

Registration Instructions

Federal Reserve Bank of New York
Commercial Paper Funding Facility (CPFF)

Completed registration materials and fees may be submitted any time after 9:00 a.m. (Eastern Time) on Tuesday, April 7, 2020. To register:

1. Send the following to PIMCO by either email or fax at:

Email address: CPFFRegistration@pimco.com

Fax number: 949-720-8622

Attention: CPFF Registration

- (A) A completed and signed Issuer Registration Form and Qualification Certification (the "Registration Form"). Issuers should register as follows:
 - a. Corporate issuers: each legal entity issuing commercial paper should submit a separate registration; a legal entity with more than one commercial paper program should include all those programs in a single registration.
 - b. Asset-backed commercial paper issuers: each special-purpose entity issuing commercial paper should submit a separate registration.
 - c. Municipal issuers: each legal entity should submit a separate registration for each of its commercial paper programs (i.e., by ticker or CUSIP).
- (B) A completed and signed Regulation A Certification (attached).
- (C) Offering documents or private placement memorandums for each program with respect to which your registration relates.
- (D) The following financial information according to issuer type:
 - a. Corporate issuers: most recent financial statements
 - b. Asset-backed commercial paper issuers: surveillance report on the underlying asset pool for the most recent three months; or
 - c. Municipal issuers: most recent financial statements, as well as anticipated repayment source or budget for repayment of borrowed funds.
- (E) Verification, by the Issuer's issuing and paying agent ("**IPA**"), of Issuer's face value amounts reported in response to Items 2 and 3 of the Registration Form. The verification must be a signed letter or official reporting from the IPA (labeled as such) and must include a contact number and email for the IPA.

2. Pay the fee as described in paragraph (8) of the Registration Form by wire transfer.
3. PIMCO will contact you via email to confirm receipt of your registration materials. This receipt will contain your unique CPFF tracking number. Please reference this tracking number in any subsequent communications. If you do not receive this confirmation (CONFIRMATION OF RECEIPT) by 9:00 a.m. (New York time) on the business day following your submission, contact PIMCO at CPFFRegistration@pimco.com or 949-720-7700 and specify the time and date that your materials were emailed or faxed together with the issuer name, root CUSIP identifier(s) and contact information.
4. PIMCO will subsequently contact you by email after your materials been reviewed and

accepted and your fee has been received, and will confirm you are registered to sell commercial paper to the CPFF. This document is the CONFIRMATION OF REGISTRATION referenced in the paragraph below and will include the date on which the issuer will become eligible to sell commercial paper to CPFF. If you do not receive this CONFIRMATION OF REGISTRATION by 12:00 p.m. (New York Time) on the business day following your submission, contact PIMCO at CPFFRegistration@pimco.com or 949-720-7700 and specify the tracking number provided on your CONFIRMATION OF RECEIPT together with your contact information.

5. If you have other questions concerning registration, please email them to CPFFRegistration@pimco.com. All questions concerning the CPFF must be submitted to PIMCO in writing via the email address noted and not directed to PIMCO personnel through any other means. When submitting questions, please specify the tracking number provided on your CONFIRMATION OF RECEIPT together with your contact information, and PIMCO CPFF registration personnel will contact you as promptly as possible.

Note on Registration Deadlines: This completed registration materials and the fee due as described in paragraph (8) of the Registration Form must be received by PIMCO on the same business day and no later than 5:00 p.m. (New York time) two business days before the issuer wishes to use the Facility. To access the Facility on April 14, 2020, all registration materials and the fee described in paragraph (8) of the Registration Form must be received no later than 5:00 p.m. (New York time) on April 9, 2020. **Registration is not final until PIMCO's CONFIRMATION OF REGISTRATION has been received by the issuer.**

Issuer Registration Form and Qualification Certification
in connection with
Federal Reserve Bank of New York
Commercial Paper Funding Facility

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the commercial paper funding facility (the “**Facility**”) being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through the CP Funding Facility II LLC (“**CPFF**”). Under the Facility, qualifying commercial paper issuers may sell eligible U.S. dollar-denominated commercial paper to CPFF through participating commercial paper dealers. The activities of CPFF will be managed by Pacific Investment Management Company LLC (“**PIMCO**”).

Glossary

As used herein, these terms have the following meanings:

“**ABCP**”: asset-backed commercial paper.

“**Issuer**”: as used in this Registration Form refers to the following:

- For corporate commercial paper, the legal entity that issues the commercial paper.
- For ABCP, the special-purpose entity that issues the commercial paper.
- For municipal commercial paper, the municipal entity issuing the commercial paper, for each ticker or CUSIP associated with its commercial paper programs.

“**Major NRSRO**”: (i) Fitch Ratings, Inc. (“**Fitch**”), Moody’s Investors Service, Inc. (“**Moody’s**”) and S&P Global Ratings (“**S&P**”); and (ii) DBRS, Inc., Kroll Bond Rating Agency, Inc. and (only with respect to insurance companies) A.M. Best Rating Services, Inc., to the extent that the Issuer also has a qualifying rating from Fitch, Moody’s or S&P.

“**Registration Form**”: this Issuer Registration Form and Qualification Certification.

“**Tier 1 Commercial Paper**”: commercial paper that has a rating of at least A-1/P-1/F1 from S&P, Moody’s or Fitch and, if rated by more than one Major NRSRO, a rating of at least A-1/P-1/F1/R1/K1/AMB1 from at least one additional Major NRSRO, as reflected by:—

- Ratings of the obligation (or the class of obligations of which it is a part); or
- Ratings of an asset-backed or municipal program under which it was issued.

“**Tier 2 Commercial Paper**”: commercial paper, other than Tier 1 Commercial Paper, that has a rating of at least A-2/P-2/F2 from S&P, Moody’s or Fitch and, if rated by more than one Major NRSRO, a rating of at least A-2/P-2/F2/R2/K2/AMB2 from at least one additional Major NRSRO, as reflected by:—

- Ratings of the obligation (or the class of obligations of which it is a part); or
- Ratings of an asset-backed or municipal program under which it was issued.

(**Note**: Unsolicited ratings are not considered in determining eligibility.)

In order to demonstrate to CPFF and FRBNY that the Issuer is qualified to participate in the Facility and to determine the applicable limits on the amount of commercial paper that the Issuer is eligible to sell to CPFF, the Issuer hereby certifies to the CPFF and FRBNY as follows:

1. The Issuer is (a) organized under the laws of the United States, any State, the District of Columbia, Puerto Rico, the Virgin Islands, an Indian Nation, or any other possession or territory of the United States that has its own body of corporation law; (b) a U.S. branch of a foreign banking organization; or (c) a U.S. municipal issuer.
2. The greatest amount of U.S. dollar-denominated commercial paper notes of the Issuer that were outstanding on any day between March 16, 2019, and March 16, 2020 had a face value of:—

\$ _____ on _____
Face Value Date

All of an Issuer's U.S. dollar-denominated commercial paper should be included, even if it is not eligible for the Facility. In Table 2 of Schedule 1 to this Registration Form, provide detail for all of the Issuer's programs that contribute to the face value listed above. The face value listed in this Item 2 will be the Issuer's "**Maximum Face Value for Tier 1 Commercial Paper**," unless the FRBNY determines, in its sole discretion, that the Issuer's Maximum Face Value for Tier 1 Commercial Paper will be different.

3. Was the Issuer's U.S. dollar-denominated commercial paper Tier 1 Commercial Paper on March 17, 2020? **If you answer "No," skip the remainder of Item 3.**

Yes ___ No ___

- (a) Between March 17, 2020, and the date hereof, was the Issuer's U.S. dollar-denominated commercial paper downgraded so that it that ceased being Tier 1 Commercial Paper? **If you answer "No," skip the remainder of Item 3.**

Yes ___ No ___

- (b) Provide the date immediately preceding the downgrade.

Date

- (c) The amount of U.S. dollar-denominated commercial paper notes of the Issuer that were outstanding on the date immediately preceding the downgrade had a face value of:—

\$ _____
Face Value

All of an Issuer’s U.S. dollar-denominated commercial paper should be included, even if it is not eligible for the Facility. In Table 3 of Schedule 1 to this Registration Form, provide detail for all of the Issuer’s programs that contribute to the face value listed above. The face value listed in this Item 3 will be the “**Maximum Face Value for Tier 2 Commercial Paper**,” unless the FRBNY determines, in its sole discretion, that the Maximum Face Value for Tier 2 Commercial Paper will be different. If Item 3(c) above is blank, the Maximum Face Value for Tier 2 Commercial Paper will initially be \$0. For the avoidance of doubt, the Maximum Face Value for Tier 2 Commercial Paper will remain \$0 if the response to the first part of Item 3(a) was “No.”

4. The Issuer agrees that:—

- i. It will not sell Tier 1 Commercial Paper to the CPFF such that the total amount of its commercial paper outstanding (including commercial paper held by the CPFF and other investors) would exceed, as of the date of purchase, the Maximum Face Value for Tier 1 Commercial Paper.
- ii. It will not sell Tier 2 Commercial Paper to the CPFF (1) such that the total amount of its commercial paper outstanding (including commercial paper held by the CPFF and other investors) would exceed, as of the date of purchase, the Maximum Face Value for Tier 2 Commercial Paper or (2) on more than one occasion.
- iii. It will not sell commercial paper to the CPFF, other than Tier 1 Commercial Paper and Tier 2 Commercial Paper.

5. The commercial paper dealer(s) through which the Issuer will participate in the Facility is/are:—

| Dealer | Dealer DTCC Account Number |
|--------|----------------------------|
| | |
| | |
| | |

(Note: The Issuer must designate all dealer(s) through which it intends to sell commercial paper to CPFF. An Issuer must sell through dealer(s) even if the Issuer normally issues its commercial paper directly. All designated dealers must be CPFF Dealers identified on the FRBNY’s website at <https://www.newyorkfed.org/markets/commercial-paper-funding-facility/commercial-paper-funding-facility-dealers>. An Issuer wishing to list more than three dealers may do so on a separate page and submit it with this Registration Form.)

6. In addition to the limitations described in Item 4, the Issuer agrees that it may not sell ABCP to CPFF if it was inactive in the ABCP market. An Issuer is considered “inactive” if it did not issue ABCP to institutions other than the sponsoring institution for any consecutive period of three-months or longer between March 16, 2019, and March 16, 2020. Indicate whether the Issuer was “active” or “inactive” as defined above.

Active ___ Inactive ___

and may be changed by the FRBNY in its sole discretion, and that the final determination of whether the Issuer is eligible to participate in the Facility and the maximum amount of commercial paper notes that the Issuer may sell to CPFF under the terms of the Facility will be made by the FRBNY in its sole discretion.

12. The Issuer understands and acknowledges that continued eligibility may require additional disclosures to FRBNY, as determined by the FRBNY in its sole discretion.
13. The Issuer understands and acknowledges that the CPFF and FRBNY may disclose information regarding the Issuer, including details regarding its use of the Facility, to assist CPFF and FRBNY in administering the Facility. The Issuer further understands and acknowledges that CPFF, the FRBNY, Board of Governors of the Federal Reserve System, and the United States Department of the Treasury may now or in the future disclose information pertaining to the Facility. This includes, without limitation disclosures required under the Federal Reserve Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act with respect to the Facility, which may include without limitation the identity of the Issuer, the dates and amounts of the assistance and form in which assistance was provided, and other material terms of the assistance.
14. Delivery of an executed signature page to this Registration Form by email or facsimile transmission shall be as effective as delivery of a manually signed counterpart hereof.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

The undersigned hereby certifies that the information set forth herein is true and correct and that he or she is authorized to execute this certification on behalf of the Issuer. The Issuer further agrees that all representations made herein are deemed continuing representations and if any representations set forth herein change in a material way, the Issuer will promptly notify the FRBNY at 33 Liberty Street, New York, NY 10045, Attention: Deborah Leonard, Commercial Paper Funding Facility; email address: cpff@ny.frb.org.

Name of Issuer

By: _____
Name:
Title:
Date:

Contact Information for Issuer Verification and Confirmation:

Contact Name: _____

Email Address: _____

Phone Number: _____

Fax Number: _____

Chief Financial Officer or Treasurer Name: _____

Email Address: _____

Phone Number: _____

TABLE 2

Provide the following information for each of the Issuer's programs that contributed to the Issuer's response to Item 2, as of the date reported in Item 2.

| | Program Name | Guarantor (if any) | Ticker | Root CUSIP Years 1-2 Identifier | Amount of U.S. dollar-dominated commercial paper face value outstanding |
|---|---------------------|---------------------------|---------------|--|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |

TABLE 3

Provide the following information for each of the Issuer's programs that contributed to the Issuer's response to Item 3, as of the date reported in Item 3(b)

| | Program Name | Guarantor (if any) | Ticker | Root CUSIP Years 1-2 Identifier | Amount of U.S. dollar-dominated commercial paper face value outstanding |
|---|---------------------|---------------------------|---------------|--|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |

Eligible Program Information

Provide the following information for each commercial paper program of the Issuer that is eligible for the Facility. Add additional sheets as necessary.

All of the Issuer's commercial paper programs that are eligible for the Facility should be listed and only commercial paper from these programs may be sold to CPFF. Include only programs with the same Issuer. Separate Issuers must submit separate Registration Forms.

Issuer DTC acronym _____

PROGRAM 1

Program name: _____

Guarantor (if any): _____

The current ratings of the Program's commercial paper are:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

The ratings of the Program's commercial paper as of March 17, 2020, were:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

Issuing and Paying Agent Name: _____

Issuing and Paying Agent DTC Participant Number: _____

Root CUSIP Years 1-2 Identifier: _____

PROGRAM 2

Program name: _____

Guarantor (if any): _____

The current ratings of the Program's commercial paper are:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

The ratings of the Program's commercial paper as of March 17, 2020, were:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

Issuing and Paying Agent Name: _____

Issuing and Paying Agent DTC Participant Number: _____

Root CUSIP Years 1-2 Identifier: _____

PROGRAM 3

Program name: _____

Guarantor (if any): _____

The current ratings of the Program's commercial paper are:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

The ratings of the Program's commercial paper as of March 17, 2020, were:

A.M. Best: _____

DBRS: _____

Fitch: _____

Kroll: _____

Moody's: _____

S&P: _____

Issuing and Paying Agent Name: _____

Issuing and Paying Agent DTC Participant Number: _____

Root CUSIP Years 1-2 Identifier: _____

The Issuer agrees to notify the FRBNY and PIMCO immediately of any changes in these ratings.

Regulation A Certification
in connection with
Federal Reserve Bank of New York
Commercial Paper Funding Facility

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The Facility has been authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) under Section 13(3) of the Federal Reserve Act. Section 13(3) and the Board’s Regulation A place certain conditions on the recipients of assistance. In particular:

1. Not insolvent. The Issuer must not be insolvent (i.e., not in bankruptcy or resolution, generally able to make payments during the previous 90 days), and it must not be receiving assistance for the purpose of lending the proceeds to a person or entity that is insolvent. See section 13(3) of the Federal Reserve Act and section 201(d)(5)(iii) of Regulation A of the Board.
2. Lack of adequate credit. The FRBNY must obtain evidence that participants in the Facility are unable to secure adequate credit accommodations from other banking institutions. This certification may be based on economic conditions in the market or markets intended to be addressed by the Facility. The Board authorized the establishment of the Facility in response to considerable strain in the commercial paper market. Businesses and municipalities use commercial paper to finance a range of economic activities and operational needs, and may establish a number of commercial paper programs through multiple issuers to meet these needs. Investors had become reluctant to purchase commercial paper. As a result, interest rates on longer-term commercial paper had increased very significantly, and many firms were reportedly unable to issue commercial paper with terms longer than a week. Issuers also may consider economic or market conditions as compared to usual economic or market conditions, including the availability and price of credit. Lack of adequate credit does not mean that no credit is available. Lending may be available, but at prices or on conditions that are inconsistent with a normal, well-functioning market.

The Issuer’s registration must include the certification contained below. The certification must be made by an authorized person or officer of the Issuer.

Certification of CEO or Other Authorized Officer

I, the undersigned Chief Executive Officer or other authorized officer of the eligible Issuer named below, hereby attest that, as of the date hereof, and shall be deemed to attest that, as of the date of any sale to CPFF made under the Facility authorized by the Board and the Secretary of the Treasury on March 17, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, (1) Issuer is unable to secure adequate credit accommodations from other banking institutions, and (2) Issuer is not insolvent, and is not participating in the Facility for the purpose of lending the proceeds to a person or entity that is insolvent.

For the purposes of this certification, a person or entity is insolvent if it is in bankruptcy, resolution under Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or any other Federal or State insolvency proceeding (as defined in paragraph B(ii) of Section 13(3) of the Federal Reserve Act), or fails to generally pay undisputed debts as they become due during the 90 days preceding the date of a sale of commercial paper to CPFF.

I further attest that, if any of the information in this certification changes, Issuer will immediately notify the FRBNY.

I acknowledge that, if this certification includes a knowing material misrepresentation, all emergency assistance provided to the Issuer immediately becomes due and payable, and the Federal Reserve will promptly refer the matter to appropriate law enforcement authorities for action under applicable criminal and civil law.

Name of Issuer

By: _____
Name:
Title:
Date: