or syndicate sponsor, general par | | | , . | • . | | | | | | | | | | |
| 6 <i>D</i> c | you | control or are you con | trolled by the related | person? | | | | | | | | | | | | |
| 7 <i>Ar</i> | e you | and the related perso | n under common col | ntrol? | | | | | | | | | | | | |
| | If yo (pi | es the related person a ou are registering or r ursuant to rule 206(4)- | registered with the 3 - $2(d)(5)$) from the rela | SEC and jated person | you have ans | swered "yes," e not required | to question to obtain a s | n 8.(a) a surprise | above, have y examination fo | ou ov or you | ercome the r clients' fund | s or se | curities th | | | |
| c) | | you have answered "ye | es" to question 8.(a) | above, pro | vide the local | ion of the rela | | | | custo | dy of your cli | ents' as | ssets: | | | |
| c) | | umber and Street 1. ity: | State- | | | | Count | er and S ry | treet 2 | | ZIP+4/Po | stal Co | de: | | | |
| Vos No | | | | | | | | | | | | | | | | |
| Yes No | 0 | | | | | | | | | | | | | | | |
| r te l | r | | | | | | | | | | | | | | | |
| | | If this address is a private | vate residence, chec | k this box: | Р | | | | | | | | | | | Voc N |
| '9. p p | (h) If | (a) f the answer is yes, un | lf | the | related | person | is | an | investment | | adviser, | is | it | exempt | from | Yes N registratior |
| | . , | • | • | | related | nerson | renieta | ered | with | а | foreian | , | financial | regulator | 7/ | authority |
| ■ C (7 | 10 | • | Is | the | <i>related</i> sh of each for | <i>person</i> eign financial i | | uthority | <i>with</i> with which the mation Filed | <i>a</i> relate | foreign | | <i>financial</i> red. | regulator | T y | |

■ 1. Legal Name of Related Person: SVOF/MM, LLC, SERIES I

11.

рр 12.

рp

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-) $^{\rm l}$ or Other

related

share

related

persons?

location?

supervised

physical

| File | #: | O2023-899 | , Versio | n : 1 | | | | | | | | | | | | | |
|------|---|--|--|--|----------------------------|---------------|----------------|------------------------------|----------------|------------------------------|---------------|----------|--------------|--------------|---------|----------|----------|
| 4. | Rela a) b) | ated Person's CRD Number (if ar CIK fMumber(s) (if | | | | | | No | Information | Filed | | | | | | | |
| | (a) F (b) (c) (d) (e) (0) (g) (h) (i) (Q) (k) (I) (m) (o) | P real estate broke P sponsor or syndicicles (p) W sponsor | unicipal securitian adviser (incipal advisor rity-based swap poperator or consion merchan institution accounting firm any or agency ant er or dealer cator of limite | ities dealer, or eluding financia ap dealer articipant ommodity tradi t | l planners) ng advisor (w | rhether regi | istered or ex | empt from re | gistration) | | | | | | | | Yes No |
| 6. | | | Do | you | contr | rol | or | are | you | | controlled | | by | the | relate | ed | person? |
| рр | | | | | | | | | | | | | | | | | |
| 7 | | | | Are | you | and | 1 1 | he | related | | person | ur | nder | commo | on | control? | |
| pр | | | | | | | | | | | | | | | | | |
| 8. | (a) | Does th | e related | person ac | t as a | qualified | custodian | for you | ır clients | in | connection | with | advisory | services | you pro | ovide to | clients? |
| 9. | p p (b) | ir you are registering pp independent (pursimaintained at the religion of the religion of the religion of the related personal if the answer is yes, atted person registered personal regi | uant to rule 20 elated person ed "yes" to qu 1: private reside is an investm | 96(4)-2(d)(5)) i ?? uestion 8 (a) al State: ence, check th ment adviser, is exemption? | pove, provide is box: P | the location | nd thus are | not required ted person's | to obtain a so | s <i>urprise</i> nsible f | e examination | for your | clients' fui | nds or secui | | | Yes No |
| | | | | (1-) | If the answer | in was list t | th a manna ann | al a a combine cim | | | | | | | | | |

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

| File #: O2023-899, Vers | sion: 1 | | | |
|---|---|---|---|------|
| Person : BLACKROCK GP VI LTD | | | | |
| 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)(ifany): | | No Information Filed | | |
| Related (a) r | | | | |
| municipal advisor registered security-becommodity pool operator or commodity accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer | dealer, municipal securities dealer, or governm based swap dealer major security-based swap by trading advisor (whether registered or exemp erships (or equivalent), excluding pooled invest d by the related person? | participant ot from registration) futures commission i | merchant banking or thrift institution trust com | pany |
| b) If you are registering or registe (pursuant to rule 206(4)-2(d)(5 | a qualified custodian for your clients in connected with the SEC and you have answered (5)) from the related person and thus are not requestion 8.(a) above, provide the location of the State. | "yes," to question 8.(a) above, have yquired to obtain a surprise examination for | you overcome the presumption that you are or your clients' funds or securities that are ma | |
| 9 (a) If the related person is an invess answer is yes, under what exemption first I | stment adviser, is it exempt rrom registration' (i | b) If the | | |
| Yes No rr | with a foreign financial regulatory authority 2 | | | |

| File #: O2023-899, Version: 1 | | | | | | | | | | | | |
|--|--|---|---|--|---|---|---------------------------------------|------------------|----------------|------------------------|-------------------|--|
| -IIE | #. 02023-08 | 99, VEISIOII. | , I | | | | | | | | | |
| | | | (b) If the | answer is yes, list | t the name an | id country, in Engli No Informati | ish of each foreign fina ion Filed | ncial regulatory | authority with | which the related pers | son is registered | |
| 11. <i>D</i> d | you and the related | person share any s | supervised person | s? | | | | | | | | |
| 12. Do | you and the related | person share the s | ame physical loca | tion' | | | | | | | | |
| fi- r C | r | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | gal Name of Related I ENNENBAUM ENER | | IES GP, LLC | | | | | | | | | |
| 2 Pr | imary Business Name | e of Related Persor | n: | | | | | | | | | |
| | ENNENBAUM ENEF | | | ıC | | | | | | | | |
| | elated Person's SEC | File Number (ir any | /) (e.g., 801-, 8-, | | | | | | | | | |
| | 66-, 802-) or ther | | | | | | | | | | | |
| | elated Person's) CRD Number (if ar | ny): | | | | | | | | | | |
| (b |) CIK Number(s) (if | any): | | | No | Information Filed | | | | | | |
| a) b) c) d) e) (0 g) h) (i) 0) (k (l) (n (n e) P | P other investme P registered mu P registered sec P major security P commodify poo P futures commi P banking or thri P trust company P accountant or ar) P lawyer or law fi P insurance com n) P pension consult) P real estate brok) r sponsor or synd sponsor, general pa | municipal securitie ent adviser (includir nicipal advisor urity-based swap d -based swap partic of operator or comm ssion merchant ft institution ccounting firm rm pany or agency ant er or dealer licator of limited pai urtner, managing m | ng financial planne lealer ipant nodity trading advis rtnerships (or equi ember (or equivale | ers) sor (whether regis walent), excluding ent) of pooled inve | stered or exer g pooled inves estment vehic | npt from registration stment vehicles (p |) | by | the | related | Yes No | |
| 6. | Do | you | control | or | are | you | controlled | by | the | related | person? | |
| C rT | | | | | | | | | | | | |
| 7. | Are | you | and | th | ne | related | person | und | 'er | common | control? | |
| (7.0 | | | | | | | | | | | | |

Yes No

6. Do you control or are you controlled by the related person?

CrT

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?

Cr(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 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 2:

Number and Street 1:

| File | #: O2023-899 | , Version | n: 1 | | | | | | | | |
|--------------------|---|---|--|-------------------------|----------------------|--------------------------------------|-------------|-------------------|---------------|-------------------|------------|
| | City: If this address is a p | private residenc | State: ce, check this box | . Т | | Country: | | ZIP+4/Posi | tal Code: | | |
| • | a) If the related person | is an investmen | nt adviser, is it exe | empt from regis | stration? | | | | | | Yes N |
| | c C b) If the answer is yes, | under what exe | mption? | | | | | | | | |
| | a) Is the related person | registered with | a foreign financia | al regulatory au | thority? | | | | | | |
| 10. (| b) If the answer is yes, | list the name an | nd country, in Eng | lish of each for | eign financial regul | atory authority with No Informati | | ed person is regi | stered. | | |
| 11. <i>(7 C</i> | Do | you | and | the | related | perso | | share | any | supervised | persons |
| 12. (7 C | Do | you | and | the | related | person | share | the | same | physical | location |
| F | egal Name of Related Person: TSCL PRIVATE MARKETS GP, LLC | | | | | | | | | | |
| F | Primary Business Name o | of Related Perso | on: | | | | | | | | |
| 3. | TSCL PRIVATE MARKI Related Person's SEC F 866-, 802-) or | | any) (e g , 801-, 8 | 5 | | | | | | | |
| 4 | Other | | | | | | | | | | |
| 4. | Related Person's a) CRD Number (ir a | ny): | | | | | | | | | |
| | b) CIK Number(s) {if | any)- | | | | No Informati | on Filed | | | | |
| 5. | b) P other investment c) P registered mun d) P registered secute) f" major security-l | municipal secur nt adviser (inclu icipal advisor urity-based swap based swap par I operator or co- sion merchant t institution ccounting firm many or agency ant ter or dealer dicator of limited | ities dealer, or go iding financial pla p dealer rticipant mmodity trading a | nners) advisor (whether | | mpt from registrati | on) | | | | |
| 6. | Do | you | control | or | are | you | controlled | by | the | related | persor |
| РΛ | | | | | | | | | | | |
| 7. | Are you and the related | person under c | common control? | Λ | | | | | | | |
| 8. | (a) Does th | ne related | person act | as a qual | ified custodian | for your clie | ents in con | nection with | advisory serv | rices you provide | to clients |

рр 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 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: State-Country. ZIP+4/Postal Code-Yes No rrIf 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 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 CRD Number (if any)-162379 CIK Number(s) (if any)-1388401 Related Person is: (check all Chat apply) 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 P major security-based swap participant e) P commodity pool operator or commodity trading advisor (whether registered or exempt from registration) P futures commission merchant g) P banking or thrift institution (i) P trust company (j) Paccountant or accounting firm (k) Plawyer or law firm (I) Pinsurance company or agency

6. Do you control or are you controlled by the related person?

(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

(m)Ppension consultant

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| | | | |
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| | | | |
| | | | |
| | | | |
| | | | |
| Yes | es No | | |
| r | 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 | e to clients ⁷ |
| b) . |) If you are registering or registered with the SEC and you have answered "yes," to quest rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surpri | | |
| c) | | • | · |
| 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 7 | | |
| b) |) If the answer is yes, under what exemption? PRIVATE FUND ADVISER | | |
| 10. | 0. (a) Is the related person registered with a foreign financial regulatory authority 7 | | |
| | (b) If the answer is yes, list the name a Nanwof Country/English Na | and country, in English of eac | ch foreign financial regulatory authority with which the related person is registered |
| | 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 ⁷ | | |
| | | | |
| 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). | | |
| | On 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) l' registered municipal advisor d) P registered security-based swap dealer | | |
| | e) P major security-based swap participant | | |

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|------------------|---|--|---|--|---------------------|--|--|--|----------------------|------------|----------|
| Yes ra ra- | (k) P (I) P agency (m) P (n) P dealer (o) r | futures commissi banking or thrift i trust company accountant or ting firm lawyer or law firm insurance compa pension consulta real estate broke sponsor or syndia | on merchant nstitution n any or nt r or cator of limited p | artnerships (or equ | ivalent), excludinç | g pooled investn | nent vehicles | | | | |
| | u , | | | ng member (or equ | uvalent) of pooled | i investment veh | icles | | | | |
| 6. | Do you | control or are you o | controlled by the | related | | | | | | | |
| pers | on? 7 | Are you and the re | lated person und | ler | | | | | | | |
| com | mon co | ntrol? | | | | | | | | | |
| | b) If (- b) ind b) m c) If (- c) No (- c) Cit | you are registering p dependent (pursual aintained at the rela you have answered umber and Street 1. | or registered with nt to rule 206(4)- ated person? I "yes" to question | th the SEC and you (2(d)(5)) from the re (a) above, prov (a) State- | have answered " | lyes," to question thus are not req f the related per Nu | isory services you provi a 8.(a) above, have you uired to obtain a surpris son's office responsible mber and Street T untry | overcome the presu se examination for your for custody of your o | our clients' funds o | , , | Yes No |
| 9. | (a) If th | ne related person is | an investment a | dviser, is it exemp | t from registration | ? p (b) If the ar | swer is yes, under wha | t exemption? | | | |
| | (a) Ist C {• | he related person re | egistered with a t | foreign financial re | gulatory authority | ? | | | | | |
| (b) | If the ar | nswer is yes, list the | e name and coun | try, in English of e | ach foreign financ | | thority with which the re No Information Filed | elated person is regis | stered | | |
| 11 | | Do | you | and | the | related | person | share | any | supervised | persons? |
| рр | | | | | | | | | | | |
| 12. [| o you a | and the related pers | son share the sar | me physical locatio | n? | | | | | рр | |

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. | a) b) c) d) e) f) g) h) (i) (j) (k) (1) (m) (n) (o) | P broker-d P other inv f" registere P registere P major se P futures o P banking P trust con P accountar r lawyer or r insurance p real estat P sponsor o | restment advised municipal advised municipal advised municipal advised security-based so tity pool operations mission me or thrift instituting many at or accounting law firm the company or a consultant to broker or dear syndicator of | al securities er (including lyisor ed swap dea wap participa or or commo erchant ion g firm gency aler limited partr | | ers) visor (wheth | er registere | d or exempt fro | | n) | | | | | |
|-------------------------|---|---|---|--|-------------------|------------------------|------------------------|--|---------------|---------------|-----------------------------|---|------------|-------------|----------------------|
| , , p(• | | 6 | onoral partier, | , managing i | _ | you | control | or | are | you | controlled | by | the | related | Yes No |
| ,7. f? C | ; | | | Are | you | , | and | the | rela | ted | person | under | C | common | control |
| ! | | (a) | Does the | e related | person act | t as a | qualified | custodian f | or your o | lients in | connection w | vith advisory | services j | you provide | to clients |
| p (* o p 1 Nun | (c) | independen maintained If you have ar and Street 1: City: | t (pursuant to r at the related p nswered "yes" t | rule 206(4)-2 person ⁷ to question 8 | ?(d)(5)) from the | e related per | son and thu | is are not requi related person Nu | red to obtain | a surprise ex | camination for your cli | our clients' funds ents' assets: Postal Code: | · | • | operationally |
| :9. o p | | | (a) | lf | the | related | person | is | an in | restment | adviser, | is it | exempt | from | Yes No registration? |
| 10 p | (b) p ■ (b) | (a) | is yes, under v | Is | the rel | lated ish of each f | person oreign finan | | | | foreign elated person is | financial | regulato | ory auth | nority |
| ■ 11 | | Do | yo | ou | and | the | | related | persor | 1 | share | any | supe | rvised | persons |
| рр | | | | | | | | | | | | | | | |
| p p | | 12. | Do | you | and | the | r | elated | person | shar | re the | e sam | e | physical | location? |
| . 1. | | nal Name of Re ACKROCK GL | | /ABLE POW | /ER FUND III (L | LUX GENPA | .R), S.A.R.L | | | | | | | | |
| ! 2. | | | Name of Relation | | /ER FUND III (L | LUX GENPA | ıR), S.A.R.L | | | | | | | | |
| . 3 | Rela | ated Person's | SEC File Numb | ber (if any) (| e.g., 801-, 8-, 8 | 866-, 802-) | | | | | | | | | |
| 4 | Rela a) | ated Person's CRD Numbe | er (if any): | | | | | | | | | | | | |

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|------------|-----------------------------------|---|--|---|--------------------------|--------------------------|---|--------------------------|------------|----------------------|
| | υj | CIV IANIIINEI(2) (II ai | ıy <i>)</i> . | | No Inf | formation Filed | | | | |
| | a) b) c) (d) F dea | ated Person is: (check P broker-dealer, m P other investment P registered munic P registered security-taler (e) P major secu | unicipal securities de adviser (including fi ipal advisor pased swap | ealer, or government se nancial planners) | ecurities broker or dea | ller | | | | |
| Yes r n | (k) (l) age (m) (n) dea (o) No | P futures commiss r banking or thrift P trust company P accountant or counting firm P lawyer or law firr P insurance compa ency or pension consulta P real estate broke aler P sponsor or syndi | ion merchant institution n any or ent er or | lity trading advisor (wh |), excluding pooled inv | restment vehicles | | | | |
| 6. | 00 | you control or are you | controlled by the re | lated person ⁷ | | | | | | |
| 7. | | Are | you | and | the | related | person | under | common | control |
| Λf | | | | | | | | | | |
| 8. | (a) b) b) b) c) c) | If you are registering (- C independent (pursua maintained at the rei | or registered with to ant to rule 206(4)-2(d ated person ⁷ ed "yes" to question : | custodian for your clie the SEC and you have a t)(5)) from the related p 8.(a) above, provide the ate- ack this box: P | answered "yes," to que | estion 8.(a) above, hav | ve you overcome the p surprise examination for onsible for custody of y 2: | or your clients' funds o | | |
| 9 | (a) | If the related person is | an investment advi | ser, is it exempt from re | egistration? | | | | | Yes No |
| | (b) | If the answer is yes, u | inder what exemption | n? | | | | | | |
| 10. | (a) r fr | Is the related person | registered with a for | eign financial regulator | y authority ⁷ | | | | | |
| 10. | (b) | IT the answer is yes, | list the name and co | untry, in English of eac | ch foreign financial reg | ulatory authority with v | | on is registered | | |
| 11. ^ f | | Do | you | and the | e related | | share | any | supervised | persons ⁷ |
| 12. | Do | you and the related pe | rson share the same | e physical location? (- | | | | | | |
| Item | 7 Pı | rivate Fund Reporting | | | | | | | | |
| В. А | re yo | ou an adviser to any pr | ivate fund ⁷ | | | | | | | |

If "yes," then for each private fund that you advise, you must complete a Section ~ 3 (I) of Scnedule 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 ? 8.(2) of Scnedule O.

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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 I | n Client | Transactions |
|-------------|------------|----------|--------------|
|-------------|------------|----------|--------------|

| • | | A | Do | you | or | any | related | person: |
|-----|---------|--|-----------------|-----------------------------|-----------------------|-------------------------|--------------------------|---------|
| Yes | | | | | | | | |
| No | | | | | | | | |
| | 1) | buy securities Tor yourself from advisory clients, or sell securities you of | own to advisory | v clients (principal transa | actions) ⁷ | | p | |
| | (? | | | | | | | |
| | 2) p | buy or sell for yourself securities (other than shares of mutual funds) th | at you also rec | ommend to advisory clie | ents ⁷ | | p | |
| | 3) | recommend securities (or other investment products) to advisory clients | s in which you | or any related person ha | as some other prop | rietary (ownership) int | terest (other than those | |
| | | p p | | | | | | |
| | 3) | mentioned in Items 8.A.(1) or (2)) ⁷ | | | | | | |

Sales Interest In Client Transactions

Yes

Inve C.

рр

рр

| 2100 1111 | oroot iii oiloi | iii iiaiidadadidiid | | | | | | | | | | |
|-----------|-----------------|--------------------------------------|------------------|--------------------------|--------------------|----------------------|-------------------|-----------------------------|------------------------|----------------|------------------|---------|
| | | Do | | yo | u | or | | any | re | lated | | person: |
| s No | | | | | | | | | | | | |
| 1) | | -dealer or regis customer (agen | | | oker-dealer, exec | ute securities trade | es for brokerage | e customers in which adv | isory client securitie | s are sold to | or bought from p | p p the |
| 2) | | d to advisory cli or general or n | | | representative for | advisory clients w | ith respect to, t | he purchase of securities | for which you or ar | y related pers | son serves as | рр |
| 3) | recommend | d purchase or s | ale of securitie | s to advisory | clients for which | you or any refated | person has an | y other sales interest (oth | er than the receipt of | of sales comm | nissions as a | |
| | рр | | | | | | | | | | | |
| 3) | broker or re | egistered repres | sentative of a b | roker-dealer) | 7 | | | | | | | |
| vestme | nt or Broken | age Discretion | | | | | | | | | | |
| | Do | you | or | any | related | person | have | discretionary | authority | to | determine | the: |
| s No | | | | | | | | | | | | |
| 1) | securities to | be bought or s | sold for a clien | t's account ⁷ | | | | | | | | |
| рр | | | | | | | | | | | | |

Yes

2)

amount of securities to be bought or sold for a client's account⁷ рр

3) broker or dealer to be used for a purchase or sale of securities for a client's account?

4) commission rates to be paid to a broker or dealer for a client's securities transactions?

D lf C.(3)are brokers dealers related persons7 рр E. related person dealers clients? рр

| F. pp | | If | you | | answ | er | "yes" | to | E. | above | , are | any | of | the | brokers | or | dealers | relat | ed | persons |
|-----------|--------------------------|------------------|----------------------|-------------------|---------------------|-----------------------|-------------------------|----------------|-----------------------------|------------|--------------------------------|--|-------------|----------------|------------------|----------------|------------------|-------------------|-------------|-----------|
| | (1) | | ı or any securiti | | | | e researc | h or other pr | roducts or | services | other than e | xecution from a | a broker-d | dealer or a t | hird party ("so | ft dollar bene | efits") in conne | ection with | рр | |
| | (2) | If "yes 1934 | | abov | e, are a | all the "so | oft dollar b | penefits" you | ı or any rel | ated per | sons receive | eligible "resea | rch or bro | okerage ser | vices" under s | ection 28(e) | or the Securit | ies Excha | nge pp | Act of |
| Н. рр | (1) | | Do | you | or | any | related | person, | directly | or | indirectly, | compensate | any | person | that is | not an | employee | for | client | referrals |
| | (2) | | | | | on, direct regular | | ectly, provid | e any emp | loyee co | mpensation | that is specifica | ally relate | ed to obtainii | ng clients for t | he firm (cash | or non-cash | compensa | ation in p |) p |
| I. | Dо у р р | ou or | any rela | ted pe | erson, il | ncluding | any empi | loyee, directi | ly or indired | ctly, rece | ive compens | sation from any | person (| other than y | ou or any rela | nted person) | for client refer | rals ⁷ | | |
| In y | our re | espons | e to Iter | n 8.1., | do not | t include | the regul | ar salary you | ı pay to an | employe | ee. | | | | | | | | | |
| | | | | | | | | | | | | or a related pe nber or amount | | | vering Item 8.1 | H.) or receive | ed from (in ans | swering Ite | em 8 l.) ai | ny persor |
| | | stody | | | | | | | | | | | | | | | | | | |
| | | | ask yo odial pra | | | ou or a r | elated pe | rson nas cu | stody of ci | lient (oth | er than clier | nts that are inv | estment | companies | registered un | der the Inve | stment Compa | any Act o | r 1940) a | ssets and |
| A. Yes | No | | | | | (1) | | | Do | | you | have | C | custody | of | any | / | advisory | | clients |
| | | a) c | ash or b | ank a | ccount | s ⁷ | | | | | | | | | | | | | | |
| | | b) s | ecuritie | s ⁷ | | | | | | | | | | | | | | | | |
| | (ii) a | relate | ed perso | n has | custo | dy of clie | ent assets | | ion with ac | | | u have custody provide to clie | | | | | | | | |
| | (2) | lf you d | checkea | "yes" | to Item | 1 9 A.(I)(á | a) or (b), ı | what is the a | pproximate | e amoun | t of client fur | nds and securit | ies and to | otal number | of clients for v | vhich you ha | ve custody. | | | |
| | U.S. | Dollai | Amoun | nt | | | | | Tota | l Numbe | r of Clients | | | | | | | | | |
| | | (a) \$ | (b) | | | | | | | | | | | | | | | | | |
| | and | the nu | mber of | those | clients | in your | response | to Item 9.A. | (2). If your | related p | erson has c | educt your advi ustody of client ude that inform | t assets ii | n connection | n with advisory | services yo | | | | |
| | | | | | | | | | | | | | | | | | | | | |
| В (| | | ection wi | | | | ou provia | le to clients, | do any of | your rela | ted persons | have custody o | of any of y | your advisor | y clients'. | | | | | |
| | | , | curities | | oounto | • | | | | | | | | | | | | | | |
| Yes I | Vo <!--</b-->■ | re | | | | | | | | | | | | | | | | | | |
| | You | are re | quired to | o ansı | ver this | item reg | gardless d | of how you a | nswered It | em 9.A.(| 1)(a) or (b). | | | | | | | | | |
| | (2) | tf you d | checkea | "yes" | to Lter | n 9B.(i)(a | a) or (b), ı | what is the a | pproximate | e amoun | t of client fur | nds and securit | ies and to | otal number | of clients for v | vhich your re | lated persons | have cus | tody: | |
| | U.S. | Dollai (a) \$ | Amoun | nt | | | | | Total | l Number | of Clients | | | | | | | | | |
| С | 1) | A qua | lified cu depende | stodia ent pul | n(s) se olic acc | nds acco | ount state audits an | ments at lea | st quarterly ooled inves | y to the i | nvestors in t hicle(s) that | visory services he pooled inve- you manage a | stment ve | ehicle(s) you | manage f~ | | | stors in th | e f" pools | ; |

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 I'and

securities.

Ifyou 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. (Ifyou checked Item 9-C.(2), you do not have to list auditor information m Section 9-C. of Schedule O ifyou already provided this information with respect to the private funds you advise in Section 7.5.(1) of Schedule O)

O 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 SecVon 7. A of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 2Q6(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 Tor 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 m Item I.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

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 3vu:tior 10 3 i- Scnedule Z-.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

- B. IT 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):
 - 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.(I), II.B.(I), II.B.(

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 persons7

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?

рp

2) been charged with any felony⁷

pр

Ifyou 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 offenses⁷

(2) been charged with a misdemeanor listed in Item 11 B.(I)7

p p

If you are registered or registering with the SEC, or ifyou 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

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 omission⁷
- р р
- 2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?
- р р
- 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?
- р р
- 4) entered an order against you or any advisory affiliate in connection with investment-related activity⁷
- р р
- 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 activity⁷
- р р
- 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 unethical⁷
 - р р
 - 2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes⁷
 - р р
 - 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 particles.

р

- 4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity⁷
- р р
- 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 p

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
 - р р

- 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
- р р
- 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 restricted?
- g
- 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
- р р

with other members, or otherwise restricting your or the advisory affiliate's activities7

- an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or 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, II.D, or 11.E I
- р р
- For "yes" answers to the following questions, complete a Civil Judicial Action DRP domestic foreign court: Yes No
 - a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity

 - b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations⁷

 - 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

 - р
 - c) 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)7

р

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

million Α Did vou have total assets more vour most recent fiscal vear рр

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?
- (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 year рр
 - C. Are vou-
 - 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 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 last day of its most recent fiscal year⁷

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, 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
- 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 (n) if managed by elected managers, all elected managers.
- 3- Do you have any indirect owners to be reported on Schedule B7 pYes pNo
- 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 Nam Middle Name) | ne, Firs | t Name | , DE/F | E/IITItle 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 | jSOLE MEMBER | | 09/2006 | E | Y | n: |
| WALTCHER. DANIEL, RUSSELL | | | 1 | i DIRECTOR | | 01/2010 | NA | Y | N 12903300 |
| shedlin, Gary, Stephen | | | I | ; CHIEF FINANCIAL OI | FFICER | 05/2013 | NA | Y | N 2094106 |
| PARK, CHARLES, CHOON SIK | | !! | i CHIEF C | COMPLIANCE OFFICER | | 06/2014 | NA | Y | N 2704483 |
| GOLDSTEIN, ROBERT, LAWRENCE | | jl | j CHIEF | OPERATING OFFICER | | 06/2014 | NA | Y | N 12253416 |
| FINK, LAURENCE, DOUGLAS | | jl | j CHIEF E | XECUTIVE OFFICER | | 09/1994 | NA | Y | N IB30137 |
| KAPITO, ROBERT, STEVEN | | jl | j PRESID | ENT | | 09/2007 | NA | Y | N ;728399 |
| SHEDLIN, GARY, STEPHEN | | jl | DIRECTO | DR . | | 10/2015 | NA | Y | N i2094106 |
| GOLOSTEIN, ROBERT, LAWRENCE | | !! | 1 DIRE | CTOR | | 10/2015 | NA | Y | N j2253416 |
| Meade, Christopher, Joseph | !i | [GEN | IERAL COU | NSEL AND CHIEF! | LEGAL OFFIC | EI11/2016 | NA | Y | N 6728448 |

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 sate 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, brother-in-law, brother-in-law, ster-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. **(a)** 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 (n) 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.
- 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/I Entity in Which Interest is 'Owned | Status Date Status Acquir MM/YYYY | Ownership Contro/ iPR Code CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. \Person <file: person=""> j or Employer ID No.</file:> |
|---|---|-----------------------------------|---|
| BLACKROCK, INC. | DE BLACKROCK HOLDCO 2, INC | SOLE 09/2006 SHAREHOLDER | E ;Y!Y |
| BLACKROCK HOLDCO 2, INC | DE : BLACKROCK FINANCIAL ! MANAGEMENT, INC. | SOLE 03/2015 SHAREHOLDER | E !Y jN j ; |
| BLACKROCK FINANCIAL MANAGEMENT, INC. | DE BLACKROCK CAPITAL . HOLDINGS, INC | SOLE 03/2015 SHAREHOLDER | 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

iThis 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(l)
 T u C(2)

 ril.D(l)
 FlID(2)

 - r u.E(i)
 r u.c(2)

 r u f
 Tug

rud(3) rii 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

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<Mswy

p One or more of your a(Ms0fy 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 of 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, of 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)⁷
- 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 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 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(3j 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 to 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>VIS0ry aff,i,ate |s G a F,rrn C an individual

Registered. r Yes ff 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.

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

1. Regulatory Action initiated by.

f SEC p Other Federal p State C SRO Fore'9n

(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:

3 Date Initiated (MM/DD/YYYY)'

12/13/2011 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* Options
 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 SWEDISH COMPANY ELECTROLUX AB WAS SUBMITTED LATE.

- 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):

12/13/2011 & Exact r Explanation If not exact, provide explanation*

- 12. Resolution Detail:
 - A. Were any of the following Sanctions Ordered (check all appropriate items)

⁷ P Monetary/Fine Amount. \$

P Revocation/Expulsion/Dema!

P Disgorgement/Restitution

r Censure

P Cease and Desist/Injunction

P Bar

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) PIID(I) PII E(I) PII F

This Disclosure Reporting Page (DRP ADV) is an p INITIAL QR p AMENDED response used to report details ror 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 C(3)
 P U C(4)
 P 11 C(5)

 P 11D(2)
 PII.D(3)
 PIID(4)
 r 11 D(5)

 PIIE(2)
 PII.E(3) PII.E(4)

PIIG

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

ir this DRP is being filed Tor 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 affihate is f? a Firm C an individual

.Registered- r Yes ff Nq

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 stare 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 m 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 f!*Fore.9n

(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 $^{\rm p}\,$ Exact $^{\rm r}$ 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)-

NOTIFICATION THAT BLACKROCK'S HOLDINGS BELOW 5% OF THE SHARE CAPITAL OF THE COMPANY WIHLBORGS WAS SUBMITTED LATE.

8 Current Status? r Pending On Appeal ff 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 r Explanation If not exact, provide explanation

j2. Resolution Detail-

A. Were any of the following Sanctions Ordered (check all appropriate items)⁷

P Disgo.-gement/RGStitution P Cease and Desist/Injunction

P SuS"S"Slor

P Monetary/-me-Amour:! \$ P Revocat.cn/ExpLiision/Deival http://Revocat.cn/ExpLiision/Deival 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.

 $\begin{array}{lll} \text{Check item(s) being responded to:} & r \ n. \ c(2) \\ & r \ n. \ c(1) & r \ n. \ c(2) \\ & r \ n. \ E(i) & r \ n. \ E(2) \\ & r \ n. \ F. & r \ n. \ G \\ & r \ ii \ co; r \ n \ d(3) \ r \ u \ eo) \end{array}$

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 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

- 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 atfl/fswy affl,(a(es
 - r. Oneormoreofyour_{adwsoo},_{affi},)_{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 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 event⁷ 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 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):
- Principal Product Type-Other

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 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)⁷

t~ Monetary/F'ne Amount \$ r~ Revocation/Exp-j'sion/Oenia' r~ Censure r Bar

P DisgorgemenL/Resticution 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 ll.E(2) r u g

. . 3

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

, 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 advisory

affiliates e One or more of your artwswy 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 ' 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 SRQ r? Foreign

(Full authority. name of regulator, foreign financial regulatory federal. state. FEDERAL FINANCIAL SUPERVISORY BAFIN. GERMAN SRO) AUTHORITY

2. Principal Sanction:

Civil and Administrative Penalt (ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

06/18/2012 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

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 GERMAN, REACH, EXCEED OR FALL BELOW PRESCRIBED LIMITS ("THRESHOLD LIMITS"). WHEN THE THRESHOLD LIMITS ARE REACHED, NOTIFICATION FILINGS ARE TO BE FILLED WITH THE GERMAN 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 ff Exact r 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 rit 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 QR c 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.

 $\begin{array}{lll} r \; ii \; c(i) & r \; ii \; c(2) \\ \text{rilD(l)} & \text{F 11 D(2)} \\ \text{f~UE(!)} & \text{rilE(2)} \\ \text{Tiif} & \text{Tug.} \\ \text{r u c;3) r n o(3) r n e(3)} \end{array}$

r ii c(4) r u.d(4) r u e(4)

r u.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, 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 advisory amates One or TM/FE o< 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, ir not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

Registered: r Yes rr No

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.

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

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)
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 ff 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 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:

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 QR 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:

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 Hems 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 Tiled is
 - (are): C You (the advisory firm)
 - r You and one or more of your amiltes " One or more

of your advisory affiliates

If this DRP is being Tiled for an advisory affiliate, give the full name or 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

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 affihate(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 Tor 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, of SRO) FEDERAL DEPARTMENT OF FINANCE - SWITZERLAND ("FDF")

2. Principal Sanction:

Chill and Administrative Danel

| Fi | ile #: O2023-899, Version: 1 | | | | | |
|----|--|---|--|--|--|--|
| | Civil and Adminisuative Penalt (ies) /Fine(s) Other Sanctions* | | | | | |
| 3 | B Date Initiated (MM/DD/YYYY). | | | | | |
| | 02/28/2012 " Exact ' Explanation If not exact, provide explanation: | | | | | |
| 4. | . Docket/Case Number: | | | | | |
| 5. | 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): | | | | | |
| 6. | 5. Principal Product Type: Other | | | | | |
| | Other Product Types: INVESTMENT IN EQUITY SECURITIES OF SWISS ISSUERS | | | | | |
| 7. | 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 ISSUEI CROSSED CERTAIN OWNERSHIP THRESHOLDS. | | | | | |
| 8. | 3. Current Status? 「Pending "~ On Appeal & Final | | | | | |
| 9. | If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Cou | ort) and Date Appeal | | | | |
| Fi | iled* | | | | | |
| ir | Final or On Appeal, complete all items below. For Pending Actions, complete Ite | em 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 | 2. 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 | T Disgorgement/Restitution I Cease and Desist/Injunction | | | | |
| | r ochanic . | r Gease and Desisynijunction | | | | |

f Bar f" Suspension

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*

FDF IMPOSED A FINE OF 500,000 CHF (APPROXIMATELY \$ 533,790 USD)

_ 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 FIND 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 TNC(i)

ru.cu)

ruc;3)

rn.c<4) ru.c(5>

r 11 D(5)

ru.Ed) r p. f r 11 =(2j 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 , 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 admory am/gtes
- 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, ir not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number This advisory affffiate is a Firm an Individual

Registered: r Yes a 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.

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 Tor 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 ff 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 f Other Federal p State C \$rq r? Foreign

(Full name regulator, forego financial regulatory authority, federal. state, NAZIONALE SRO) COMMISSIONE PER LE SOCIETA Ε 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 r Explanation fr exact, gradient 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.

Office of the City Clerk Page 746 of 781 Printed on 5/21/2023

| File #: | O2023-899. | Version: | 1 |
|---------|------------|----------|---|
|---------|------------|----------|---|

- 8. Current Status' <~ Pending if 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* 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)⁷

- 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(1) | r n.c(2) | f~uc(3) | rnc(4) rn.c(5) | |
|------------|----------|-------------------|----------------|-----------|
| f~ 11 D(l) | 7 u D(2) | r 11.0(3) | r 11 D(4) | r 11 D(5) |
| TllEd) | rilE(2) | I~11E(3) ril.E(4) | | |
| ruE m G | | | | |

ruf rn.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 ama(es
- «■ one or more of your a(jvisory amilates

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^{f*} a Firm " an Individual

negisiereu. r res i

Name. BLACKROCK INC

(For individuals. Last, First, Middle)

- This DRP should be removed rrom the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- t~ 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 Tor 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 Tor any event listed in Item u that occurred more than ten years ago.

- I~ This DRP should be removed rrom 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' IT the answer is "Yes," no other information on this DRP must be provided.

r Yes No

NOTE: The completion or this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

Regulatory Action initiated by:

pSEC c Other Federal p State C \$rq C Foreign
(Full name or 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 r 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 (ir 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)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 ^r Explanation If not exact, provide explanation

- 12 Resolution Detail
 - A. Were any of the following Sanctions Ordered (check all appropriate items)⁷

P Monetary/Fine Amount: \$

P Revocation/Expulsion/Denial P Disgorgement/Restitution
P Censure P Cease and Desist/Injunction

I"" Bar 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)

P 11 E(I) PIIE(2) PIIE(3) PII.E(4)

P11 F P11 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)

 $_{\mbox{\scriptsize r}}$ You and one or more of your $_{\mbox{\scriptsize gdvisgry}}$

affi/)ates fi One or more of your gtMsory affi((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 ^{ff} a Firm ^r an Individual

Registered: r yes p Nq

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 ff 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 SR0 p Foreign

regulator, (Full name or foreign financial regulatory authority, federal. state SRO) FINANSINSPEKTIONEN (FINANCIAL SUPERVISORY **AUTHORITY** OF SWEDEN)

2. Principal Sanction:

Civil and Administrative Penalt

(ies) /Fine(s) Other Sanctions:

Date Initiated (MM/DD/YYYY)-

explanations

- 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 3LACKROCK 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* Suscension

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(l) 17 11 D(2)



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)7 17 Monetary/Fine Amount. \$ 138,200.00

P Revocation/Expulsion/Denial P Disgorgemenc/Re-stitution
P Censure f Cease and Oes-st/Injunction
P Bar 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 m a Tine, 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 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 9 U C(1) F? 11 C(2) |7 11 C(3) 17 li C(4) f7 ll.C(5) P 11.0(1) P 11D(2) PllD(3) P 11D(4) r 11D(5) P 11 E(1) P 11 E(2) P 11 E(3) $P11 = \{A\}$ 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, ir 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

| Fi | le | #: | O20: | 23- | 899, | ٧ | ersi | ion | : | 1 |
|----|----|----|------|-----|------|---|------|-----|---|---|
|----|----|----|------|-----|------|---|------|-----|---|---|

(are): p You (the advisory tirm)

p You and one or more of your M manner

faffiliates 'advisory

p One or more of your ... ", t

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

I 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 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.

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.

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 (~ Foreio_n (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SECURITIES AND EXCHANGE COMMISSION

2. Principal

Sanction: Cease and

Desist

Other

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 "f Exact ' Explanation If not exact, provide explanation:

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 ^r- Explanation If not exact, provide explanation

- 12. Resolution Detail:
 - A Were any of the following Sanctions Ordered (check all appropriate items)

⁷ [7 Monetary/Fme Amount \$ 12,000,000 00

 I~ Revocation/Expulsion/Denial
 f Disgorgement/Restitution

 17 Censure
 17 cease and Desist/Injunction

 I™ 3a'
 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/retraming 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:

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 Tit 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 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: ruc(D ruc(2) riic(3) rn.c(4j rucjsj

r ii 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 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)

/- You and one or more of your

p One or more of your ...
'*
affiliates ' advisory

If this DRP is being nied 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 AFFIUATE

CRD Number. This advisory affiliate is a Firm ' an Individual

Registered r Yes P Nq

e: 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.

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 to 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 event⁷ 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

Regulatory Action initiated by:

e- SEC c Other Federal p. State (- SRQ p Foreign

 $(Full\ name\ of\ regulator,\ foreign\ financial\ regulatory\ authority,\ federal,\ state,\ or\ SRO)$

 ${\bf FINANSSIVALVONTA-THE\ FINANCIAL\ SUPERVISORY\ AUTHORITY\ OF}$

FINLAND

2. Principal

Sanction:

Reprimand Other

Sanctions:

Date Initiated (MM/DD/YYYY):

05/26/2015 *? 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 Product

Type. Other

Other Product Types:

INVESTMENT IN EQUITY SECURITIES OF A FINNISH ISSUER.

 $7. \quad \text{Describe the allegations related to this regulatory action (your response must fit within the space provided):} \\$

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")^

- 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 r 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 requal try/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 QR p AMENDED response used to report details for affirmative responses to Items 11 C, 11 D., 11.E., II.F. or II.G. of Form ADV.

Regulatory Action

Check item(s) being responded to: ruc(d r ii D(u r ii E(i)

r u.c(2) pu.d(2)r u E(2) r u c(3) r ii oò) r n e(3)

r n cw rn.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 II.C , II.D., 11.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 DR.^p.

raf

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 ,w,,,,,, 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

ADV DRP - ADVISORY AFFILIATE

CRD Number. advisory affiliate is & a Firm f* an Individual

Registered- r Ye£ ff Nq

Name BLACKROCK INC.

(For individuals. Last, First, Middle)

Office of the City Clerk Page 756 of 781 Printed on 5/21/2023

- ' This DRP should be removed from the ADV record because the advisory affihate(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 m 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.

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

pSEC p Other Federal p State p 5RQ p Foreign

 (Full name
 of regulator, regulator, state, or SRO)
 FINANSINSPEKTIONEN
 foreign financial regulatory
 regulatory authority, federal, state, or THE
 FINANCIAL
 SUPERVISORY

AUTHORITY OF SWEDEN

; 2. Principal Sanction.

Civil and Administrative Penalt (ies) /Fine(s) Other Sanctions.

3. Date Initiated (MM/DD/YYYY):

04/29/2015 Exact ^r Explanation If not exact, provide explanation:

 Docket/Case Number: FI

> REG NO. 14-16729

- 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

1-7. 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").

- 8 Current Status' C 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.

How was matter resolved: Decision

11. Resolution Date (MM/DD/YYYY):

06/10/2015 ff Exact Fexplanation If not exact, provide explanation:

12. Resolution Detail. A. Were any of the following Sanctions Ordered (check all

appropriate items)7

r∼ Disgorgement/Restitution f∼ Cease and Desist/Injunction f" Suspension

P" Monetary/Fine Amount⁻ \$ 120,700.00 P Revocation/Expulsion/Denial P Censure r 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/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:

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 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 K 11 C(4) r 11 D(4) 17 II.C(5) r H.D(5)

Regulatory Action

Check item(s) being responded to:

rilr(i) 12UC(2) r 11 C(3) r ii D(ij r u d(2) r n d(3)

r 11 E(i) r u e(2) r u eoj r u 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 , 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 amates P One or

more of your 3dmory 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

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.
- 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 5EC, 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 event⁷ 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 C ^RO r $^{\text{r0re},9^{\text{n}}}$

(Full name of regulator, foreign financial regulatory authority, federal, state, or

SRO) U.S. SECURITIES AND EXCHANGE COMMISSION

Principal Sanction:
 Civil and Administrative Penalt
 (ies) /Fme(s) Other Sanctions:
 CEASE AND DESIST UNDERTAKING --

 $3. \quad \text{Date Initiated (MM/DD/YYYY)}.$

01/17/2017 & Exact r 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.

How was matter resolved: Order

11. Resolution Date (MM/DD/YYYY):

01/25/2017 f Exact Fexplanation 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

5.51 y 5.51 na.

V Censure Desist/Injunction

P Bar

F Cease and
(" Suspension

P Disgorgement/Restitution

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 WHISTI FBI OWER PROGRAM

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:

rilE(l) PIIE(2) ril.E(3) ril.E(3)

tiif rng.

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.

PARTI

A. The person(s) or entity(ies) for whom this DRP is being filed is

(are): f- You (the advisory firm)

 $_{\rm r}$ You and one or more of your $_{\rm admory\ affi(/afes}$

p One or more of your attwswy

If this DRP is being filed for an advisory affiliate, give the rull 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

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 SR0 p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

CHICAGO BOARD OF TRADE

Principal Sanction:

Civil and Administrative Penalt(ies) /Fme(s)

Other Sanctions.

DISGORGEMENT

3 Date Initiated (MM/DD/YYYY):

01/22/2021 ff Exact r 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):
- 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' ^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.

iO. 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 I"~ Cease and Desist/Injunction f~ Suspension
 - A. Were any or the following Sanctions Ordered (check all appropriate

items)7 I* Monetary/Fine Amount \$ 119,605.60 r*

Revocation/Expulsion/Denial i~ Censure r 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/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:

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 CCBOT") 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 \$99,605.60 WHICH BLACKROCK PAID ON JULY 297H, 2021.

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 II.D(I)

r uc(2)

r n c(3>

rn.c(4) rnqsi

I*11D(2) r~IID(3) ril.D(4) rilD(S)

| Fi | File #: O2023-899, Version: 1 | | | | | | | |
|------|---|--|-----------------------------------|-------------------------|----------------------------|--------------------------|--------------------------|----------------------|
| | rnE(i) li F Tug | r ii e(2) | ruE(| (3j rnE(4) | | | | |
| I; U | se a separate DRP for each event c | or proceeding The same ever | nt or proceeding may be re | ported for more than | one person or entity usi | ng one DRP File with a | completed Execution P | ² age |
| | ne event may result in more than or n one regulator, provide details for e | | | II.G. Use only one DI | RP to report details relat | ed to the same event. It | f an event gives rise to | actions -by more |
| | ART I | acii aciion on a separate Di | ν. | | | | | |
| | The person(s) or entity(ies) for w (are): (- You (the advisory firm) | hom this DRP is being filed is | s | | | | | |
| | r You | and | one | or | more | of | your | advlsory |
| | affiliate5 P One or more of your ^ | ۸ | | | | | | |
| | If this DRP is being fill name). If the advisory affiliate ha | • | | | • | , | Last name, First | name, Middle |
| | ADV DRP - ADVISORY AFFIU | ATE | | | | | | |
| | CRD Number: | | This advisory afmia,e IS O a F,rm | C an Individual | | | | |
| | ;Registered: , ^ <; _{Nq} Name: BLACKROCH (For individuals, Last, | | | | | | | |
| | , , , | , | | | | | | |
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| | | | | | | | | |
| | This DRP should be removed P This DRP should be removed r or reporting as an exempt rep | rom the ADV record because | e. (1) the event or proceed | ing occurred more th | an ten years ago or (2) t | he adviser is registered | or applying for registra | tion with the SEC |
| | ir you are registered or registering years ago If you are registered or | | | | | | only if that event occur | red more than ten |
| | P This DRP should be removed f | rom the ADV record because | e it was filed in error, such | as due to a clerical o | r data-entry mistake. Ex | plain the circumstances | : | |
| В. | If the advisory affiliate is registered "Yes," no other information on this | | or CRD system, has the adv | visory affiliate submit | ted a DRP (with Form Al | DV, BD or u-4) to the IA | RD or CRD lor the ever | nt' If the answer is |
| | r Yes ff No | | | | | | | |
| | NOTE- The completion of this To | rm does not relieve the advis | ory affiliate ot its obligation | n to update its IARD | or CRD records. | | | |
| | RT II | | | | | | | |
| 1. | Regulatory Action initiated by: pSEC (• Other Federal f State | r sro (r ^{Forel} 9 ⁿ | | | | | | |
| | (Full name of regulator, foreign fir BUNDESANSTALT FUR FINANZ | | | | | | | |
| 2. | Principal Sanction: | | | | | | | |
| | Civil (ies) /Fine(s) Other Sanctions. | a | nd | | Administrativ | e | | Penalt |
| 3. | Date Initiated (MM/DD/YYYY)- | | | | | | | |
| | 03/20/2015 ff Exact <~ | | | | | | | |
| | Explanation If not exact, provide explanation: | | | | | | | |
| 4. | Docket/Case Number: | | | | | | | |
| 5. | Advisory Affiliate Employing Firm | when activity occurred which | n ted to the regulatory actio | n (if applicable): | | | | |
| 6 | Principal Product Type: | | | | | | | |
| | Other Other Product Types: | | | | | | | |
| | INVESTMENT IN SHARES OF IS | SUERS WHOSE HOME CO | OUNTRY IS THE FEDERAL | REPUBLIC OF GEI | RMANY ("GERMAN ISS | UERS") | | |

r — Describe the allegations related to this regulatory action (your response must lit 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 Status⁷ <~ 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 ff 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. \$ 3,563,216.00

f~ Revocation/Exp-jision/Der.ial
P Censure

r Disgorgement/Restitution f cease and Desist/I.-^unc-.ron

P Sar

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

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Regulatory Action

Check item(s) being responded to:

r n.c(i) r u c(2) r nc(3) r nc;4) /7iic(5)

ril.D(1) PII.D(2) riD(3) riD(4) r 11D(5) HIIE(1) ru.E(2) TII.E(4)

I" II.F. I- II.G

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PART I

A. The person(s) or entity(ies) Tor 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 advisgry affi/(afej

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 P an Individual

Yes & No BLACKR (For individuals, Last, First, Middle)

- r* This DRP should be removed rrom 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 (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 ror any event listed in Item 11 that occurred more than ten years ago.

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- 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 of 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

Regulatory Action initiated by:

p SEC pOther Federal (-State p SR0 p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

COMMODITY FUTURES TRADING COMMISSION

Principal Sanction.
 Civil and Administrative Penalt(ies) /Fine
 (s) Other Sanctions: CEASE AND

DESIST

3. Date Initiated (MM/DD/YYYY):

03/08/2012 ^ Exact r Explanation If not exact, provide explanation

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 Status⁷ ^ 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)⁻ 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!

I"" Censure r" Bar

V D-sqorgemerit/Res*:i:u'.ion r™ Cease ana Desist /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

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 Qf. 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 ii c(i) r u.c(2)P" 11 D(1) W 11 D(2) r h.e(2) rn.E(i) Ph.f Tug.

ru.c(4) rn.c(5) r u c(3)

r 11 d(3) r ii D(4j r h.d(5)

r ii e(3) r u 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., 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) ror whom this DRP is being filed is

(are): p You (the advisory firm)

r You and one or more of your aamory ama[es

<! One or more or your advismy amiates

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)

- 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 do air exempt reporting deriver that the GEO and the event that recontrol in the devicer of devicery diminate or device.

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 ff No
```

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD

records PART tl

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) COMMISSIONS NAZIONALE PER LE SOCIETA E LA BORSA ("CONSOB")

2 Principal Sanction:

Civil and Administrative Penalt (ies) /Fine(s) Other Sanctions:

3 Date Initiated (MM/DD/YYYY):

04/29/2014 " 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).

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 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)-

05/08/2014 f Exact <" Explanation If not exact, provide explanation:

12 Resolution Detail-

I" Bar

A. Were any of the following Sanctions Ordered (check all appropriate items)

⁷W Monetary/Fine Amount. \$ 205,826 00

C Revucdtiun/Expulsion/Oenial

f Censure

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/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:

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 QR p 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

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)

r You and one or more of your afmaKs " 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

 $(For individuals. \ Last, First, Middle) \ I"\ This\ DRP\ should\ be\ removed\ from\ the\ ADV\ record\ because\ the\ advisory\ affiliate(s)\ is\ no\ properties of the prope$

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 of 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 ot its obligation to update its IARD or CRD records

PART II

1. Regulatory Action initiated by:

p SEC $\,$ p Other Federal $\,$ p State $\,$ p $\,$ s_{R0} $\,$ p Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) BAFIN (THE GERMAN FEDERAL FINANCIAL SUPERVISORY AUTHORITY)

- 2. Principal Sanction '
- Civil and Administrative Penalt(ies) /Fine(s)
 Other Sanctions
- 3. Date Initiated (MM/DD/YYYY):

12/18/2013 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 EQUITY SECURITIES OF A GERMAN ISSUERS

7. Describe the allegations related to this regulatory action (your response must rit within the space provided):

THE BAFIN ALLEGED THAT BLACKROCK INVESTMENT MANAGEMENT (UK) LIMITED, AS AGENT FOR CERTAIN OF ITS ADVISORY AFFILIATES, HAD NOT FILED, WITHIN THE REQUIRED TIME PERIOD, REPORTS THAT THE COLLECTIVE OWNERSHIP OF SECURITIES IN GERMAN ISSUERS CROSSED CERTAIN OWNERSHIP THRESHOLDS

- 8. Current Status⁷ *~ Pending f On Appeal <• Final ¹
- 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).

01/09/2014 <* Exact r 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. \$ 309,697 00 f" Revocation/Expulsion/Denial I" Censure r 3ar
- B. Other Sanctions Ordered:
- {~~ Disgorgement/RestituMon I⁻ 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 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:

BAFIN IMPOSED A FINE OF 220,000 EUROS (APPROXIMATELY \$299,488). AN ADDITIONAL 7,500 EUROS (APPROXIMATELY \$10,209) WAS LEVIED IN RESPECT FOR THE ASSOCIATED ADMINISTRATION CHARGES.

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 INVESTMENT MANAGEMENT (UK) LIMITED PAID THE FINE AND ADMINISTRATION CHARGES TOTALING 227,500 EUROS (APPROXIMATELY \$309,697) ON JANUARY
9 2014

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., II.E., II.F. or 11 G of Form ADV.

Regulatory Action

Check item(s) being responded to:

| r ii C(i) | r u.c(2) | r 11 c(3) | r 11 c(4) | r 11 C(5) |
|-------------|------------|-----------|-----------|-----------|
| . r 11 D(I) | 17 ii D(2) | r 11 D(3) | f7 u D(4) | (7 H D(5) |
| r u.E(i) | r u.E(2) | r u e(3> | r u e(4> | |
| r ii.f | r 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., II.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

PARTI

A The person(s) or entity(ies) for whom this DRP is being filed is

(are)-r- You (the advisory firm)

r You and one or more of your a(Mswy affi(/a(BS G

One or more of your a(ftw0fy affi//afej

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). IT the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box

ADV DRP - ADVISORY AFFILIATE

Registered- r Yes ff Nq

Name: BLACKROCK,INC

(For individuals. Last, First, Middle)

I' This DRP should be removed from the ADV record because the advisory affihate(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

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 event⁷ 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.

| File #: O2023-899, Version: 1 | | | | |
|-------------------------------|--|--|--|--|
| | | | | |
| 4. | Docket/Case Number: | | | |
| 5. | Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (ir applicable): | | | |
| 6. | Principal Product | | | |
| | Type: Money Market Funri(s) | | | |
| | Other Product | | | |
| | Types: | | | |
| 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 | | | |
| • | IT as a small consideration accorded to (OFO, OFO, OFO, OFO, OFO, October October October Office) | | | |
| 9 | IT on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: | | | |
| If F | nal or On Appeal, complete all items below For Pending Actions, complete Item 13 only. | | | |
| 10 | How was matter resolved | | | |
| 0.11 | | | | |
| Oth | er | | | |
| 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) | | | |
| | ⁷ P Monetary/Fine Amount \$ | | | |
| | P Revocation/Expulsion/Denial P Disgorgement/Restitution | | | |
| | r™ Censure o P Cease and Desist/Injunction P Bar r 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 requahfication by exam/retraining was a condition of the sanction, provide length of time given to requality/retram, type of exam required and whether condition has been satisfied If disposition resulted in a fine, penalty, restitution, disgogreement 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." | | | |
| Th | GENERAL INSTRUCTIONS is 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. | | | |
| | eck item(s) being responded to: 11 C(I) 7 U.C(2) | | | |

r 11 D(i) . r u e(d r u f

ru.c(3) rnd(3) rne(3)

r n.D(2) ru.E(2) Tug.

17 11 C(4)

r ii.d(4) r ii e(4)

17 U C(5) r ll.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, 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

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 ... "...

faffiliates

r 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.

This advisory affiliate is * a Firm 1 an Individual

Registered r yes p 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
- 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 event⁷ 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 s_{R0} 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 ' Explanation If not exact, provide explanation:

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)

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 r Explanation If not exact, provide explanation:

- 12. Resolution Detail:
 - A Were any of the following Sanctions Ordered (check all appropriate items) 717 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(I) PIIC(2) riIC(3) PIIC(4) PIIC(5)

P 11 D(I) P 11 D(3) P U.D(4) P U.D(5)

PIIE(I) PIIE(2) PIIE(3) PII.E(4)

P11 F P11 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.

PARTI

A. The person(s) or entity(ies) for whom this DRP is being filed is

(aua) = Va.. (4ba ad. daam : filma)

(are) p rou (trie auvisory ilitii)

r You and one or more of your afiff(ates

p One or more of your a(Ms0fv affi:/afes

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 vfis ^ Na

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 witn 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 event⁷ 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

- 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. 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.

| File #: O2023-899, Version: 1 | | | | | | |
|---|---|--|---|--|--|--|
| 8. Current Status ⁷ C" F | 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 <~</td <td>Explanation If not exact, provide.explanation</td> <td>ation-</td> <td></td> | Explanation If not exact, provide.explanation | ation- | | | | |
| 12. Resolution Detail' | | | | | | |
| | wing Sanctions Ordered (check all appro | | | | | |
| P" Monetary/Fine Ar B. Other Sanctions Orde | mount' \$ 2,020.00 I~" Revocation/Expulsi | on/Denial P Censure r Bar | | | | |
| 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/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: 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 Pag | 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 responde .ril.C(l) | ed to: Pll.C(2) | r*HC(3) | PII.C(4) PIIC(5) | | | |
| rn.D(i) | rn.D(2) | r u d(3) | ruD(4j ru.D(5) | | | |
| r U.E(l) r∼iiF Pii.g | TIIE(2) | r~llE(3) ril.E(4) | | | | |
| Use a separate DRP for each | event or proceeding . The same event o | r 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 | , PART I | | | | | |
| A. The person(s) or entity(ie | es) for whom this DRP is being filed is | | | | | |

(are): p You (the advisory firm)

One or more or your attwswy affi/)ates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate befow (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- | , " _k it r- | | | | | | |
| | Registered: c yes ff Nq | This advisory affiliate is | 1 a Firm1 an Ir | ndividuai | | | | |
| | Name: BLACKROCK, INC | | | | | | | |
| | (For individuals, Last, First, Middle) | | | | | | | |
| | This DRP should be removed from the ADV record because the advisory affiliaten years ago or (2) the adviser is registered or applying for registration with the | | | | | | | |
| | ir you are registered or registering with a state securities authority , you may registering with the SEC, you may remove a DRP for any event listed in Item | | | only m response to Item | II.D(4), and only if that | event occurred more t | than ten years ago. I | f you are registered or |
| | I~" This DRP should be removed from the ADV record because it was filed in a | | | mistake Explain the circu | mstances: | | | |
| 3. | If the advisory affiliate is registered through the IARD system or CRD system, ha this DRP must be provided | as the advisory affiliate su | omitted^ DRP (wit | th Form ADV, BD or U-4) t | o the IARD or CRD for t | the event ⁷ If the answe | er is "Yes," no other in | nformation on |
| | r Yes ff No | | | | | | | |
| | NOTE: The completion of this form does not relieve the advisory affiliate of its | obligation to update its IAI | RD or CRD record | ds. | | | | |
| ۸ D | | | | | | | | |
| | Regulatory Action initiated by: | | | | | | | |
| | pSEC (- Other Federal p State (- sR0 p Foreign | | | | | | | |
| | (Full name of regulator, SECURITIES AND EXCHANGE COMMISSION ("SEC") | foreign fina | ancial | regulatory | authority, | federal, | state, | or SRO) |
| 2. | Principal Sanction | | | | | | | |
| | -Disgorgement Other | | | | | | | |
| | Sanctions: | | | | | | | |
| | CIVIL PENALTY; PREJUDGMENT INTEREST, CEASE AND DESIST* | | | | | | | |
| 3 | Date Initiated (MM/DD/YYYY) | Food | | | Following | | ,, | |
| | 09/16/2014 ^ exact, provide explanation- | Exact | | | Explanation | | If | not |
| I. | Docket/Case Number 3 -16120 | | | | | | | |
| | A | ory action (if applicable)- | | | | | | |
| 5. | Advisory Affiliate Employing Firm when activity occurred which led to the regulator | | | | | | | |
| | | | | | | | | |
| | Advisory Affiliate Employing Firm when activity occurred which led to the regulator Principal Product Type: Equity Listed | (Common | | & | | Preferred | | Stock) |
| | Principal Product Type: | | | & | | Preferred | | Stock) |
| i . | Principal Product Type: Equity Listed | (Common | | & | | Preferred | | Stock) |
| i . | Principal Product Type: Equity Listed Other Product Types' | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" | D THAT, IN THRI | EE INSTANCES IN 2010 . | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
| | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMINICATION OF REG | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" | D THAT, IN THRI | EE INSTANCES IN 2010 . | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
|). | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COM RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
|). | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMI RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? ' Pending P On Appeal & Final | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
| i. | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMI RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) as | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
|). ,. | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMM RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) a mplete all items below For Pending Actions, complete Item 13 only. | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
|).). | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMM RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) a mplete all items below For Pending Actions, complete Item 13 only. How was matter resolved: | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
| i. | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit w "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMM RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) a mplete all items below For Pending Actions, complete Item 13 only. How was matter resolved: Order | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
|).). | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMI RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE AC OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) a mplete all items below For Pending Actions, complete Item 13 only. How was matter resolved: Order Resolution Date (MM/DD/YYYY). | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |
| i. | Principal Product Type: Equity Listed Other Product Types' Describe the allegations related to this regulatory action (your response must fit v "ON SEPTEMBER 16, 2014, THE U.S. SECURITIES AND EXCHANGE COMING RULE 105 OF REGULATION M, UNDER THE SECURITIES EXCHANGE ACT OF THAT SAME SECURITY IN A SECONDARY OR FOLLOW-ON OFFERING Current Status? 'Pending P On Appeal & Final If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and produce the second state of the second sec | (Common within the space provided) MISSION (""SEC"") FOUN T OF 1934 (""RULE 105" 3." | ID THAT, IN THRI '), WHICH PROHI | EE INSTANCES IN 2010. IBITS THE SHORT SALE | | CK INSTITUTIONAL TF | | A (""BTC"") VIOLATED |

IZ. INCOULUUII DELAII

Were any or the following Sanctions Ordered (check all appropriate items)? P Monetary/Fine Amount¹ \$ 1,675,350 00 l⁻ Revocation/Expulsion/Denial V Censure r Bar Other Sanctions Ordered:

F Disgorgement/Restitution I* Cease and Desist/Injunction f Suspension

Sanction detail¹ ir 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 renalty 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.E., II.F. or II.G. of Form ADV.

Regulatory Action

| Check item(s) being res $r u.c(i)$ | ponded to. $ruc(2)$ | Tu.c(3) | ruc(4) | r ii c(5) |
|------------------------------------|---------------------|-------------------|---------|-----------|
| •rnD(i) ์ | f ii.d(2) | rn.D(3j | rn.D(4) | r |
| hd(5) | | | | |
| ∙ru.E(i) | r"n.E(2) | r*ii.E(3) rn.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., 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)

 $_{\text{r}}$ You and one or more of your $_{\text{a(Mswy a,ff,/<Jtes}}$

P Oneormoreofy(iurarfi,(SOfyaffi((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.

Thig advisory afm-ate IS C a Firm C an individual

Registered: r Yeg ff Nq

Name: BLACKF

ame: BLACKROCK,INC
(For individuals, Last, First, Middle)

I∼ This DRP should be removed from the ADV record because the advisory affiltate(s) is no longer associated with the adviser.

In 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 li 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 cierical 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 event⁷ If the answer is "Yes," no other information on this DRP must be provided.

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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

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")

Principal Sanction:
 Civil and Administrative Penalt(ies) /Fme
 (s) Other Sanctions.

- 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 Status⁷ ^c 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

Resolution Date (MM/DD/YYYY)

05/11/2020 ^ 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 Amount¹ \$ 801,000.00 P Revocation, 'Expuision/Deniai P Censure P 3ar
 - B. Other Sanctions Ordered:
- P Disgorgemen:/RestiuuLion 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 requaltfy/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 EPORTED 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 p INITIAL OR P 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

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.

JOne 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.

.PARTI

j 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 amate5;.

p. One or more of your asjm0fy 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.

ii ADV DRP - ADVISORY AFFILIATE

\. CRD Number. This adv/sory affi//ate is ^ a Firm f an Individual

j: Registered: r y(!s <* \c

]'. 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.

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 f No
- i) NOTE- The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

j; PART II

1 Regulatory Action initiated by

pSEC p Other Federal p State p SR0 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):
- 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 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: Settled

11. Resolution Date (MM/DD/YYYY)'

 04/22/2022
 &
 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 AmounL \$ 50,000 00 P Revocat-ion/Exoulsion/Denia! P Censure P Bar
- B. Other Sanctions Ordered:
- r Disgorgemeni/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 rules⁷ If no, complete the ADV Part 2 filing below

| File #: O2023-899, Version: 1 | | |
|---|--|---|
| If these exemptions excuse you from delivering a broche | ure to all of your advisory clients, you do | |
| | | Yes N |
| | | rı |
| | | |
| | | |
| | | |
| 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. | | |
| Appointment of Agent for Service of Process •, By signing this Form ADV Execution Page, you, the u] principal office and place of business and any other st of any notice, subpoena, summons, order instituting pro | orm ADV. This execution page must be signed and attached to your independent of the second of the se | |
| out of any activity in connection with your investment ad Securities Act of 1933, the Securities Exchange Act of 1 | visory business that is subject to the jurisdiction of the United States, 934, the Trust Indenture Act of 1939, the Investment Company Act o | and (b) is founded, directly or indirectly, upon the . provisions of: (i) the |
| ,'■ Signature | | |
| | nd with the authority of, the investment adviser. The investment advise tements made in this ADV, including exhibits and any other information | er and I both certify, under penalty of perjury under the laws of the on submitted, are true and correct, and that I am signing this Form ADV |
| $^!;$ I certify that the adviser's books and records will be precords to make them available to rederal and state reg | | norize any person having custody or possession of these books and ■ |
| ■] Signature: Date ■ CHARLES PARK 09/01/2022 Printed Name: | : MM/DD/YYYY | |
| ."Title CHARLES PARK MAN ! Adviser CRD Number: , 106614 | AGING DIRECTOR - CHIEF COMPLIANCE OFFICER | |
| ¹ You must complete the following Execution Page to Fo | orm ADV. This execution page must be signed and attached to your in | nitial submission of Form ADV to the SEC and all amendments. |
| Appointment of Agent for Service of Process | | |

- ij 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 :j 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, ii 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 or any activity in :l connection with your investment advisory business that is subject to the jurisdiction of the United States, antf-(b) is founded, directly or indirectly, upon the provisions of: (I) the Securities 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
- ilf 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. I 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