
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period in Delaware

46-2950

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1211 Avenue of the Americas, New York, New York
(Address of principal executive offices)

10036
(Zip Code)

(212) 416-3400
(Registrant's telephone number, including area code)

Web site: www.ubire.com
E-mail: info@ubire.com
SIC code: 7300 (Data Processing, Information and Communications)

NEWS CORPORATION
 FORM 10-Q
 TABLE OF CONTENTS

	Page
Part I. Financial Information	
Item 1. Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	7
Item 3. Quantitative and Qualitative Disclosures About Market Risk	10
Item 4. Controls and Procedures	10
Item 5. Other Information	10
Item 6. Exhibits	10

NEWS CORPORATION
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (U.S. dollars in millions)

	For the three months ended	
	September 30,	
	2017	2016
Net income	\$ 7	\$ -
Financial statement adjustments		
Unrealized gains on investments ^(a)	()	()
Deferred tax adjustments ^(b)	()	()
Share-based compensation expense	()	()
Other adjustments	()	()
Net comprehensive income	\$ 0	\$ -

^(a) Net unrealized gains on investments of \$0 million for the three months ended September 30, 2017 and 2016, respectively.

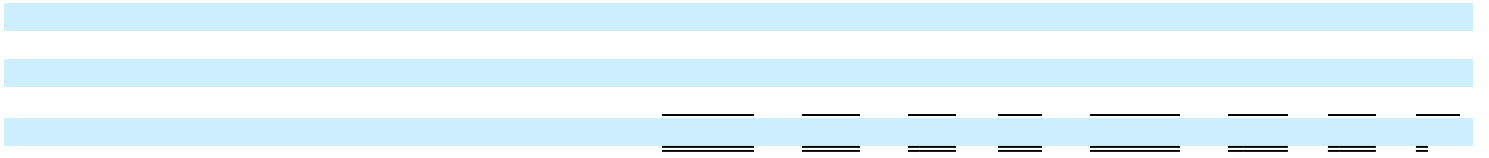
^(b) Net deferred tax expense of \$0 million for the three months ended September 30, 2017 and 2016, respectively.

^(c) Net share-based compensation expense of \$0 million for the three months ended September 30, 2017 and 2016, respectively.

NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

News Corporation is a holding company with no direct operating assets. All assets are held through its wholly owned subsidiaries, News Corporation Limited, News Corporation UK, News Corporation Canada, News Corporation Australia, News Corporation New Zealand, News Corporation Europe, News Corporation Asia, and News Corporation Africa.



NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(a) The following table summarizes the equity losses of the Company's subsidiaries for the three months ended September 30, 2017 and the three months ended June 30, 2017.

	As of September 30, 2017 (in millions)	As of June 30, 2017
Equity losses of subsidiaries	\$ 00	\$
Equity losses of subsidiaries	()	(2)
Equity losses of subsidiaries	\$	\$ 7
Net equity losses	\$	\$

(a) The following table summarizes the equity losses of the Company's subsidiaries for the three months ended September 30, 2017 and the three months ended June 30, 2017.

Equity Losses of Affiliates

	For the three months ended September 30, (in millions)	
	2017	2016
Equity losses of affiliates	\$ ()	\$ ()
Equity losses of affiliates	()	()
Equity losses of affiliates	\$ (0)	\$ ()

(a) The following table summarizes the equity losses of the Company's subsidiaries for the three months ended September 30, 2017 and the three months ended June 30, 2017.

NEWS CORPORATION
 NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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For the three months ended
 September 30,

	2017	2016
	(in millions)	
Re e e	\$	\$
e a e i e e ^(a)	\$	\$
Ne i e i e i	\$	\$

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NOTE 5. EQUITY

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For the three months ended September 30,

	2017			2016		
	News Corporation stockholders	Noncontrolling Interests	Total Equity	News Corporation stockholders	Noncontrolling Interests	Total Equity
	(in millions)					
E a a e b e g i f e i	\$ 0, 7	\$ 7	\$ 0, 7	\$,	\$ 7	\$, 7
Ne i e i e i	()	()	7	()	()	()
h e i e i e i e	\$	\$	\$	\$	\$	\$
D i e i e i	()	()	()	()	()	(77)
h e i e i	()	()	()	()	()	(2)
E a a e e f e i	\$ 0,	\$ 7	\$,	\$, 0	\$ 7	\$, 7

Stock Repurchases

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NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Dividends

On September 27, 2017, the Board of Directors declared a quarterly dividend of \$0.07 per share. The dividend was paid on October 13, 2017. The Board of Directors also declared a quarterly dividend of \$0.07 per share for the quarter ended September 30, 2016, which was paid on October 13, 2016. The Board of Directors also declared a quarterly dividend of \$0.07 per share for the quarter ended September 30, 2015, which was paid on October 13, 2015. The Board of Directors also declared a quarterly dividend of \$0.07 per share for the quarter ended September 30, 2014, which was paid on October 13, 2014.

NOTE 6. EARNINGS (LOSS) PER SHARE

The following table sets forth the computation of earnings (loss) per share for the three months ended September 30, 2017 and 2016.

	For the three months ended September 30,	
	2017	2016
	(in millions, except per share amounts)	
Net income	\$ 7	\$
Net income attributable to News Corporation	()	()
Net income (loss) attributable to News Corporation	\$	\$ ()
Weighted average number of shares outstanding)	0.
Weighted average number of shares outstanding)	0.
Net income (loss) attributable to News Corporation	\$ 0.)	\$ (0.0)
Net income (loss) attributable to News Corporation	\$ 0.)	\$ (0.0)

The following table sets forth the computation of earnings (loss) per share for the three months ended September 30, 2017 and 2016.

NOTE 7. COMMITMENTS AND CONTINGENCIES

Commitments and contingencies are discussed in Note 8 to the consolidated financial statements.

NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Other

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NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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For the three months ended
 September 30,
 2017 2016
 (in millions)

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NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	As of September 30, 2017	As of June 30, 2017
	(in millions)	
Net assets	\$ 2,0	\$ 2,2
Equity	2	2
Debt	2	2
Liabilities	2	2
Assets	\$ 2	\$ 2

NOTE 10. ADDITIONAL FINANCIAL INFORMATION

Receivables

Receivables are recorded at net realizable value. The allowance for doubtful accounts is based on a review of the aging of the accounts receivable and other factors. The allowance for doubtful accounts was \$1.0 million as of September 30, 2017 and \$1.0 million as of June 30, 2017. The allowance for doubtful accounts is included in the allowance for doubtful accounts on the balance sheet.

Receivables, net

	As of September 30, 2017	As of June 30, 2017
	(in millions)	
Receivables	\$ 70	\$ 70
Allowance for doubtful accounts	(1)	(1)
Receivables, net	\$ 69	\$ 69

The allowance for doubtful accounts is included in the allowance for doubtful accounts on the balance sheet. The allowance for doubtful accounts was \$1.0 million as of September 30, 2017 and \$1.0 million as of June 30, 2017.

NEWS CORPORATION
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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NEWS CORPORATION
 NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Other income, net of tax expense, of \$1.1 million for the three months ended September 30, 2017, and \$0.1 million for the three months ended September 30, 2016.

	For the three months ended September 30,	
	2017	2016
Operating income	\$ 1,100	\$ 1,100
Operating expense	(1,100)	(1,100)
Operating loss	\$ -	\$ -
Other income, net of tax expense	1,100	1,100
Income before income taxes	\$ 1,100	\$ 1,100
Income tax expense	(1,100)	(1,100)
Net income	\$ -	\$ -

OVERVIEW OF THE COMPANY'S BUSINESSES

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Other Business Developments

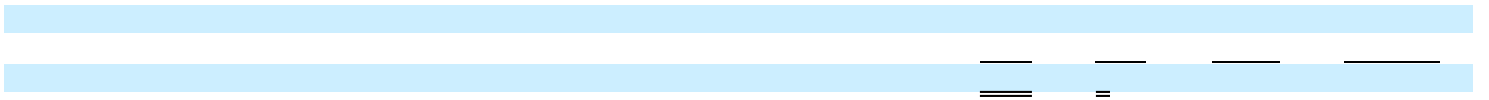
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RESULTS OF OPERATIONS

Results of Operations for the three months ended September 30, 2017 and September 30, 2016

	For the three months ended September 30,			
	2017	2016	Change	% Change
			Better/(Worse)	
Revenue	\$ 70	\$ 70	\$ -	-
Cost of sales	70	77	7	10%
Gross profit	0	(7)	7	100%
Operating expenses	(141)	(142)	1	1%
Income (loss) before income tax (expense) benefit	141	(1)	142	**
Income tax expense	(7)	(7)	0	0%
Net income	7	(7)	14	200%
Net income (loss) attributable to News Corporation	\$ 68	\$ (15)	\$ 83	**

** See Note 1 to the consolidated financial statements for a discussion of the impact of the change in ownership on the results of operations.



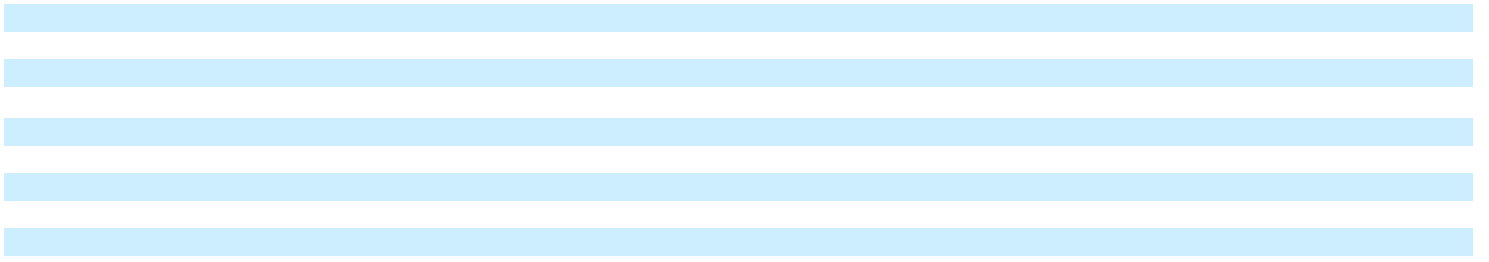
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Bookings (70% of total revenue) for the three months ended September 30, 2017

	For the three months ended September 30,			
	2017	2016	Change	% Change
Revenues	\$ 401	\$ 389	\$ 12	3%
Expenses	(77)	(77)	(0)	0%
Segment EBITDA	\$ 50	\$ 48	\$ 2	4%

For the three months ended September 30, 2017, revenue for the Publishing segment was \$2 million, a 3% increase from \$1.9 million for the same period in 2016. Revenue was primarily driven by the publication of *House of Spies*, *The Subtle Art of Not Giving a F*ck*, and *Hillbilly Elegy*. J.D. Vance's *Hillbilly Elegy* was the top performer, contributing \$1.2 million in revenue, a 7% increase from \$1.1 million in 2016. Other notable titles include *The Subtle Art of Not Giving a F*ck* and *House of Spies*.

For the three months ended September 30, 2017, revenue for the Distribution segment was \$1 million, a 20% increase from \$830,000 for the same period in 2016. Revenue was primarily driven by the publication of *House of Spies*, *The Subtle Art of Not Giving a F*ck*, and *Hillbilly Elegy*.

Operating Expenses (70% of total revenue) for the three months ended September 30, 2017

	For the three months ended September 30,			
	2017	2016	Change	% Change
Revenues	\$ 271	\$ 226	\$ 45	20%
Expenses	()	(0)	()	(0)%
Segment EBITDA	\$ 95	\$ 67	\$ 28	42%

** Revenue for the Distribution segment was \$1 million, a 20% increase from \$830,000 for the same period in 2016. Revenue was primarily driven by the publication of *House of Spies*, *The Subtle Art of Not Giving a F*ck*, and *Hillbilly Elegy*. *Hillbilly Elegy* was the top performer, contributing \$600,000 in revenue, a 7% increase from \$560,000 in 2016. Other notable titles include *The Subtle Art of Not Giving a F*ck* and *House of Spies*.

For the three months ended September 30, 2017, Segment EBITDA decreased 13% to \$145 million, compared to \$168 million for the same period in 2016. The decrease was primarily due to a decrease in revenues of \$23 million, partially offset by a decrease in operating expenses of \$10 million. The decrease in revenues was primarily due to a decrease in the number of units sold of 1.7 million units, or 7% from 24.3 million units in 2016 to 22.6 million units in 2017.

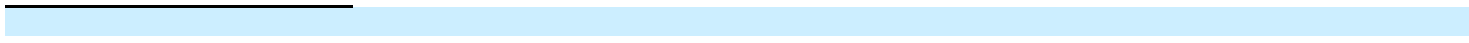
	For the three months ended September 30,			
	2017	2016	Change	% Change
Revenues	\$ 145	\$ 168	\$ (23)	(14)%
Operating expenses	(131)	(128)	(3)	(2)%
Total revenues	145	128	17	13%
Operating expenses	(131)	(128)	(3)	(2)%
Segment EBITDA	\$ 27	\$ 14	\$ 13	93%

** For the three months ended September 30, 2017, Segment EBITDA decreased 13% to \$145 million, compared to \$168 million for the same period in 2016. The decrease was primarily due to a decrease in revenues of \$23 million, partially offset by a decrease in operating expenses of \$10 million. The decrease in revenues was primarily due to a decrease in the number of units sold of 1.7 million units, or 7% from 24.3 million units in 2016 to 22.6 million units in 2017.

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Net income for the three months ended September 30, 2017 is \$ () and for the three months ended September 30, 2016 is \$ ().

For the three months ended September 30, 2017 2016
Net income for the three months ended September 30, 2017 is \$ () and for the three months ended September 30, 2016 is \$ ().

Net income for the three months ended September 30, 2017 is \$ () and for the three months ended September 30, 2016 is \$ ().

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Net income for the three months ended September 30, 2017 is \$ () and for the three months ended September 30, 2016 is \$ ().

Net income for the three months ended September 30, 2017 is \$ () and for the three months ended September 30, 2016 is \$ ().

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- a... e... i... e... g... a... f... e... a... a... e... h... h... a... a... a... a... b... e... e... i... a... b... h... e... a... b... h... e... e... h... i... a... h... e... a... i... a... u... e... f... u... h... e...
g... a... b... e... e... e... a... i... e... a... b... e... (i... e... N e 7... i... i... e... a... i... e... a... a... e... h... e... i... u... a... e... e... g... a... i... e... e... h... e... h... e...
i... e... a... i... e... a... a... a... f... a... i... a... i... S... e... i...).

h e l... a... a... e... a... e... u... b... j... e... g... e... e... a... e... a... a... b... a... u... a... a... h... e... a... a... h... e... a... a... g... e... e... h... h... e... e... a... e...
f... e... e... e... h... e... l... a... u... a... e... u... a... i... h... e... f... e... h... e... u... i... e... f... a... e... u... e... a... u... e... a... i... a... a... u... b... e... i... e... a... b... e... h... e... l... i... a... b... e... e...
h... a... a... a... e... i... a... u... e... f... h... e... e... e... u... e... f... u... e... a... u... a... a... e... a... b... e... e... u... a... b... i... e... e... e... u... e... a... i... a... b... e... i... f... a... e...
u... i... a... e... e... e... b... e... a... h... e... e... h... e... e... u... a... e... e... i... b... e... a... i... e... a... e... i... f... u... a... i... b... e... i... e... a... a... a... e... a... i... i... e... u...
- a... b... i... h... h... h... e... l... e... i... i... F... f... h... e... u... f... a... e... u... f... e... a... i... e... a... e... h... e... F... i... e... i... u... b... a... e... h... a... e... j... a... i... e... e... a... u...
h... e... l... i... a... i... b... e... a... b... e... h... e... e... a... Q... u... a... f... h... e... l... i... a... S... e... i... u... b... i... a... e... e... e... a... e... b... e... f... h... e... Q... e... u... F... g... u... e... a... e... i... g... i... a... a... a... b... e... e... i...
g... u... e... Q... u... e... i... F... i... S... e... f... h... e... l... a... f... a... h... e... l... i... a... i... i... u... a... f... i... .
R... e... u... e... S... e... u... h... e... a... i... a... h... i... e... i... a... u... h... a... h... e... l... i... a... i... i... u... a... f... i... .

h e l a , h a a e a g b u e e a b e a e e , a f f e e b , h a g e i g e e e , e a i e g a i , h e a i a i
e f e e h e e f , a i , i f i u a i e h e a a e a i i u , u i a a a e i i g e e a . i h i i u e i ,
a h i g e a h h u e , e e a V e h a F e f a e u i g h e e e a i e e e (f
e a i e , h e i , i a e a e a i u a a R e f b a i a u e a h e) u e u i i i e e i e e a i e e e
a i a a e e a e e i i b a e h a e b a e h e e h , e e b e f e h e a f h e e e .
h e h e e e a e a h e b , e a e e i i e e h h a e h e e h e e e e h a 0 % f h e
u i a i u a i ,
h e h e e e a e a h e b , e f u a a a j g e e f u e b a a e ' a
h e a f h e B a a e S , e h a e e h e e a e f u a a e a g a a i . h e g a i i
a h a e a i a , h e l i S , i e h i u u e a e a i a a e i i a b i i a e a a g e f a u i i i
i e e u i i .
h e h a e b e e a e a h a g e h e e f h i i f a , h e e a i i f a , i e h e l a , u a R e F
0 K f h e f i a , e a e e J u e 0 , 2 0 7 .

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS
N e .

Ne be, 207, e a, e e f a, B a f e, a e e a e a e n a a, e
Re a Pa (e e e a Re a e Re a i Pa), a f e e e e a a a e f i h e b e e f i f
e a a a g e e a h e h i, e a e e e f h e a, h e e i e a Re a e Re a i i e a i a i
h e e e e b e e f h h i, h a e b e e a b e e h e a, a i i a u a f e e e a i b u f h e i i i i e i
b h e e a Re e u e i f a a e e (e e u e).

U e h e e e a Re a e Re a Pa, a a h e e e e b u i h e h e a, a f e e e e a a e
e b h e l e a e e g h e e e e a i a e i b h e a e e u a % f h e e e a i i e e i i f h e l e e a i f i
f h e l e, u b j e e a i e e a i a u h e e e a i Re a e Re a Pa a i a e e i i e h a a e a i f i
\$,000,000 a e h e e e a i e a Q e a i a h e h e h e e f e e f f e a i h e h e f F a a f f e), a h a a, h e e e i, e e f
h e e e e e a i e h i e a h e u e i, i h e h e h e e f e u e f f e a e u b j e a \$,000,000 a h e e a i g e f h e e e e
a Re a e i Re a i Pa, h e u a, i f h h i a e h i e e b i e f e e f h e l a, 207, i a e e f e h h e U S
e u i i a g e i i e b e, 207, e a i u h a g e.

h e e f h e e e a Re a e P f, e e e a h e e e a Re a e Re a Pa a e a f e h e e e, b h e
f h e e e e a Re a e P f, e e e a h e e e a Re a e Re a Pa, h h a e f e a i i h b i 0. a i 0.2,
e e e i, h i Q u a e, Re f

SIGNATURE

Ü e P₁ ü a h e e ü e e f h e e ü e h a g e f a h a ü e h i e b e ü e ü b a f b h e

N W^Q RP R^A N
(Reg_i S_a)

B // S a Pa ü ü i
Q S a Pa ü ü i ff e
1 1 1 1 1 1

Da e N e be , 20 7

AMENDED AND RESTATED

f h i h g ee e , () h e
e i e i e , e i a a e b, b h h e e e a u a a h i e e i e e a i i e f h e l a , ,
a , i e e , e h h e l a , b e a i f f e e i a a b e i e a e (h i a
- e a e (0) b i e a i i e i e a i a , i e b, e h e h e e u i e h e l a i , f a i
e a .

ae, a h e e e a e h e f a, u g b e, e, f e, a g,
e e, i, i e a h e e u e i, a h e u e i e h a, e e a, e i g,
h e e f, i g a, u a e a a e u i h e e e u i a h e h h e e,
f h e e e i e e e e f a, i g a, f e h e i e u i a h a u e a e i i u a e

() W h e h e e e e e b, h e Q a, a a f e h e e e e e, e
e a e f h a e e e a, h e i e e e a g e e b, a, i e h e Q e u a i, i e a e
a f f, a i e, h u b i a e e a h e e e e i f f e e e, h a h e i i i e, e e a a g i e e f h e
e u a i h i e Q a, i b, e a i g f h e Q i a, a e, a f f, a e, f f e, h a h e u e
e, e e u a u f a e g a, h e i e e e e e h i b i i e e u i f i
e h i e g a e u e i e u h a Q e e 7(a). a h i e, h i g i h i e e e e a, i i f u u f
b e e e h e e i e a u h e l S a, i h b h i e e u i e f i e g a, g e e a a g e
g e e a e i f a i e e i g b i e i a i f a e g a i i

(e) e e h e Q a, g e h e e, e a e e, e e, u e h e
e a f e () e a f e e a f h e e e i e i e i, e f a, e a, h e u e i e
h a h e, e, i e, a i e, e i e e i a, b b a f f a, h e e, (h h e a a e i,
e, i e, a i e, a, e, e, a e, e, a g e h e e), e g a g e a, f h e f i g
u e (a) a a, a a e a, b i e e b b a f f a, f h e Q a, i e f a i
b u i e g a a h i a h a e a e u h i h e Q a, u i g h e a h e e () e a f h e e e
e u i, e i e, h e e h a i h e i e e u i g h e e u e f e a, h e Q h h
a e b e i (b) i i e a u f e i i, e h e e i i e e u i e, e g a g e i a e i
e g a g e a i a i i a a e u a h a, a e i, e b, h e Q a, a f f, a e, e e
u g g e u i i u a e h i e e u, e h h h e Q a, () i a e a i i a e h h h i
b i e e, e u a i, e a h i h h e e e, b u i e a e e i u b i i i i e e i e i

(f) D g h e e, h e e h e h a e g a g e, a h a, a, e, e e f h e
Q a, a f f, a i e e g a g e, i a, u h e e e a a e h a a i a i i a i e f e e h h e
e f a e h e i e u i u e i e b i i e h e Q i a i i

(g) h e e e h a a a e b e b j e, a, h a a, u h e u e, e g a i,
e e, i e e i a h e i i i a a b e h e Q a, e, e e e e a, a h e l a, Q a f i,
e i i e e i a b h, i u i g, h i i a, N e Q a a a f B u e Q a f i,
e e e i h a u h e i e h a e e e e i f i h u e, a h a i e e e, u e a a u i
e u h h e i i

(h) h e e e a e g e h a h e e a h i b e e e h e e e e a h e a , i
e u a e h a f e a i e e e a h a h e i a , i b g a i h e e e e e e e i
e e e h e e e e h e a h a b e h e e e f a h e f i a e e e e e e e e e e
a a g e e , e g , a a g e , g a i i e , a , e a , e , f i a , u g g e h i h , h e e e e
a e a e i e h e h e a f e e a e a f a , a a b h e e e e (a , i e
a i e i a u i e h e i e) f a , i g h e e h a a e h a e e (h e h a h e e e i e h
e f a e i h e e e) . h i e e e h a , a h e e e f h e a , e e e e u a g i e ,
e a b i , a a i , i f e , e , e f e e f e i i , i e a i i e e i a , u h i e e i .

(.) h e a h a e h e h e e h e e e e a e , b g a h , a i e e i
e e f i u e l a a u e i e , i e e i . i a e i i i u a e e , a a g i a h i i h e i ,
b u f i u e l a a u e i e , i e e i . i a e i i i u a e e , a a g i a h i i h e i ,

Q . e a b h e a , h e e e e e , e h e e e a b e e i a e b h e
a , h i u a , b e a h f h i e e e e , u i e h e f i g i u a e .

(a) h e e e i e e , e h e e u e

$\frac{ab}{i} \frac{v}{i}, u^{bje}$ $()$ $h e^q$ $a, a e \frac{a e h e}{i} e \frac{e}{i} e \frac{v}{i} e h e h a f a e, ea^h$

0. $\overline{e a i u e a i}$.

(a) $f^h e e$, $e f^h e$ $e_i \overline{e i} e$ $\overline{a e}$ $u u^a$ $\overline{S i}$ (a), b, ea $f^h e$
 $e_i \overline{e}$ $ea^h, h e$ $a, a g ee$ $a \overline{e i}$

(h) h e e e h a h a e e e e a e h e e e e a a ,
i h e e e b h e e e e f r i g h e e e i a h e i a e (a e f e e e s i e (a))
h e e e e i e e g a i i u u a - S i e i h e i u e a i a a b i e h e S i e e i e

(.) f, f r g h e e e f h e e J u e 0, 20, h e e e e f f e e a e
e e e l a g e e e i e a e a d f a a b e h e e e e a h e e e e f i h h e e a h e
e e e i u b e e e e a e h e h e e e e i b e e e e e e h e i a e
a b e f i e f h e e s a i 0 () a b i e (e h e a e B a e a a , a i A u d B u a i g e a i e f f e e
i e a e i i h e e S a i f h e e e J u e 0, 20).

a f e e e h e e e h e e e f f h e Q a , a a , h e
a g e i e a a g f h e i a , a , h e e a i h e i h h i a a e , u b h i h h e
Q a f f i l a , a b e e g e i h h h e e e a g e , a a i h e e i a i i e i i h i h h e

. N e . e , e e , e a h e e f h e b , h a b e
bee i e b , e e a , e e , (a) h e e i e i a , (b) e () a a f e h a
(a) f u (a) a a f e h a b e e e i i h e h e i e a U e a e b , f i a e f e i a i e u
e e e e e , a g e i e a , h e h e i a , i h e S e e i h a b e e i h e a i e u
a e i f h e e e e i h e h e a , h i a , J e f f e i . i e , i e & R b i ,
. P . , 00 h i e i e , N e Y , N Y 00 .

h e a f h e a e i f N e Y i . a h a , h e b , h e e e i e i a a e h i
f h e a e f N e Y a h e U e a e D i i f h e u h e i i i f N e Y , f h e
u e f e f e e f h e e e i a S a e , a i a g e e a e , a a e f e i e a , h a a e i e i
e e g , h a u h a a , i a u b j e . h i e e a j u h e i i f a , h a e u e i
(h e e h b , h h a i a , a i b e e e h i a , u h a e) a b e a e b , e h i a a h e
a a b e a e e f h e e i a , u a u h a e h e h i a e e e i a h i a e a
a , i e a g a i h e e u i e , h e h e b , a u e h i e e e .

f . e . a , a . e g e h a h a a a e h i , a i e e i h e a e
f u e , i e e i a a f h e e e . h e a g u a g e f a , f h i a g i e e e i h a a i
a e b e , i e a a h i e , e e i g e i f a i e a g , a i f a g a i e h e f h e a i e .
h e a e a g e e h a h a e j i , i e a e i a i a i e h e a g u a g e f h e i i f h i a g e e i
a h a h a , h e a e i e e g h e e e a f a , h e e f i e h e a i , h a b e
e e e h e a f e h a a , i h a a g u a g e b e i e u i . u e i f a i f

2. S i 0 ▲

(a) h e e e i e e h e e e i e S e i a f e e a b e e e e f e e a e e e i e a e e e i e a e a a i f e e h i i e e a f S i 0 ▲ f h e e .

(b) N h a a h h e e h e a , () f a h e e f h e e e e a a i e f e e h h e l i a , h e e e i e i a e f e e i e a e f i e e S i 0 i ▲ f h e l i e (a a , e a e i e a h e e e i e h e e i e) a h e e f e a f h e S i e e e f a , a e b e e f h e h e e a a b e h e e e a a b e e e a , h e e e a , a a g e e b e e e h e e i e a h e e a , a f a f f a e a a e f u h e a a f e e e i e e a , i e e a , a e e a e a i a a e e S i 0 ▲ f h e l i e e h e i e i a , i e f e h e e e e f h e a e f a , u a e S i b e e f h e e e (h i u a , e u e i h a a e b e e f i a e , a i e h e e e i e) u h e a e h i a i e i () h i f u h e h e e e i e a a f i e e i (h e e a e i a e a i e e i e i e S i 0 ▲ f h e l i e) , a h h a i a e e f e i e u a h i e S i b e i a u h e h e e i e i a u h e a a () i f a , i h e a e f u u a h e b e e f i e h e e i e u h e e e i e i a u e h e a a e e a e a a a u e e S i 0 ▲ f h e l i e , u a e h e b e e f i e b e e f e e f e f e a i a e u a e S i b e e f i e a u e e S i b e e f i e , h e e e h e , a a e h a e a e u a a e e a e a i a . ▲ , a e e f e e u u a h e i e e e e h a b e a i g e h e h i e e h e e a i a e e u a h e a a b e f e a a e f h e e i u e .

(c) h e e e a , e b u e e b e e f i e h e e e e u e e h i e e e e e e f e e e a i u e e S i 0 i ▲ f h e l i e e , a , u e i u e e h i b e e f i h a b e a h e e e i e i a a e S i h e e a . R e g . S i 0 ▲ () () . h e e e h a h e e e i e e e f a , i b e e f f h e S i a , a f f a e u b e e a e u u a h e i e h e i e e i a a a i e f e e e e , h e i e i i e u e e e a u a h a e a i S i b e e f i e h e e h e i h e f b e e f i h e i e b e e a e b , a g h e l i e u a , (i u a f f a e) f h e f a i a e a u e f i h b e e f i (a u e e e b h e l i e a , i g f a h) u h i e i i ▲ , a h e u e u e u e u a i h e e e e h a b e i e b u e i u h e e e i h e e e) a e e b e a b i u u h e a e h a i i () h e f r i g h i e e u i e e a a i f i e i e .

(d) a h a e a e u e h i e e e h a b e e g a e a a e a e a e h i i h e e a f e S i 0 ▲ f h e l i e .

,

(e) $h e^g$ $a, h_{a_1} e$ $h_1 h e$ $e_{11} e_{11} g$ $fa h_1 ega$

2. Re e e a. h e Q a , e e e h a h e Q a , e e e a e e , f h i
A g e e e a h e e f i a e f i h g a i h e e e . (a) h a b e e a h e b i a e u i e a e i
a e i , a , a , a g e e e a a g e e i h h h i e i , e u i a , b e a h f , e u i e a e f a i
h e e e e e e e a e e , f h A g e e i e a h e e f i a e f h e e u i e h g a i
h e e e i h h h i e i e i e i a i a , .
a a g e e i h h h i e i e i e i a i a , .

[Signature page follows—

NW N SS WH R F, h e a e h e e h a eaff i e h e i g a u e a f h e a a , e a f i ab e
i e .

N W S RP R N

D A D B. P F KY
S

B // Ke h a h Je e e
Na e Ke h a Sh i Je e e i
i e h e f H u S a Re u e ff i e

// Da i B. P i f v

NC TRANSACTION, INC.

RESTORATION PLAN

As of the end of the period ended December 31, 2017

NC TRANSACTION, INC.

RESTORATION PLAN

AR 9 2.PAR 9 PA N AND P Y R R D -S

2. Pa i a i .

2.2. e e i .

2. Ve f .

AR 9 . N R -S R D -S

.. e e i .

2. Dee i a i f e e i .

AR 9 . R N N AND D -S R BU N

.. e i a i f e Pa i i i .

2. D i b i f i .

AR 9 . N -S N FP AN

.. q ee i a De ega i .

2. ffe f i ee i .

AR 9 q -S PR 9 DUR

.. q a i .

AR 9 7. q AN U -S

7. Ae e e i a i f e Pa .

7.2. N q a f e .

7. Pa e Pe u e ega D ab i i .

7. U a i e Be ef i .

7. u i e a i f Be ef i .

7. q u i .

7.7. Fu i .

7. Pa i a e e .

0
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2
2
2

4
4
4

4

7. . $W_{11}^{-1} \mathbf{g}$.
7. 0. $-\mathbf{e}_1^T \mathbf{a}_{11}^{-1} \mathbf{v}$.

Page

4

4

NC TRANSACTION, INC.

RESTORATION PLAN

h e e f h e N a a Q, Re a Pa (h e Plan) () . e a i a h u e e a e e e b e f i a , a i i f h e b e f i a a b e f h e a , a i a f f a e i a i f e e l e e i a a i a e u , () i e a i i a , Pa b u f h e b a i h h e e e e b e f i h h a b e e e a l a b e u e e h e h e N S a e S u , () i e a i i a , e e a , e e l a i a i e , a (i) i e , i e h e b , h e h e h e a e b e e S r P d h e D j e a i () a h h e e a e e i a i e , a i i i e h e a , a i a f f a e i i a e h a e f e a i a u e u a a g e e a h h e e a e e i , e e . i i i i e h e a , a i a f f a e i i a e h a e f e a i a u e u a a g e e a h h e a , e a e e , e e f h e a , h a i a i f i b a i a a f f a e b u e e i i e h e u , e e R e e e e S u i a f 7 a a a e e , a h a , b e a i i e e i a i e e i a a i e i i e h i h u i e .

ARTICLE 1. DEFINITIONS

W h e u e h i i u e , a a i e a h a e h a e h e f , i e a i u e h e e e a , e u e a f f e e e a i i

1.1. "Account"

e a h e a e a b h e h e a , b a e a f e a h Pa q i a h h e f e a h e e f e a u h h h e a , e a h e u Pa i a i e h e e a a i i f h Pa . a h Pa i a a a b e u b i e u i e u b a a u e a e a , e e i i e f e () h e u e f a i i e e i h e u b a a u i i () e e u e i a a u e i i a i h e P a . R e f e e a Pa q i a h a e f e i h e u e a u i e a g g e a e , a , u b a a u , a h e e a i a e .

1.2. "Additional Compensation"

h e e a h e a u f a Pa q i a a u a i e a i , e e h e a u u a h e a i , e e f h e e a i i a i i , i e , i i e a a b u e i e i , a e e i u e h e a u u i h e a i i a e a i f a i i u a P a i q i a i i ,

1.3. "Affiliated Entity"

h e a a , a a i h a i e a b , a a h h e b h e e e i f h i i a i , e a e f a e h a g e e e h e B a f D e a h a i e i e i h h e a a e a e f i h e h e b e f i f h i i a i , a , u e e i i f u h a e i .

1.11. "Disability"

ea a q i i u e h h a Pa a e h e () ab e e gage a , u b a a ga f a , v ea fa , e a ,
ee ab e h , i i u e a i a e h a a bee l e u e e h i a bee l e u a f i a , e i f i e h a
e e () h i () b e a i fa , e a , ee ab e h , i a e a i a e h a a bee e e u e i e h a
e e e a f a q i i u e f e h a e e () , e e i g i e e i a e e be ef i f a e i f i e h a h ee
() h u e a a q i a h ea h a e f e e f h e a , i f i i a e

1.19. "Participant"

ea a ... e ... h e ... a, a ... e ... e ... Pa .

1.20. "Plan"

ea h e N a a ... Re a i Pa a e f h i i u e a a a e e f i i e .

1.21. "Plan Year"

ea h e e e h e i beg i i Ja u a, a e i e e be .

1.22. "Separation from Service"

ea h e Pa a a e h, e e e, h e e a f e, e h h e a, a ... e h e a, a h a, b e e a a e h e a u i R e a i e S i e u e, e u h h e i a, a S, A f f, a e S, a e e h e a e a f h h a e e e f i a a b, i a i e S i e u e, e u h h e i a, a S, A f f, a e S, a e h a, i u e a a e f a b e e a a e, f i a e a e, i i e a e, h e b u a f e, e a e f a b e e i f h e e i f h e a e i i e e i e e h i, f, g e, g a h e Pa a i i e e i, e h h e l a, e e h e b, a u e b, a a a h e e i a e a b, e e e a i a h e Pa a i i e e i e f e e f h e l a, a i A f f, a e i . F u Pa a h e e i e, e i b, a A f f, a e i, u e h e i i e i b, h e l i e e, i i e a a b u e i e i, a i S a a i f S i h e e e e

ARTICLE 4. TERMINATION AND DISTRIBUTION

4.1. Termination of Active Participation.

(a) Direction by Committee. If the Committee determines that a Participant's active participation in the Plan has terminated, the Committee may, in its discretion, direct the Plan to terminate the Participant's participation in the Plan as of a date determined by the Committee. The termination of a Participant's active participation in the Plan shall not affect the Participant's right to receive any benefits payable under the Plan.

(b) Termination of Employment. If a Participant's employment with the Company terminates, the Participant's active participation in the Plan shall terminate as of the date of termination of employment.

4.2. Distribution of Account.

The Plan may, at the discretion of the Committee, distribute the account balance of a Participant who has terminated active participation in the Plan in one of the following ways:

(a) Form of Distributions. The Plan may distribute the account balance of a Participant in one of the following ways:

(i) a lump sum distribution, which may be a single payment or a series of payments over a period of time, provided that the total amount distributed does not exceed the account balance of the Participant; or

(ii) a series of periodic payments, which may be made for a fixed period of time or for the life of the Participant, provided that the total amount distributed does not exceed the account balance of the Participant.

(iii) a combination of a lump sum distribution and a series of periodic payments, provided that the total amount distributed does not exceed the account balance of the Participant.

(iv) a distribution in the form of an annuity, provided that the total amount distributed does not exceed the account balance of the Participant.

(A) f h e Pa q a e a a f e e a a e f e a h h e f f a v i a e a e h a b e a e h e f i
() h f h e a e a i a e f r g h e f f e S e a e f u h S a a i f e a i a v b e u e i a e h a b e a e i

(B) f a Pa q a e a a f e S e f a v e a h e h a e a h h e h e f i f a v i a e a e a b a b e
a a u i e Pa i i a S a a i h a b e a e a i a a e a a b e f r i () i h a f e u h Pa q a
S a a i f i e S i a i a v b e u e i a e h a b e a e i a u a f e a h i e a f e u i h e e e e i b u i e i

(b) Calculation of Installments. f a b u i a a u a i a e e a h i a e a e (e e h e a) e u a h e b a a e
h e Pa q a a a b u e i b u i e h i e a e f i a e e b i h e u b e f e a g i a e i (i u i h e
i a e b e g a) h e f a i a e i b e e u a h e b a a e i e Pa q i d a a u h e a e f i a e

(a) Beneficiary Designation. h Pa q a h a e h e e a b e h a e a e e g a f e e e e f a e a e
e e e e e e f a e h e e g a i f a e e f a v a / e e e e f a v a i a e e g a i i b e
e f f e i e h i e e e e b i h i e i e e i

() h e e f a Pa q a e a h e a e f a a h h e a a i g a b e a h e
Pa q a e e f a v e e f a e f h e Pa q a e e a e b u h e g a e e e f a v i i e e f a e i a e i a g a u
b e i a h e Pa i i a i i g e e e f a v i i e e f a e f e e f a v e g a e i f a e i g a e e e f a i e a u
e e e e e e e a e h e Pa i i a a v u i a u b e i a i h e e e u i h e e a e e e d i e i f h e
Pa i i a e a e i i

() f b u i f h e Pa q a a a u h a b e u i a a e e i e a h h e e a i g i a e b e a h e u e
h e e f a v i e e e e e f a v e a e a h e a e i a b e a e e i e i u b 0 0.0 i i i a e i a i h e u e

ARTICLE 5. ADMINISTRATION OF PLAN

5.1. Committee Action and Delegation.

(a) Committee Action. The committee shall have the authority to take any action that is necessary or appropriate to carry out the purposes of the plan, including the authority to:

- invest, reinvest, and manage the assets of the plan;
- enter into any contract, agreement, or arrangement that it deems necessary or appropriate;
- exercise any powers conferred on it by the plan documents;
- delegate any of its powers, duties, or responsibilities to any person or entity, including the plan administrator, and to accept any delegation of powers, duties, or responsibilities from any person or entity;
- take any action that is permitted by the plan documents and that is in the best interests of the participants and beneficiaries of the plan.

ARTICLE 6. CLAIMS PROCEDURE

6.1. Claims.

(a) Claims for Benefits. A claimant who is eligible for a benefit under the Plan shall file a claim for such benefit with the Plan administrator within the time period specified in the Plan document. The claimant shall provide the Plan administrator with the information and documentation necessary to establish the claimant's eligibility for the benefit and the amount of the benefit. The Plan administrator shall review the claim and determine whether the claimant is eligible for the benefit and the amount of the benefit. If the claimant is eligible for the benefit, the Plan administrator shall pay the benefit to the claimant. If the claimant is not eligible for the benefit, the Plan administrator shall deny the claim and provide the claimant with a written explanation of the reasons for the denial. The claimant may appeal the denial of the claim.

(b) Appeals Procedure. A claimant who is dissatisfied with the Plan administrator's decision regarding a claim for benefits may appeal the decision. The appeal shall be filed with the Plan administrator within the time period specified in the Plan document. The Plan administrator shall review the appeal and determine whether the claimant is eligible for the benefit and the amount of the benefit. If the claimant is eligible for the benefit, the Plan administrator shall pay the benefit to the claimant. If the claimant is not eligible for the benefit, the Plan administrator shall deny the claim and provide the claimant with a written explanation of the reasons for the denial. The claimant may appeal the denial of the claim.

a h e f a i e e a h a f be ef , a () a a e e f h e a a b g a a a i u e R S e 07(a).
h e e h a be i e h a e i f e e e g (0) a (f i f e e i) a h e e i e f a a i S S a D i a b i i
e e a i) a f e i u e h i e e e i f e e e h a u e i f i e a b e e e e , f i e a i u a e (i u i e b u i i
i i i , h i e e h i a e a i) h U

7.3. Payments to Persons under Legal Disability.

fa, be ef, a e h e e, e be, e a ab, e a Pa a e e b, h e
e h Pa h a i be a e, e a h e g a a e e e i a e f u h e a u h i a e h a, e a i f a i, a e
h a g e i f a, b, g a i u e h e Pa h e Pa a .

7.4. Unclaimed Benefits.

a h Pa a h a, e e h e i e e f e h i u e a e a h e e a e h . Be ef a, (e). h e i e e h a,
be h g a e i i e a h f h e h e e a b i f a i, Pa a a i Be ef a, a f h e e a b e i a e i h h e e () , e a f i h e
a e a, a i e h e e e f i e b e a e, h e h e h a, be f i h e h g a i a a, be ef i u e h i Pa u h Pa a
Be ef a, a u h be ef i a, b e i e a b, f f e i .

7.5. Multiple Claims for Benefits.

f u a h e a i a e e e b, h e i e e h e e a, be ef, a ab, e u e h Pa, a e b, h e i e e u h e
e h e e e i e b e e i e e e h a e h a, e a f a i e e h a g e f a, b, g a u e h i
Pa h e e e h i a e . Be ef i a e i u e h i Pa a b e u e e b, h e i e e e i f u i f u i a u h e i
a f a i f h e i e e .

7.6. Construction.

U e h e a, a, e u e b, h e e , h e e e a, a e e h e e h e a e g e e h a h a, b e a e a
u h a e e a u e i h e f e a e g e e, a e e a, a h e e e a, a e u e h e e h e i a f , h a h a, b e u e a
u h a e e a u e i h e u a f , a e i e a. h e e a i a h e h e a g a e i h i Pa a e f e f e e u e u a

Chief Executive Officer Certification

Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

I, Robert J. [redacted], certify that:

1. I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

2. I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

3. I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

4. I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(a) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(b) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(c) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(d) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(e) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(a) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

(b) I am not aware of any material changes to the financial statements of the registrant included in the periodic report filed with the SEC.

November 20, 2017

By: // Robert J. [redacted]

Robert J. [redacted]
Chief Executive Officer

Chief Financial Officer Certification

Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

1. I, the undersigned, being the Chief Financial Officer of the Registrant, certify that I am a natural person and I am not a party to any arrangement or understanding with any person to (a) refrain from or (b) limit the exercise of my independent judgment as to the accuracy or completeness of the financial statements or other financial information included in this report, or (c) to act in concert or in concert with any other person in connection with this report, or (d) to circumvent the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

2. I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

3. I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

4. I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(a) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(b) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(c) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(d) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(e) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

(f) I certify that I am not aware of any financial statement or other financial information included in this report that is (a) false or misleading in any material respect, or (b) omits material information necessary to make the financial statements or other financial information not misleading in any material respect, or (c) is otherwise in violation of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

By: _____
 Title: Chief Financial Officer

