2013 Corporate Financing Public Offering System User Guide

Version 2.1

1/16/2013

Table of Contents

Accessing the System

To access the system, use the following URL: http://www.finra.org/publicofferingsystem/login
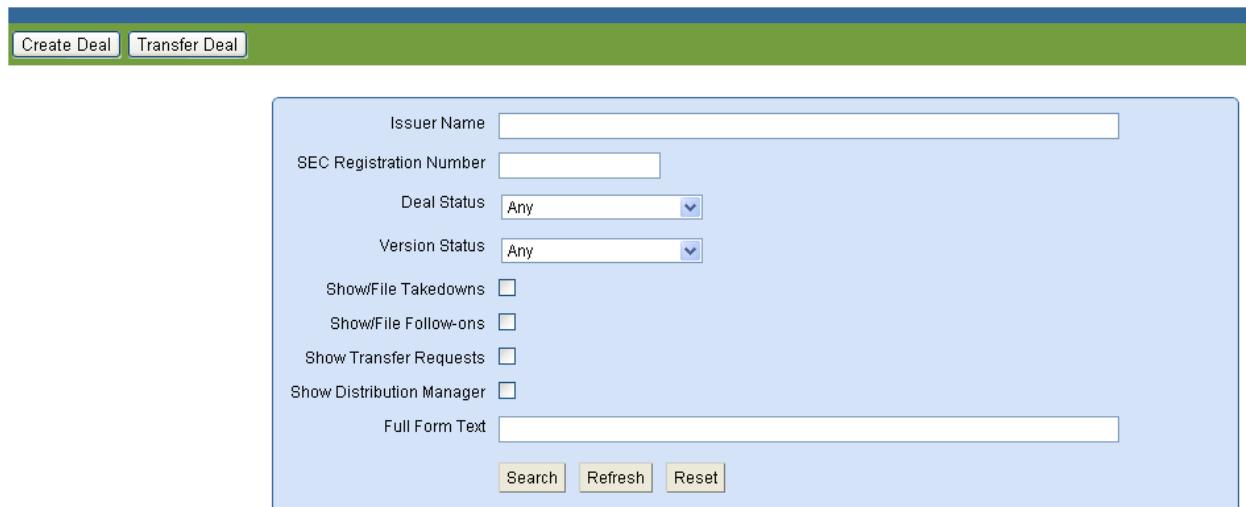
(IE 9, Google Chrome and Mozilla Firefox browsers work best with the new system)

After entering your User ID and Password click "I Agree." You will be taken to the Filing Cabinet.

Filing Cabinet

The Filing Cabinet allows you to create, edit, view, delete, and amend filings, and initiate the transfer of a filing.

Search functionality has also been built into the system. For example, the screen below allows you to search by all the identified fields, such as Issuer Name, SEC Registration Number, and Deal Status. You can search by the Deal ID and deal specifics by entering the search criteria in the Full Form Text field.

View – An option that is available after a filing has been submitted to FINRA.
View Versions – Displays all updates that have been submitted in connection with a specific filing.
Issues/Letters – The mechanism used by the Corporate Financing staff to communicate with filers regarding compliance and regulatory concerns.

Edit and Delete – Options that are available prior to submitting a filing to FINRA, while the filing is in Draft format.

The columns included in the Filing Cabinet are:

1. Deal ID – the 5-digit sequence number assigned to each filing upon creation
2. Filing ID – identifies the year, month, and day the filing was submitted, along with a special 5-digit sequence number. The Filing ID becomes available when Corporate Financing accepts a filing
3. Issuer Name – identifies the entity issuing securities to the public

4. Version # - identifies the submission number of the filing
5. Version Status – displays the current status of each filing, which could be Draft, Submission Received, In Review, Rejected, Transferred, Dormant, Info Requested, Verbally Cleared, Withdrawn, and Cleared
6. Status Date – represents the date the filing status changed
7. Deal Status – displays the current status of the filing, which could be New, Cleared, Transferred, Dormant, Info Requested, In Review, No Review Necessary, Verbally Cleared, Withdrawn
8. Deal Type – identifies whether the filing is a Corporate offering or Investment Program
9. Ant. Pricing/Eff. Date – Date when a registered offering may begin to trade
10. BSS Assignee – identifies the Compliance person responsible for verifying and accepting the filing
11. POR Assignees - identifies the 1st and 2nd Reviewers responsible for filing review

Create Deal

Details

Click on the Create Deal tab and the system builds a form requiring entry of the offering details. You will only have access to the "Details" tab until you enter the "Distribution Method" for the filing. All items preceded by a red asterisk (*) are required.

The form expands depending on how various questions are answered. In the example below, the offering has not been filed with the SEC, therefore, no SEC information is requested. You are required to identify the "Regulatory Authority" and the "Applicable Law or Rule." You should also attach any offering circular or memorandum that describes the offering in Non-SEC Filed Documents.

Notice the inclusion of the question "Has this offering been filed with FINRA prior to June 2012?" If you answer Yes, the screen expands and requests the entry of the COBRADesk Filing ID. If your filing is found, the Gross Proposed Maximum Aggregate Offering Price (PMAOP) will be populated. This feature will assist the Department with calculating additional filing fees payable, if the size of the offering has increased.

D2.X	* Has this offering been filed with FINRA prior to June 2012?	⦿ Yes ○ No
D2.X.1	* COBRADesk Filing ID:	
D2.X.2	COBRADesk Gross PMAOP:	$0

The selection of "Yes" to the question whether the offering has been filed with the SEC and "No" to the question whether it is an SEC confidential filing, results in the screen below. In this scenario you are required to enter information that is available in connection with an SEC filing.

Issuer Name: **Joani Test - 5/31/2012**   Anticipated Pricing or Effective Date: Type: Deal ID: **95027**

Details

D1	* Issuer Name:	Joani Test - 5/31/2012
D2	* Has this offering been filed with the SEC?	⦿ Yes ○ No
D2.A	* Anticipated Pricing or Effective Date:	
		○ Anticipated
		○ Actual
D2.B	* Is this an SEC confidential filing?	○ Yes ⦿ No
D2.B.1	* Regulatory Law or Rule:	
D2.B.2	* SEC Registration Number:	
D2.B.3	* SEC CIK Number:	
D2.B.4	SEC SIC Code:	
D2.B.5	SEC Examiner Name:	
D2.B.6	SEC Examiner Phone #:	
D2.C	* Has this offering been filed with FINRA prior to June 2012?	⦿ Yes ○ No
D2.C.1	* COBRADesk Filing ID:	
D2.C.2	COBRADesk Gross PMAOP:	$0
D2.D	*	

SEC/Other Reviewing Authority Information

# ▲	CF	Description	Type	SEC Accessio...	Amend	Filing Date	PMAOP	SEC L...		

You should also enter the information requested in Line D2.D (SEC/Other Reviewing Authority Information). Scroll down to Add SEC/Other Reviewing Authority Information and provide the information pertinent to your filing.

After entering the offering's SEC Registration Number, CIK Number, SEC Registration Form and Accession Number, an SEC Link to your offering document will be created. Upon completion of entering the remaining information, click "Add Row."

D2.D should look similar to the example below, if it is an SEC filing:

The text in red is a reminder that more detailed information regarding the securities offered to the public is required in the Securities tab.

The remaining items on the "Details" screen should be completed as they apply to your offering. In the example below, SEC Rule 415 does not apply.

| D3 | Attach Non-SEC Filed Documents: | Choose Files No file chosen |
| D4 | * Offering Type: | ⦿ Corporate ○ Investment Program (IP) |

| D4.A | Type of Corporate Offering (if applicable): | ☐ Listed Real Estate Investment Trust (REIT)
☐ Closed-End Fund |

D5	* Does SEC Rule 415 apply?	○ Yes ⦿ No
D6	* Distribution Method:	⦿ Firm Commitment ○ Best Efforts ○ Best Efforts (All/None) ○ Best Efforts (Min/Max) ○ Best Efforts (Min/Max/Opt) ○ Dutch Auction (Firm Commitment) ○ Dutch Auction (Best Efforts)
D7	* Initial Public Offering :	⦿ Yes ○ No
D8	* Deal Characteristics:	☐ Business Development Company ☐ Blank Check/Blind Pool/Other Acquisition Vehicle ☐ Commodity Pool ☐ Equity Line of Credit ☐ Exchange Traded Fund ☐ Private Investment Public Equity ☐ Exchange Offering ☐ Rights Offering ☐ Emerging Growth Company ☑ None of the Above
D8.A	Describe the deal characteristics:	

In the following example, the screen has expanded to accommodate a "Yes" response to the "SEC Rule 415" question. You must also provide the reason Rule 415 applies to your offering.

D5	* Does SEC Rule 415 apply?	⊙ Yes ○ No
D5.A	* Why does SEC Rule 415 apply?	⊙ Shelf ○ IPO and Resale ○ Continuous Offering Pursuant to Rule 415(a)(1)(ix) ○ Non-Shelf Warrants/Options ○ Resale (Firm Commitment) ○ Resale (Have/Will Engage Members) ○ Non-Resale (Have/Will Engage Members) ○ Other
D5.A.1	* Is this a Well Known Seasoned Issuer (WKSI)?	○ Yes ○ No

If you are filing a WKSI, please see page 31 of the User Guide.

Time to move to the next section? You can click "Save" and scroll to the top of the screen to select the tab you want to work in, or you can click "Next" and be taken to the Parties tab.

Check For Errors   Submit Filing   Save   Print Preview

Parties

All participants in the offering should be entered in the "Parties" screen. The screen changes according to the radio button that has been selected. The Filer information is static, therefore, no need to save the screen.

| Details | **Parties** | Securities | Assoc/Affil/Conflicts | Compensation | Other |

P1.1	* Filer:	○ Member ◉ Member Counsel ○ Issuer Counsel ○ Issuer
P1.2	* Contact Name:	Joani Ward
P1.3.B	* Law Firm Name:	Test Firm 95301
P1.4	* Phone:	202-581-2260
P1.5	* Email:	Joani.Ward@finra.org
P1.6	* Street Address:	9509 Key West Avenue
P1.7	* City:	Rockville
P1.8	* State/Province:	Maryland
P1.9	* ZIP Code:	20020
P1.10	* Country:	UNITED STATES

To add additional parties to the filing, scroll down to "Add A Party To The Deal."

Add a Party to the Deal

P2.1	* Party:	○ Member ○ Member Counsel ○ Issuer Counsel ○ Issuer
P2.2	* Contact Name:	
P2.3	Title:	
P2.5	* Phone:	
P2.6	* Email:	

Add Row   Clear

After entry of each participant, click "Add Row." A sample List of Party Members could look like the screen below. The Type column identifies the role of the participant.

List of Party Members						
Type ▲	Contact Name	Business Name	Phone	CRD	Participation	
IssuerCounsel	Kelvin Ward	Ward, Ward & Ward	202-398-0987			Delete
Issuer	Joani Ward		202-398-0998			Delete

Securities

The new system requires entry of securities information in two places.   The Gross PMAOP appearing on line S4 was entered in the "Details" screen. The Current PMAOP and List of Securities information was entered in the "Add Securities" section on page 14.

S3 Gross Proposed Maximum Aggregate Offering Price (PMAOP):   **$700,000,000**

S4

#	Amend #	Filing Date	Current PMAOP	Gross PMAOP	
1		05/13/2012	$700,000,000	$700,000,000	

S5 *

List of Securities						
Amend # ▲	Filing Date	Security	Overallotment	PMAOP		
⊟ New (1 Item)						
	05/13/2012	Senior Notes Due	0.0000 %	$700,000,000	Delete	Clone

Delete All   1 Row(s)

Each security type being distributed to the public that is identified in the offering document should be included in the "Add Securities" grid. Click "Add Row" after the entry of each security type.

The Filing Date will pull from the "Details" screen. Click on the information to populate the field.

If the securities being offered will be exchange-traded, the screen will expand for entry of the anticipated Exchange for listing.

Proceeds for the offering can be calculated using one of three options. In the first example the proceeds will be calculated based on entry of the security price and # of Securities.

S3.I * Calculate Current Proceeds by: ◉ Price and # of Securities
                                         ○ Price and PMAOP
                                         ○ # of Securities and PMAOP

		Estimated Price	# of Securities	PMAOP
S3.I.A	* Maximum:	$10	100,000,000	$1,000,000,000

In the second example, the proceeds will be calculated based on entry of the security price and PMAOP.

S3.I * Calculate Current Proceeds by: ○ Price and # of Securities
                                         ◉ Price and PMAOP
                                         ○ # of Securities and PMAOP

		Estimated Price	# of Securities	PMAOP
S3.I.A	* Maximum:	$10	100,000,000	$1,000,000,000

In the third example, the proceeds will be calculated based on entry of the number of securities and the PMAOP.

S3.I * Calculate Current Proceeds by: ○ Price and # of Securities
                                         ○ Price and PMAOP
                                         ◉ # of Securities and PMAOP

		Estimated Price	# of Securities	PMAOP
S3.I.A	* Maximum:	$10	100,000,000	$1,000,000,000

Add Row   Clear

After all pertinent information has been entered, click Add Row and the entry will feed to Line Items S2 and S3 (see next page).

Click "Save" and scroll to the top of the screen to select the tab you want to work on or click "Next" to be taken to the Assoc/Affil/Conflicts tab. You can also click "Previous" to go back to the Details or Parties screens.

Assoc/Affil/Conflicts

If the answer to the Associations and Affiliations question is Yes, officers, directors, or beneficial owners of 5% or more of any class of the issuer's securities who are associated or affiliated with any member should be identified in the "Add an Association or Affiliation" grid below.

After entering the pertinent information, click "Add Row." The information will feed to the "List of Associations and Affiliations."

If a Conflict of Interest exists, the nature of the conflict must be identified. This screen expands to include additional representations based on the check box or radio button that has been selected.

Each check box has been selected below to show the representations that must be made in connection with the respective conflict.

Issuer is a member participating in distributing its securities to the public.

The issuer is an affiliate of the member or its associated persons.

C1.A * Select the nature of the conflict of interest from the list below (must select at least one):

☐ The issuer is a member participating in distributing its securities to the public.

☑ The issuer is an affiliate of the member or its associated persons (see FINRA Rule 5121(f)(1) and 5121(f)(2)).

☐ The member, its affiliates and associated persons, in the aggregate will receive 5% or more of net proceeds in this offering.

☐ As a result of the public offering and any transactions contemplated at the time of the public offering,

C1.A.1 ○ the member will be an affiliate of the issuer.

○ the member will become publicly owned.

○ the issuer will become a member or form a broker-dealer subsidiary.

Discretionary Account Compliance

C1.E *☐ No member that has a conflict of interest may sell to an account holder with a discretionary account any security with respect to which the conflict exists, unless the member has received specific written approval of the transaction from the account holder and retains documentation of the approval in its records.

Compliance with FINRA Rule 5121

C1.F *○ A Qualified Independent Underwriter (QIU) will **not** participate in the offering pursuant to FINRA Rule 5121(a)(1).

○ A QIU will participate in the offering pursuant to FINRA Rule 5121(a)(2).

The member, its affiliates and associated persons, in the aggregate will receive 5% or more of the net proceeds in the offering.

If participating members will receive 5% or more of the net proceeds of the offering, the specifics should be entered in the "Add Proceeds Information" grid. You must click "Add Row" after each entry, which will enable population of the "List of Proceeds" grids.

The following representations are also required in connection with proceeds directed to a member:

Discretionary Account Compliance

C1.E   * ☐ No member that has a conflict of interest may sell to an account holder with a discretionary account any security with respect to which the conflict exists, unless the member has received specific written approval of the transaction from the account holder and retains documentation of the approval in its records.

Compliance with FINRA Rule 5121

C1.F   * ○ A Qualified Independent Underwriter (QIU) will **not** participate in the offering pursuant to FINRA Rule 5121(a)(1).

○ A QIU will participate in the offering pursuant to FINRA Rule 5121(a)(2).

If Option 4 is selected, one or more of the 3 radio buttons in Section C1.A1 must be checked.

C1.A   * Select the nature of the conflict of interest from the list below (must select at least one):

☐ The issuer is a member participating in distributing its securities to the public.

☐ The issuer is an affiliate of the member or its associated persons (see FINRA Rule 5121(f)(1) and 5121(f)(2)).

☐ The member, its affiliates and associated persons, in the aggregate will receive 5% or more of net proceeds in this offering.

☑ As a result of the public offering and any transactions contemplated at the time of the public offering,

C1.A.1   ○ the member will be an affiliate of the issuer.

○ the member will become publicly owned.

○ the issuer will become a member or form a broker-dealer subsidiary.

Discretionary Account Compliance

C1.E   * ☐ No member that has a conflict of interest may sell to an account holder with a discretionary account any security with respect to which the conflict exists, unless the member has received specific written approval of the transaction from the account holder and retains documentation of the approval in its records.

Compliance with FINRA Rule 5121

C1.F   * ○ A Qualified Independent Underwriter (QIU) will **not** participate in the offering pursuant to FINRA Rule 5121(a)(1).

○ A QIU will participate in the offering pursuant to FINRA Rule 5121(a)(2).

In the event a QIU will participate in the offering, the following representations are required.

C1.F.2 * ☐ (A) The QIU will participate in the preparation of the offering documents and will exercise the usual standards of due diligence.

* ☐ (B) There will be prominent disclosure in the offering documents to describe the nature of the conflict and the name, role and responsibilities of the QIU.

QIU

C1.G * QIU Member: _____

QIU Criteria

C1.H.1 * ☐ The QIU does not have a conflict of interest and is not an affiliate of any member that has a conflict of interest pursuant to FINRA Rule 5121(f)(12)(A).

C1.H.2 * ☐ The QIU does not beneficially own as of the date of the member's participation in the public offering more than 5% of the class of securities that would give rise to a conflict of interest, including any right to receive any such securities exercisable within 60 days pursuant to FINRA Rule 5121(f)(12)(B).

C1.H.3 * ☐ The QIU has agreed to undertake the legal responsibilities and liabilities of an underwriter under the Securities Act of 1933, specifically including those inherent in Section 11 thereof pursuant to FINRA Rule 5121(f)(12)(C).

C1.H.4 * ☐ The QIU has served as an underwriter in at least three public offerings of a similar size and type during the three-year period immediately preceding the filing of the registration statement or the date of first sale of an offering without a registration statement pursuant to FINRA Rule 5121(f)(12)(D).

C1.H.5 * ☐ The QIU does not have supervisory personnel responsible for organizing, structuring or performing due diligence with respect to corporate public offerings of securities that has been convicted, enjoined, suspended or barred within ten years prior to filing of the offering pursuant to FINRA Rule 5121(f)(12)(E).

QIU Fees

C1.I.1 * Will the member receive compensation for its services as a QIU?   ○ Yes ○ No

If a Conflict exists, but information is not available regarding the FINRA member that will act as the QIU, you can select the Defer radio button, and provide the information in a subsequent update.

C1.F.2 * ☐ (A) The QIU will participate in the preparation of the offering documents and will exercise the usual standards of due diligence.

* ☐ (B) There will be prominent disclosure in the offering documents to describe the nature of the conflict and the name, role and responsibilities of the QIU.

QIU

C1.G * Is the QIU information available?   ○ Yes
                                            ○ Defer

If a Conflict exists, but no QIU is required, the following representations are required:

Compliance with FINRA Rule 5121

C1.F * A Qualified Independent Underwriter (QIU) will **not** participate in the offering pursuant to FINRA Rule 5121(a)(1).

○ A QIU will participate in the offering pursuant to FINRA Rule 5121(a)(2).

C1.F.1 * Disclosure pertaining to the conflict of interest is or will be in the prospectus, offering circular or similar document, and

○ (A) The lead member(s) does not have a conflict of interest, is not an affiliate of any member with a conflict of interest, and its supervisory personnel responsible for performing due diligence have not been subject to any disciplinary actions described in FINRA Rule 5121(f)(12)(E), or

○ (B) The securities offered have a bona fide public market, or

○ (C) The securities offered are investment grade rated or are securities in the same series that have equal rights and obligations as investment grade rated securities.

Click "Save" and scroll to the top of the screen to select the tab you want to work on or click "Next" to be taken to the Compensation tab. You can also click "Previous" to go back to the Details, Parties, or Securities screens.

<< Prev   Check For Errors   Submit Filing   Save   Print Preview   Next >>

Compensation

Cash Compensation

First, you must tell us whether any member will receive warrant solicitation fees.

Next, items of value to be received by FINRA members and related persons should be entered in the "Add Item of Value" section. Click "Add Row" after each item of value has been entered.

After clicking "Add Row" the "Items of Value" grid will be populated with your entries, and will look similar to the screen on page 25.

	Maximum		
Cash2	**Total Cash Compensation:** 9.0014 % $630,100,000		

Cash2	* **Items of Value**				
	Item of Value ▲	Description	%	$	
	Non-accountable Expenses (max 3%, exclude over-allotment)		2.0000 %	$140,000,...	Delete
	Underwriter's Counsel Fees And Expenses (excluding 'blue sky...		0.0014 %	$100,000	Delete
	Discount		7.0000 %	$490,000,...	Delete
	Delete All			3 Row(s)	

Non-Cash Compensation

Cash	**Non-Cash**	Summary

NC1   * Will any participating member receive a right of first refusal?   ○ Yes ○ No

NC2   * Were any securities acquired or will be acquired by any participating member during the 180-day period preceding the required filing date through the 90-day period following the effective date of the offering?   ○ Yes ○ No

NC3   * Will any member or associated person directly or indirectly accept or make payments or offers of payments of any non-cash compensation?   ○ Yes ○ No

If a right of first refusal will be received by a FINRA member as compensation, the following information is required.

NC1.A   * What is the duration of the right of first refusal?   10   Months
(Refer to FINRA Rules 5110(c)(3)(A)(ix) and (f)(2)(F) - (G))

⊙ Right ○ Waiver/Termination

Rights

		Percent	Amount
NC1.A.1	**Value of Right:**	1.0%	$1,000,000

NC1.A.2   * ☑ The member(s) will not have more than one opportunity to waive or terminate in consideration of any payment or fee.

A new function has been added to the system that will allow the filer to calculate the value of securities (Acquisitions) acquired during the 180-day period preceding the filing date of the offering. Two options for calculating the value of securities are available.

If you are preparing the valuation yourself, provide the information in the grid below:

If you need to request help from the FINRA staff, contact the POR Assignee reviewing your filing.

If the acquisition meets an exception from compensation, select the appropriate exception and make the corresponding representations.

Representations must be provided in connection with the restrictions imposed on the receipt of warrants, options and convertible securities as compensation.

If compensation will be received through gifts, business entertainment, training and education, or sales incentives, the following screens will be available for entry of your information:

NC4 * Will any member or associated person receive and/or provide gifts?   ⦿ Yes   ○ No

Gifts

Refer to FINRA Rule 5110(h)(2)(A)

Calculation Method: ○ Percent (%)   ○ Amount ($)

	Percent	Amount
NC4.A * **Value:**	2.00	$2,000,000

NC4.C * ☑ No member or associated person will directly or indirectly make payments or accept gifts in excess of $100 per year per person which shall not be conditioned on achievement of a sales target.

NC5 * Will any member or associated person receive and/or provide business entertainment?   ⦿ Yes   ○ No

Business Entertainment

Refer to FINRA Rule 5110(h)(2)(B)

Calculation Method: ○ Percent (%)   ○ Amount ($)

	Percent	Amount
NC5.A * **Value:**	1.00	$1,000,000

NC5.C * ☑ No member or associated person will directly or indirectly make payments or accept occasional meals, a ticket to a sporting event or the theater, or comparable entertainment which is so frequent or extensive as to raise any question of propriety or is preconditioned on achievement of a sales target.

NC6 * Will any member or associated person receive and/or provide training and education?   ⦿ Yes   ○ No

Training & Education

Refer to FINRA Rule 5110(h)(2)(C)

NC6.A * Type of event:

☐ National

☐ Regional

☐ Due Diligence

☐ Other

NC6.F * ☐ No member or associated person will directly or indirectly make payments or reimbursements by offerors for the purpose of training and education of associated persons of a member, unless:

i. associated persons obtain the member's prior approval to attend the meeting and attendance by a member's associated persons is not conditioned by the member on the achievement of a sales target or any other incentives pursuant to a non-cash compensation arrangement permitted by subparagraph (h)(2)(D);

ii. the location is appropriate to the purpose of the meeting, which shall mean an office of the offeror or the member, or a facility located in the vicinity of such office, or a regional location with respect to regional meetings or a location at which a significant or representative asset of the program is located;

iii. the payment or reimbursement is not applied to the expenses of guests of the associated person; and

iv. the payment or reimbursement by the offeror is not conditioned by the offeror on the achievement of a sales target or any other non-cash compensation arrangement permitted by subparagraph (h)(2)(D).

NC7 * Will sales incentives be used in connection with the distribution of this offering? ⦿ Yes ○ No

Sales Incentives

Refer to FINRA Rule 2310(c)(2)(D)

Calculation Method: ○ Percent (%) ○ Amount ($)

	Percent	Amount
NC7.A **Retail:**		$0
NC7.B **Wholesale:**		$0

Compensation Tab - Non-Cash Sub-tab - Sales Incentives: Your total dollar ($) value for Sales Incentives must be greater than 0.

NC7.C * ☐ Sales incentives will be limited to arrangements between a member and its associated persons or a company that controls a member company and the member's associated persons, provided that no unaffiliated non-member company or other unaffiliated member directly or indirectly participates in the member's or non-member's organization of a permissible noncash compensation arrangement.

Books and Records

NC8 * ☐ We represent that participating members shall maintain records of all non-cash compensation received by the member or its associated persons in arrangements permitted by subparagraphs (c)(2)(C)-(E). The records shall include: the names of the offerors, non-members or other members making the non-cash compensation contributions; the names of the associated persons participating in the arrangements; the nature and value of non-cash compensation received; the location of the training and education meetings; and any other information that proves compliance by the members and its associated persons.

Summary

The Summary screen provides a snapshot of all Items of Value to be received by members and related persons. There are also two additional required representations that must be made in connection with Other Items of Value and a Compensation Disclosure.

	Cash	Non-Cash	**Summary**

Summ 1   **Total Compensation:**   **Maximum**   9.0014 % $630,100,000

Summ 1.A   Summary of Compensation:

Item of Value	Type	%	$
Non-accountable Expenses (m...		2.0000 %	$140,000,000
Underwriter's Counsel Fees An...		0.0014 %	$100,000
Discount		7.0000 %	$490,000,000

Other Items of Value

Summ2   * Are there any other arrangement(s) entered into during the 180-day period immediately preceding the required filing date of the public offering, which arrangement(s) provide for the receipt of any item of value or the transfer of any warrants, options, or other securities from the issuer to the underwriter and related persons, including debt securities and derivative instruments not considered an item of value under FINRA Rule 5110(c)(3)(B)(vi) and (vii)?   ○ Yes ◉ No

Compensation Disclosure

Summ3   ☑ We represent that all the items of proposed underwriting compensation to any participating members from any source are fully disclosed

WKSI Offerings

If the offering is a WKSI, you are required to represent whether the offering is or is not subject to the provisions of FINRA Rule 5121.

Not subject to the provisions of FINRA Rule 5121

Subject to the provisions of FINRA Rule 5121. (See Conflicts of Interest section of the User Guide, pp. 18-23)

Other

The "Other" screen captures additional information that may or may not be pertinent to your offering. The screen will be slightly different based on the "Distribution Method" and "Offering Type" entered in the "Parties" screen.

| Details | Parties | Securities | Assoc/Affil/Conflicts | Compensation | **Other** |

Solicitation by Officers, Directors, and/or Employees

OTH1 ☐ Officers, directors, and/or employees may participate in the solicitation of offers to purchase securities in this offering.

    i. Officers, directors, and/or employees who intend to participate in this offering can comply with SEC Rule 3a4-1.

    ii. No officer, director, or employee will be compensated in connection with their participation in this offering.

Termination Arrangements

OTH2 ☐ The member or person associated with a member will be reimbursed only for actual out-of-pocket accountable expenses pursuant to FINRA Rule 5110(f)(2)(D).

Debt Security and Derivative Instruments

OTH3 ☐ Debt securities and derivative instruments acquired or entered into for a 'fair price' as defined in FINRA Rule 5110 (a)(9), but not excluded from items of value under FINRA Rule 5110(c)(3)(B)(vi) or (vii).

Due Diligence

OTH4 ☐ The due diligence process is complete and all representations are final and not subject to change.

Issues/Letters

Issues/Letters is an exciting new feature that will allow the FINRA staff to identify and communicate Compliance and Regulatory issues, and provide the external filers the ability to respond directly to any comments issued. This will eliminate any confusion regarding what comment the external filer is responding to.

| All Issues (0) | Communications |

All Issues

Issue Type	Issue Id	Date	Section	Issue	Status	Filer Response
No Issues found						

Fee Calculation

The new system requires payment of the filing fee at the time an offering is submitted to FINRA. The filing fee is calculated based on the information entered in the "Securities" screen, and is displayed at the bottom of each screen. If you are submitting the filing fee by wire transfer, please include the Issuer Name and Deal ID with the payment.

Amount Due for this Filing: $75,500.00 **More Info**

Clicking on More Information will provide the detailed fee calculation and wire instructions.

Fee Calculation

Gross PMAOP:	$1,000,000,000.00
Initial Fee:	$500.00
0.01% of Gross PMAOP:	$75,000.00
Current Total Fees this Filing:	$75,500.00
Amount Due:	$75,500.00

Payment Method: Wire

Beneficiary Bank:	**Mellon Financial Corporation**
Beneficiary Bank Address:	**Philadelphia PA**
Beneficiary Name:	**FINRA**
Beneficiary Account Number:	**8 234 353**
Routing Number:	**031 0000 37**
Reference Number:	**You must provide issuer name as it appears on the offering document and the assigned Deal ID.**

Hide Payment Info

Submitting Your Filing

After you have completed entry of your offering information you can click "Submit Filing" or "Check For Errors" to see if you omitted anything.

<< Prev   Check For Errors   Submit Filing   Save   Print Preview   Next >>

Upon the successful submission of your form, you will see the following notification, and you will have the option to print it for your records. Right mouse click to enable the print function.

✓ **Your form was submitted to FINRA successfully. Please print this form now if you wish to retain a copy for your records.**

Submitted By: wardj
Submitted Date: Thu May 31 16:49:52 EDT 2012

FINRA ▼ **Welcome to FINRA**

Issuer Name: **May 31 Test**   Anticipated Pricing or Effective Date: **06/09/2012**   Type: **Corporate**   Deal ID: **95173**

Investment Programs (IP)

You are required to identify your "Offering Type" in the "Details" screen. If you select Investment Program, you are required to select the "Type of IP." If you select Direct Participation Program, you are also required to provide the "Type of DPP." No additional information is required if you select Unlisted Real Estate Investment Trust.

See the "Parties," "Securities," and "Other," sections of the User Guide for a description of entering information in those screens.

Compensation

Distribution Arrangements

Affiliated Programs

In the review of affiliated programs, the filer is required to provide a reasonable allocation of the non-transaction based compensation (NTBC) for registered representatives. When a filer answers the question in an affirmative manner, the following grid is available.

The grid was designed as a worksheet to allow filers to allocate registered representative's compensation, including that of dual employees. The registered representatives available to be selected can only be personnel who are registered with the members identified in the "Parties" screen. Upon completion of the required fields, marked by a red asterisk (*****), click "Add Row" and the system will calculate the allocation and update the aggregate value in the "Underwriting Comp" screen.

The information entered in the "Add A Dual Employee" grid will feed into the List of Dual Employees.

Unaffiliated Programs

For filings of unaffiliated programs, the NTBC does not have to be allocated using this format. Please insert values in the "Underwriting Comp" screen.

Unregistered Personnel

Filers will be required to state whether unregistered officers, directors or employees of an issuer are participating in the solicitation, marketing, distribution or sales activities of an IP, and whether the individuals identified meet the safe harbor provisions of SEC Rule 3a4-1.

Click "Add Row" after each entry. The information entered will feed into the "List of Unregistered Persons" grid.

Non-Cash Compensation

Filers will be required to state whether additional non-cash arrangements are contemplated in connection with the offering. When a filer responds with an affirmative statement, the system will display a new grid for information entry, containing attestations per type of non-cash arrangement. Certain grids also allow filers to attach copies of the agendas for training and education or other documents required during the review process. All grids provide the filer with the option to choose whether the expenses are wholesaling or retailing, or both.

Depending on the selection, the aggregate values are updated in the "Summary" screen.   Examples of the grids for Gifts, Business Entertainment, Training and Education, and Sales Incentives are below.

Gifts

| NC3 | * Will any member or associated person directly or indirectly accept or make payments or offers of payments of any non-cash compensation? | ⦿ Yes ◯ No |
| NC4 | * Will any member or associated person receive and/or provide gifts? | ⦿ Yes ◯ No |

Gifts

Refer to FINRA Rule 2310(c)(2)(A)

Calculation Method: ◯ Percent (%)   ◯ Amount ($)

		Percent	Amount
NC4.A	*Retail:		
		$0	
NC4.B	*Wholesale:		
		$0	

NC4.C * ☐ No member or associated person will directly or indirectly make payments or accept gifts in excess of $100 per year per person which shall not be conditioned on achievement of a sales target.

Business Entertainment

NC5   *Will any member or associated person receive and/or provide business entertainment?   ⦿ Yes ◯ No

Business Entertainment

Refer to FINRA Rule 2310(c)(2)(B)

Calculation Method: ◯ Percent (%)   ◯ Amount ($)

	Percent	**Amount**
NC5.A *Retail:		
	$0	
NC5.B *Wholesale:		
	$0	

NC5.C   * ☐ No member or associated person will directly or indirectly make payments or accept occasional meals, a ticket to a sporting event or the theater, or comparable entertainment which is so frequent or extensive as to raise any question of propriety or is preconditioned on achievement of a sales target.

Training and Education

NC6   * Will any member or associated person receive and/or provide training and education?   ⦿ Yes ◯ No

Training & Education

Refer to FINRA Rule 2310(c)(2)(C)

NC6.A   * Type of event:

    ☐ National

    ☐ Regional

    ☐ Due Diligence

    ☐ Other

NC6.F   * ☐ No member or associated person will directly or indirectly make payments or reimbursements by offerors for the purpose of training and education of associated persons of a member, unless:

i. associated persons obtain the member's prior approval to attend the meeting and attendance by a member's associated persons is not conditioned by the member on the achievement of a sales target or any other incentives pursuant to a non-cash compensation arrangement permitted by subparagraph (c)(2)(D);

ii. the location is appropriate to the purpose of the meeting, which shall mean an office of the offeror or the member, or a facility located in the vicinity of such office, or a regional location with respect to regional meetings or a location at which a significant or representative asset of the program is located;

iii. the payment or reimbursement is not applied to the expenses of guests of the associated person; and

iv. the payment or reimbursement by the offeror is not conditioned by the offeror on the achievement of a sales target or any other non-cash compensation arrangement permitted by subparagraph (c)(2)(D).

Sales Incentives

NC7　* Will sales incentives be used in connection with the distribution of this offering?　　　⊙ Yes ○ No

Sales Incentives

Refer to FINRA Rule 2310(c)(2)(D)

Calculation Method: ○ Percent (%)　○ Amount ($)

	Percent	Amount
NC7.A　**Retail:**		$0
NC7.B　**Wholesale:**		$0

Compensation Tab - Non-Cash Sub-tab - Sales Incentives: Your total dollar ($) value for Sales Incentives must be greater than 0.

NC7.C　* ☐ Sales incentives will be limited to arrangements between a member and its associated persons or a company that controls a member company and the member's associated persons, provided that no unaffiliated non-member company or other unaffiliated member directly or indirectly participates in the member's or non-member's organization of a permissible noncash compensation arrangement.

Books and Records

NC8　* ☐ We represent that participating members shall maintain records of all non-cash compensation received by the member or its associated persons in arrangements permitted by subparagraphs (c)(2)(C)-(E). The records shall include: the names of the offerors, non-members or other members making the non-cash compensation contributions; the names of the associated persons participating in the arrangements; the nature and value of non-cash compensation received; the location of the training and education meetings; and any other information that proves compliance by the members and its associated persons.

Underwriting Compensation

The O & O Expenses screen has been enhanced in order to ease data population. Enhancements include: pre-population of certain expenses from data inputted from other screens, new line items such as "Non-Cash/Gifts" "Non-Cash /Business Entertainment," and additional line items for "Other" expenses. The following grid can also be used to add items of value to the compensation screen.

Add Item of Value

UW2.A	* Item of Value:	[dropdown]
UW2.B	* Source of Funds:	○ General Partner
		○ Proceeds
		○ Sponsor
		○ Other
UW2.C	* Type:	○ Wholesale ○ Retail
UW2.D	Description:	[text box]

UW2.E	Calculation Method:	○ Percent (%) ○ Amount ($)

		Percent	Amount ($)
UW2.E.1	* Value:	[ ]	$0

Add Row   Clear

When Add Row is clicked, the Item of Value and Additional Items of Value grids are populated.

	Maximum	
Total Underwriting Compensation:	6.0000 %	$0

UW2 Summary of Underwriting Compensation

Item of Value	Type	%	$
Commissions	Retail	6.0000 %	$0
Gifts	Retail	0.0000 %	$0
Gifts	Wholesale	0.0000 %	$0

UW2 **Additional Items of Value**

Items of Value ▲	Description	Type	%	$	
Commissions		Retail	6.0000 %	$0	Delete

Delete All   1 Row(s)

Issuer Costs

Issuer Costs are added through entry in the "Add Item of Value, Issuer Costs" grid. Add Row must be clicked after each entry to feed to the "Summary of Issuer Costs" and "Additional Items of Value" grids.

Add Issuer Cost

IC2.A	* Issuer Cost:	[dropdown]
IC2.B	* Source of Funds:	○ General Partner ○ Proceeds ○ Sponsor ○ Other
IC2.D	Description:	[text box]

| IC2.E | Calculation Method: | ○ Percent (%) ○ Amount ($) |

| | | **Percent** | **Amount ($)** |
| IC2.E.1 | * Value: | [ ] | $0 |

Add Row   Clear

Summary

The Summary compensation screen provides a snapshot of all proposed compensation, including Retailing, Wholesaling, Other Underwriting Compensation, Total Underwriting Compensation, and Issuer Costs.

| Distribution Arrangements | Non-Cash | Underwriting Comp | Issuer Costs | **Summary** |

	Underwriting Compensation	Maximum	
Retailing			
1	Commissions	$0	
2	NTBC	$0	0.0000 %
3	Marketing Fees	$0	
4	Dealer Manager Fees	$0	

	Wholesaling	Maximum	
12	Commissions	$0	
13	NTBC	$0	0.0000 %
14	Marketing Fees	$0	
15	Dealer Manager Fees	$0	
16	Non-Accountable Expenses	$0	
17	Non-Cash - Gifts	$0	0.0000 %
18	Non-Cash - Business Entertainment	$0	0.0000 %
19	Non-Cash - Training & Education	$0	

	Issuer Costs	Maximum
26	NTBC	$0
27	Non-Cash - Training & Education	$0
28	SEC Registration Fee	$0
29	FINRA Fee	$0
30	Legal	$0
31	Printing	$0
32	Accounting	$0
33	Blue Sky Expenses	$0
34	Advertising and Sales	$0
35	Literature	$0
36	Due Diligence	$0
37	Other	$0
Total Issuer O&O		**$0**
Total O&O		**$0**

Suitability, Disclosure and Liquidity

The Suitability, Disclosure and Liquidity screen includes representations that the system will display depending on whether the program is an affiliated program, and whether it is listed on a national securities exchange. For an affiliated program, you would initially see the following representations, in addition to Sales to Discretionary Accounts, Disclosure, and Liquidity:

Standards of Suitability for Participants (Refer to FINRA Rule 2310 (b)(2)(A)(B), and (C))

SDL1.1 * ☐ We represent that standards of suitability have been established by the investment program for the participants therein and such standards are fully disclosed in the prospectus and are consistent with the provisions of FINRA Rule 2310(b)(2)(B);

SDL1.2 * ☐ We represent that we have reasonable grounds to believe, on the basis of information obtained from the participant concerning his investment objectives, other investments, financial situation and needs, and any other information known by the member or associated person, that;

  i. The participant is or will be in a financial position appropriate to enable him to realize the benefits described in the prospectus;

  ii. The participant has a fair market net worth sufficient to sustain the risks inherent in the investment program and;

  iii. The investment program is otherwise suitable for the participant.

For a non-affiliated program, you will only see the following representations:

Sales to Discretionary Accounts

SDL3.1 * ☐ No transactions in investment programs will be executed in a discretionary account without prior written approval of the customer (see Rule 2310(b)(2)(C);

Disclosure (Refer to section (b)(3) of FINRA Rule 2310)

SDL4.1 * ☐ Prior to participating in a public offering of a direct participation program or REIT, a member or person associated with a member shall have reasonable grounds to believe, based on information made available to him by the sponsor through a prospectus or other materials, that all material facts are adequately and accurately disclosed and provide a basis for evaluating the program.;

SDL4.2 * ☐ In determining the adequacy of disclosed facts pursuant to subparagraph (A) hereof, a member or person associated with a member shall obtain information on material facts relating at a minimum to the following, if relevant in view of the nature of the program:

  i. items of compensation;

  ii. physical properties;

  iii. tax aspects;

  iv. financial stability and experience of the sponsor;

  v. the program's conflict and risk factors; and

  vi. appraisals and other pertinent reports.

SDL4.3 * ☐ For purposes of subparagraphs (A) or (B) hereof, a member or person associated with a member may rely upon the results of an inquiry conducted by another member or members, provided that:

  i. the member or person associated with a member has reasonable grounds to believe that such inquiry was conducted with due care;

  ii. the results of the inquiry were provided to the member or person associated with a member with the consent of the member or members conducting or directing the inquiry; and

  iii. no member that participated in the inquiry is a sponsor of the program or an affiliate of such sponsor.

Shelf Filings

Base Filing

Your initial shelf filing should be your Base. In the "Details" screen you should answer Yes in connection with Rule 415 applying to the filing, select Shelf, and Shelf Type should be Base.

Specific representations are required in connection with a Base filing, and appear below.

Please refer to pages 7-34 for instructions on entering the remainder of information for a Base filing.
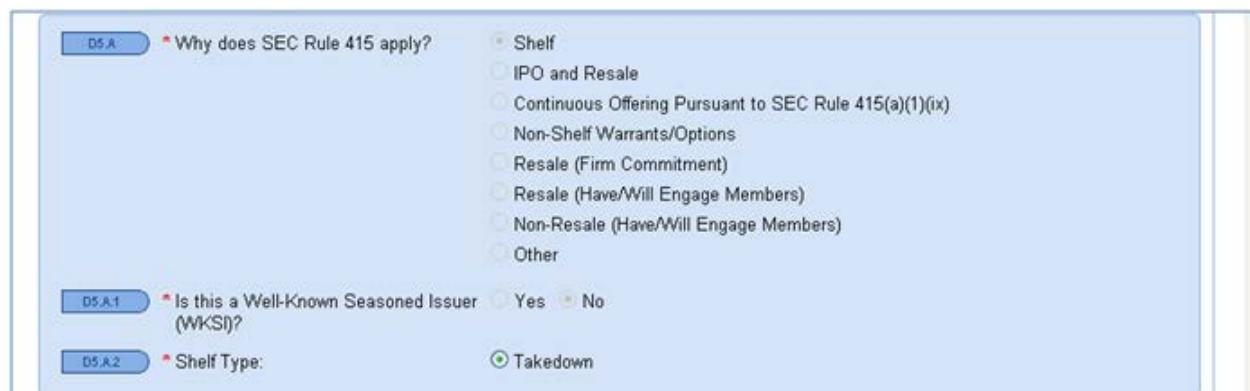
Shelf Takedown

A takedown can only be submitted in connection with a cleared Base. Search for eligible Base filings in the Filing Cabinet by clicking on the ShowFile Takedowns checkbox. After locating your filing, click on the Takedown option.

The system will create a new filing for your Takedown transaction. Some information in the "Details" screen will be pre-populated, consistent with the information entered for the Base filing. Identify the Shelf Type as a Takedown in the "Details" screen, and populate other pertinent fields as required.

Entry of information specific to the Takedown is required in the Parties, Securities, Compensation, Suitability, Disclosure, and Liquidity, and Other screens. Please refer to pages 7-34 for instructions on entering the remainder of information for a Takedown filing.

 Additional representations are also required for the Takedown, and appear below.

Contact Information

Please contact the Corporate Financing Department Staff with any questions.

Main Line
 240-386-4623

Business Systems Support
Joani Ward, 240-386-4649
Sheena Savoy, 240-386-4645
Martrella Caudle-Sanders, 240-386-4628

Public Offering Review
240-386-4623