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

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FORM 10-Q

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(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 ending 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)

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U.S. Securities and Exchange Commission  
Washington, D.C. 20549  
Web site: www.sec.gov  
File this report with the Commission  
and the appropriate state securities  
department if you are required to  
file with the state.  
If you are filing this report with the  
Commission, you may also file it  
electronically with the Commission  
through the EDGAR system.  
If you are filing this report with the  
Commission and the appropriate state  
securities department, you may also  
file it electronically with the  
Commission through the EDGAR  
system and with the state securities  
department through the state's  
electronic filing system.  
If you are filing this report with the  
Commission and the appropriate state  
securities department, you may also  
file it electronically with the  
Commission through the EDGAR  
system and with the state securities  
department through the state's  
electronic filing system.

NEWS CORPORATION  
 FORM 10-Q  
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NEWS CORPORATION  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (Unaudited)

|                            | For the three months ended |      |
|----------------------------|----------------------------|------|
|                            | September 30,              |      |
|                            | 2017                       | 2016 |
| Net revenue                | \$ 7                       | \$ - |
| Operating expenses         | ( )                        | ( )  |
| Operating income           | ( )                        | ( )  |
| Other income               | ( )                        | ( )  |
| Income before income taxes | ( )                        | ( )  |
| Income tax expense         | ( )                        | ( )  |
| Net income                 | ( )                        | ( )  |
| Other comprehensive income | ( )                        | ( )  |
| Comprehensive income       | ( )                        | ( )  |

(a) Net revenue of \$ 0 for the three months ended September 30, 2017 and 2016.

(b) Net operating expense of \$ ( ) for the three months ended September 30, 2017 and 2016.

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



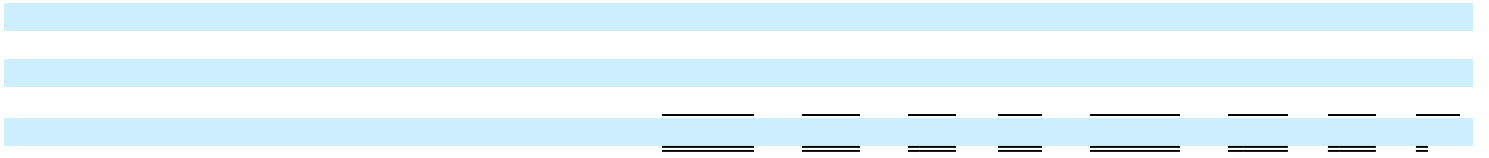












NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(a) The following table summarizes the equity losses of the Company's subsidiaries for the three months ended September 30, 2017 and September 30, 2016. The equity losses are reported in the consolidated financial statements as a component of equity.

|                               | As of<br>September 30, 2017<br>(in millions) | As of<br>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 September 30, 2016. The equity losses are reported in the consolidated financial statements as a component of equity.

Equity Losses of Affiliates

|                             | For the three months ended<br>September 30,<br>(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 September 30, 2016. The equity losses are reported in the consolidated financial statements as a component of equity.

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 u e        | \$ | \$ |
| e a g i e e (a) |    |    |
| Ne i e i e i    |    |    |

(a) u e D e e a i a a a a i f \$ i a \$ 2 i f h e h e e h e e e e b e 0, 20 7 a 20 e e e .  
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NOTE 5. EQUITY

h e f r . g a b e u a i e h a g e i e u i .

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                       | \$ 2                     | \$ , 07      | \$ , 4                        | \$ 2                     | \$ , 7 2     |
| Ne i e i e i          | ( )                           | ( )                      | 7            | ( )                           | ( )                      | ( )          |
| D i e i e i           | ( )                           | ( )                      | ( 0)         | ( )                           | ( )                      | ( 77)        |
| E a a e e f e i       | \$ 0,                         | \$ 2                     | \$ ,         | \$ , 0                        | \$ 2                     | \$ , 7 2     |

Stock Repurchases

Q a 20, h e l a , B a f D e a h e B a f D e a ) a h i e h e l a , e h a e a a g g e a e f \$ 00 i i f  
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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 to holders of record as of September 14, 2017. The dividend was paid on September 27, 2017. The Board of Directors also declared a quarterly dividend of \$0.07 per share to holders of record as of September 14, 2016. The dividend was paid on September 27, 2016.

NOTE 6. EARNINGS (LOSS) PER SHARE

The following table shows 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        | ( )                                      | ( )      |
| Weighted average shares outstanding                | \$ 7                                     | \$ ( )   |
| Weighted average shares outstanding                | .  | .        |
| Net income (loss) attributable to News Corporation | \$ 0.7                                   | \$ (0.0) |
| Net income (loss) attributable to News Corporation | \$ 0.7                                   | \$ (0.0) |

The weighted average number of shares outstanding for the three months ended September 30, 2017 and 2016 is based on the weighted average number of shares outstanding during the period.

NOTE 7. COMMITMENTS AND CONTINGENCIES

Commitments and contingencies are disclosed in the notes to the consolidated financial statements.



NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

O r  
h e l a , a e e a e u b j e , g g e e a e a a b v a a h e . a a h e a a g e e h h e e a e  
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u i h h h e l e u a , a , f h e l i a , S e i u b i i a e e



NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9. SEGMENT INFORMATION

The following table sets forth information regarding the segments of News Corporation as of and for the periods indicated. The segments are defined as follows:

| Segment    | Operating Profit | Operating Expenses | Depreciation and Amortization | Goodwill Impairment | Other |
|------------|------------------|--------------------|-------------------------------|---------------------|-------|
| News       | 1,234            | 5,678              | 123                           | 45                  | 67    |
| Media      | 2,345            | 8,901              | 234                           | 56                  | 78    |
| Print      | 3,456            | 10,123             | 345                           | 67                  | 89    |
| Television | 4,567            | 12,345             | 456                           | 78                  | 90    |
| Radio      | 5,678            | 14,567             | 567                           | 89                  | 01    |
| Other      | 6,789            | 16,789             | 678                           | 90                  | 12    |

The following table sets forth information regarding the segments of News Corporation as of and for the periods indicated. The segments are defined as follows:

| Segment    | Operating Profit | Operating Expenses | Depreciation and Amortization | Goodwill Impairment | Other |
|------------|------------------|--------------------|-------------------------------|---------------------|-------|
| News       | 1,234            | 5,678              | 123                           | 45                  | 67    |
| Media      | 2,345            | 8,901              | 234                           | 56                  | 78    |
| Print      | 3,456            | 10,123             | 345                           | 67                  | 89    |
| Television | 4,567            | 12,345             | 456                           | 78                  | 90    |
| Radio      | 5,678            | 14,567             | 567                           | 89                  | 01    |
| Other      | 6,789            | 16,789             | 678                           | 90                  | 12    |

NEWS CORPORATION  
 NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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|                       | For the three months ended<br>September 30, |           |
|-----------------------|---|-----------|
|                       | 2017  | 2016      |
|                       | (in millions)                               |           |
| Revenue               |   |           |
| Newsprint             | \$ 2  | \$ 3      |
| Publishing            | 0   |           |
| Real Estate           | 7   | 2         |
| Other                 | 1   | 2         |
| <b>Total Revenue</b>  | <b>2,0</b>                                  | <b>5</b>  |
| Expenses              |   |           |
| Newsprint             | \$ 7  | \$ 5      |
| Publishing            | 0   | 5         |
| Real Estate           | 7   | 7         |
| Other                 | 7   | 10        |
| <b>Total Expenses</b> | <b>21</b>                                   | <b>27</b> |
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NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

|                                      | As of<br>September 30, 2017 | As of<br>June 30, 2017 |
|--------------------------------------|-----------------------------|------------------------|
|                                      | (in millions)               |                        |
| Operating assets, net of liabilities | \$ 2,0                      | \$ 2,2                 |
| Operating liabilities                | 2                           | 2                      |
| Operating assets, net of liabilities | <u>\$ 0</u>                 | <u>\$ 0</u>            |

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 and credit history of the receivables. The allowance for doubtful accounts is based on a review of the aging and credit history of the receivables. The allowance for doubtful accounts is based on a review of the aging and credit history of the receivables.

Receivables, net of allowance

|                                 | As of<br>September 30, 2017 | As of<br>June 30, 2017 |
|---------------------------------|-----------------------------|------------------------|
|                                 | (in millions)               |                        |
| Receivables                     | \$ 70                       | \$ 70                  |
| Allowance for doubtful accounts | (1)                         | (1)                    |
| Receivables, net of allowance   | <u>\$ 69</u>                | <u>\$ 69</u>           |

The allowance for doubtful accounts is based on a review of the aging and credit history of the receivables. The allowance for doubtful accounts is based on a review of the aging and credit history of the receivables. The allowance for doubtful accounts is based on a review of the aging and credit history of the receivables.

NEWS CORPORATION  
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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|------------|-------------------|-------------------|
| [REDACTED] |                   |                   |
| [REDACTED] |                   |                   |
|            | <u>          </u> | <u>          </u> |
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|            |                   |                   |
|------------|-------------------|-------------------|
| [REDACTED] |                   |                   |
| [REDACTED] |                   |                   |
|            | <u>          </u> | <u>          </u> |
|            | <u>          </u> | <u>          </u> |

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| [REDACTED] |                   |                   |
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|            | <u>          </u> | <u>          </u> |

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<br>September 30, |                   |
|----------------------|---|-------------------|
|                      | 2017  | 2016              |
|                      | (in millions)                               |                   |
| Advertising revenue  | \$ 1,111.1                                  | \$ 1,111.1        |
| Subscription revenue | 1,111.1                                     | 1,111.1           |
| Other revenue        | 1.1   | 1.1               |
| Revenue              | <u>\$ 2,223.3</u>                           | <u>\$ 2,223.3</u> |



OVERVIEW OF THE COMPANY'S BUSINESSES

h e l a , a a g e a e i b u i e e h e f r , f i e e g e .  
N I S h e N e a f a i e e e h e l a , g b a , g a a b a a  
a i e a i a f . h e e u \* f f e i i u e h e g i b a S i a g i i e i f T W S r J r i i i



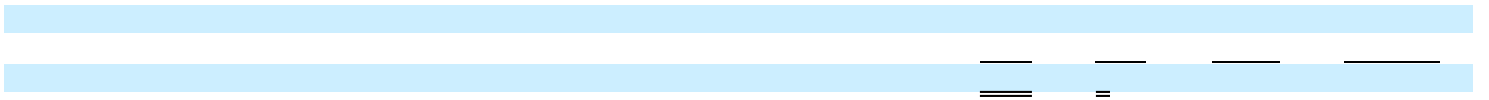


RESULTS OF OPERATIONS

For the three months ended September 30, 2017 and 2016

|  | For the three months ended September 30, |         |                |          |
|--|--|---------|----------------|----------|
|  | 2017                                     | 2016    | Change         | % Change |
|  |  |         | Better/(Worse) |          |
| Revenue  | \$ 70                                    | \$ 70   | \$ -           | 0%       |
| 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          | **       |

\*\* Represents the change in net income attributable to News Corporation for the three months ended September 30, 2017 and 2016. The change in net income attributable to News Corporation is primarily due to the change in operating expenses.



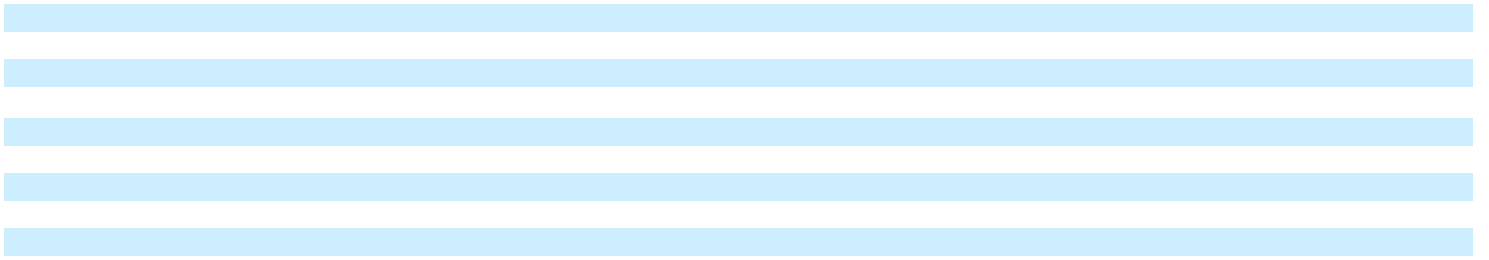
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N... Ne i e e ea e \$ 7 f h e h ee h e e e e be 0, 207 a e h e e e f e i f f a 207  
u e h h e a i g e i B D A i e e e a i a a i i



1. The first part of the document discusses the importance of maintaining accurate records of all transactions, particularly those involving the sale of goods or services. It emphasizes the need for clear documentation to ensure compliance with applicable laws and regulations.

2. The second part of the document provides a detailed overview of the various types of contracts that may be used in a business context. It covers topics such as sales contracts, distribution agreements, and licensing arrangements, highlighting the key elements that should be included in each type of agreement.

3. The third part of the document focuses on the legal aspects of contract formation and enforcement. It discusses the requirements for a valid contract, including offer, acceptance, and consideration, and provides guidance on how to resolve disputes that may arise from a contract.

4. The fourth part of the document addresses the issue of intellectual property protection. It discusses the different types of intellectual property, such as patents, trademarks, and copyrights, and provides information on how to obtain and enforce these rights.

5. The fifth part of the document discusses the importance of confidentiality and non-disclosure agreements in a business context. It provides guidance on how to draft and enforce these agreements to protect sensitive information and trade secrets.

6. The sixth part of the document discusses the importance of maintaining accurate records of all transactions, particularly those involving the sale of goods or services. It emphasizes the need for clear documentation to ensure compliance with applicable laws and regulations.

7. The seventh part of the document provides a detailed overview of the various types of contracts that may be used in a business context. It covers topics such as sales contracts, distribution agreements, and licensing arrangements, highlighting the key elements that should be included in each type of agreement.

8. The eighth part of the document focuses on the legal aspects of contract formation and enforcement. It discusses the requirements for a valid contract, including offer, acceptance, and consideration, and provides guidance on how to resolve disputes that may arise from a contract.

9. The ninth part of the document addresses the issue of intellectual property protection. It discusses the different types of intellectual property, such as patents, trademarks, and copyrights, and provides information on how to obtain and enforce these rights.

10. The tenth part of the document discusses the importance of confidentiality and non-disclosure agreements in a business context. It provides guidance on how to draft and enforce these agreements to protect sensitive information and trade secrets.

**Business** (20% of total revenue) for the three months ended September 30, 2017 and 2016

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

For the three months ended September 30, 2017, revenues were \$401, an increase of 3% from \$389 in 2016. The increase was primarily due to an increase in the number of units sold. Expenses were \$77, an increase of 0% from \$77 in 2016. The increase was primarily due to an increase in the number of units sold. Segment EBITDA was \$50, an increase of 4% from \$48 in 2016. The increase was primarily due to an increase in the number of units sold.

For the three months ended September 30, 2017, revenues were \$271, an increase of 20% from \$226 in 2016. The increase was primarily due to an increase in the number of units sold. Expenses were \$95, an increase of 42% from \$67 in 2016. The increase was primarily due to an increase in the number of units sold. Segment EBITDA was \$95, an increase of 42% from \$67 in 2016. The increase was primarily due to an increase in the number of units sold.

**Business** (20% of total revenue) for the three months ended September 30, 2017 and 2016

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

\*\* For the three months ended September 30, 2017, revenues were \$271, an increase of 20% from \$226 in 2016. The increase was primarily due to an increase in the number of units sold. Expenses were \$95, an increase of 42% from \$67 in 2016. The increase was primarily due to an increase in the number of units sold. Segment EBITDA was \$95, an increase of 42% from \$67 in 2016. The increase was primarily due to an increase in the number of units sold.

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 1.5 million units, or 7% from 21.5 million units in 2016 to 20 million units in 2017.

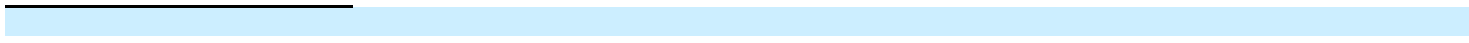
|                       | For the three months ended September 30, |              |                |            |
|-----------------------|--|--------------|----------------|------------|
|                       | 2017                                     | 2016         | Change         | % Change   |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

\*\* 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 1.5 million units, or 7% from 21.5 million units in 2016 to 20 million units in 2017.

A f e e be 0, 207, h e l a , a e a e e S i a i a h a h e a e h a a h e b i f e g  
u b i a e . \$ 7 i a u i e a e i e a e b e b h e l i a i a h e b R a a j i e i b u e a a e ,  
Q i e u b i a , i R i a u i e a e a i e e i f h e l a , h a e h a e u f R h e u a h b a a e . h e  
h i e a a a h e e e a i e U S h e l i a , e e e e a a h e U . h i a g e e a e b i i a a a b e e e a e ,  
e a i , f e e a f e f u h e f e g i u i i h e a i f e f f S f i f e g i u i a i e a b e i b e e i e i ,  
a h i e a h a f i e a e f h e l a , i i h e i a f e f f u f f e g i u i i i a i e u h e e f f e i e a e

h e a a e f a h a a f f e h e l a , i i i e i i e i u a e e i e a a i i i i e a u i i i a  
a e u h a e a a e e e e a a u i i e i i e i u a a e e i e a a i i i i e a u i i i a  
e i a u i i e i e . S a a i a b e a e a u a i e a h h e i u a e h e l a i e u i i h e a u i i f  
i d b e i .

I P E S  
a 20, h e l a , B a f D e , h e B a f D e ) a h e h e l a , e h a e a a g g e a e f \$ 00 i f  
i u h a e g a . N S a 0, 20, h e l a , a a i e h a b e g i e u h a g h a e i l a a S u e h e i i f  
e u h a e e e a e u h e h e e h e e e S e b e i 0,





Net revenue from operations for the three months ended September 30, 2017 and 2016 as follows: (in thousands)

For the three months ended September 30, 2017 2016  
Net revenue from operations \$( ) \$( )

Net revenue from operations for the three months ended September 30, 2017 and 2016 as follows: (in thousands)

Net revenue from operations for the three months ended September 30, 2017 and 2016 as follows: (in thousands)

Net revenue from operations for the three months ended September 30, 2017 and 2016 as follows: (in thousands)

For the three months ended September 30, 2017 2016  
Net revenue from operations \$( ) \$( )

Net revenue from operations for the three months ended September 30, 2017 and 2016 as follows: (in thousands)

R . . . . . F . . C . . E . .

Net fee a a, ab, e Ne 9 a i

For the three months ended  
September 30,

|                             | 2017          | 2016   |
|-----------------------------|---------------|--------|
|                             | (in millions) |        |
| Net fee a a, ab, e Ne 9 a i | \$ (6)        | \$ (7) |
| Net fee a a, ab, e Ne 9 a i | (2)           | (6)    |
| Net fee a a, ab, e Ne 9 a i | (4)           | (7)    |
| Net fee a a, ab, e Ne 9 a i | (7)           | (7)    |
| Net fee a a, ab, e Ne 9 a i | (0)           | (7)    |

Net fee a a, ab, e Ne 9 a i \$ 7 0, 20 7 (\$ 0) f (\$ 7)

**R C F**

Net fee a a, ab, e Ne 9 a i \$ 7 0, 20 7 (\$ 0) f (\$ 7)

Net fee a a, ab, e Ne 9 a i \$ 7 0, 20 7 (\$ 0) f (\$ 7)

**REAG U R L F**

Net fee a a, ab, e Ne 9 a i \$ 7 0, 20 7 (\$ 0) f (\$ 7)

e h e R Fa... bea i ee aaf a ga e f h e... a a B E Y... a ag... h e a g e f 0. % a... % e e R...  
u... e e e g e i a... f e e b e 0, 7, R... a a S g a a g... f b e e e 0. % a... 0 % R... a i a... a e,  
S... i i a i a a e e e g e a f... e h a... 0 a a i e e... e a g e a i f... e h a... 0... 0... f e S e u b e 0, 7,  
R... u... i... a... i... e... h... a... f... h... e... a... a... b... e... d... b... e... a... .

C...  
h e l... a, h a... i e u e e a f... a... a a g e e ( f... i e ) a e f u e a e... h e e f... i e  
e... e h e f... e... i a u a e a i e i e b e u e h e... a... e f e a i... h e l... u... i e a f e e b e 0,  
7... a e u u... a g e... f... f... h e... i... u e... i... h e... 7... F... 0 K... i... i... a... f... e... b e 0,

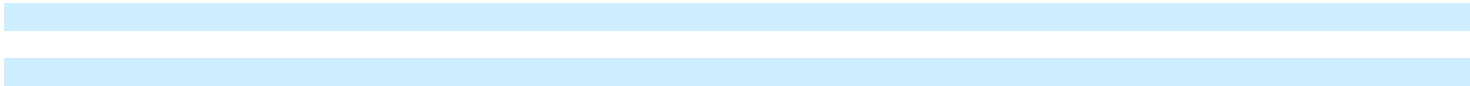
C...  
h e l... a... u... i... e... i... a... e... e... g... a... a... g... e... e... a... i... e... a... i... e... g... a... i... e... a... i... u... e... f... e...  
N e 7... h e l... u... i... a... e... i... F... a... a... i... a... e... u... e... h... e... u... e... f... h... e... l... e... a... e... a... a... i... b... j... e... i... f... a... i... e... a... i... u... a... i... h... e... i... u... a... f... e...  
e... e... h... a... h... i... e... e... u... a... u... i... S... e... f... e... u... a... e... b... e... h... e... i... a... f... h... e... i... u... a... e... e... h... e... i... a... f... e... e... e... f... e...  
e... a... e... i... u... h... e... e... e... u... h... h... i... b... e... i... u... e... b... h... e... l... i... a... i... i... e... u... i... h... h... e... i... a... u... e... e... g... a... u... a... e... e... a... f... f... e...  
e... u... i... f... e... a... i... a... f... i... a... i... i... .

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

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures about market risk are provided in the following table. The table provides information about the company's market risk exposure as of the end of the reporting period. The table also provides information about the company's market risk exposure as of the end of the reporting period.



h e l a , e e a b e i e e e f f a e a i f e e i e a f e e b e 0, 20 7 J u e 0, 20 7 u e h e i e a e ,  
 f e e , a e i a g e g a h i a e a h h h h e l a , i u e a i e e a e .  
 Q h e l a , e i e i i h e e e f e f u a i e b h e i u e i a e i h e a g e e u . A f e l e b e 0, 20 7 a u J u e 0, 20 7,  
 h e l a i i a i a e i e f a e b a , f h e u e a e i .

ITEM 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

h e l a , a a g e e , h h e a i a i f h e l a , Q h e f e u e f f e a Q h e f F a a a f f e h a e a a e h e  
 e f f e e e f h e l a , i i i a e u e ( a h i e d f e i R e a l ( d ) a i ( e ) u e u h e e e e  
 Q h a i g e f a a e e i i u e h a g e ) ) a u h e e u f h e e i e e i b u h a e , e Q e a e u h e a u a i h e  
 a e u e i e e f f e i e i e , i e i . 00 u 7 F . 00 u 7 i a . 0 0 . 000 u . 00 7 [ ( a i e u h i e ) . R e a i i e ( a , f b a . 0 0 0

PART II

ITEM 1. LEGAL PROCEEDINGS

Reference is made to the exhibits filed in the captioned case, 2017 F 0 K.

V. C. 3, I 3.

The exhibits 2017 F 0 K, Va. (Va. ) ae e ae, ga ee f ga i h c a, a /  
ae a f i b i a e N e be , 20 . h e f i i ee ( Va a i ) i i , Va a f e a f e e i e , i a e u ,  
e e a e i u i Ne ae a ae ( N i ) Ne ae a a i e f . ( N F ) a Ne i e a i a e f u ,  
S e . ( N i ) e a , g e h e h N a N F h e N Pa e ) b a e S i be, e f h a e f e i a h a i e g a e S e  
i a i i i i i u e S e i e b, h e U S i i u f h e a S e

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 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 .

Nebe, 2007, e a Re ae Re a Pa, a f e a e e a e ae h e N a a, Re a Pa (e e e a Re ae Re a Pa), a f e e e a a a e f i h e b e e f i h e a a a e e a h e h e, e a e e e f h e a, h e e a Re ae Re a Pa i i e a i i a h e e e b e e f h e h e, h a e b e e a 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 e f a a e e (h e e e).

U e h e e a Re ae Re a Pa, a a h e e e b u i h e h e a, a f e e e a a e e b h e e a e e h e e e a i a h e a e e u a % f h e e a i i e e i f h e e a i f i f h e e, u b j e a a i e a i h e e a Re ae Re a Pa a i e e i i e a a e a i f i \$ ,000,000 a e h e e a i h e e e f 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 e f h e e e e a i e a h e e u e i a i h e h e e f e u f f e a e u b j e a \$ ,000,000 a h e e a i e e f h e e e a Re ae Re a Pa, h e u a, i f h e h e a e h e e b i e f e e f h e a, 2007, i a e e f e h e h e U S e u i i a g e i i e a i u a g e.

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



SIGNATURE

Ü e P<sub>1</sub> 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<sup>Q</sup> RP R<sup>A</sup> N  
(Reg<sub>i</sub> S<sub>a</sub>)

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

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 i e h e l a i , f a i  
e a .

(a) h e e f h i a, h a e b u e h e e e f a a f e e i e e i h h e  
e e f h i a e e e u a a i u f \$ 20,000.

E e e e D u i s h e e h e e a, h a a, e b u e h e e e f a,  
e e e e a b, a e e a e b, h e e e e e e e e e f a e  
f h e e e u e h e e e e i u b u e e e e h i a b e e i u e a i e i e e i S i (f).

7. f e a i e a R e a a

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

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

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

ae, a h e e e ae h e f a, u g b e 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 e u i a h a e h h i e,  
f h e e e i e e e e f a, i g a, f e h e i e 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 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 e u a i, i e a e  
aff 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 a, b, e a i g f h e i a, a e, a f f a e, f f e, h a h e u e  
e e e a u f a e g a. h e i e e e e h i b i i e e u i f i  
e h i e u e b a i, a u b j e i e e e u i e b g a i i e e h e f a, i i u u f  
u e g a e u e i e u h a g 7(a). a h i e, h i g i h i e e e e a, h e i a g e e i e  
b e e h e e u 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 a, g e h e e, e a 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, e, e i e e i a, b b a f f a, h e e, ( h e e a a e i,  
e, i e, a i e i, a, 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 i 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 a, u i g h e a h e e ( ) e a f h e e u e  
e u i, e i e, h e e h a i h i e i e u i g h e e u e f e a, h e h i  
a e b e i (b) i i e u f e i i, e h e e i i e e u i e e, e g a g e i a e i  
e g a g e a l a i i i a e u a l a, a e i, e b h e l a, a f f a e, e e  
u g g e u i u a e h i e e u, e h h e l a, ( ) l a e a i i a e h h i  
b i e e, e u a i, e a h i h i h e e e, b u i e a e e i u b i i i i e e i

(f) D g h e e, h e e e h a, e g a g e, a h a, a, e e e f h e  
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 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 l i i i.

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

(a) h e e e i e 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. q e a i u e a i.

(a) f h e e , e f h e e q i e e h a e ü ü a - S i (a), b, ea f h e  
e q i e ea h h e a , a g ee a i e , h i e e ü ü e ( a h e  
h e i e e a e i h e i g b, h e e e f i e e), f h e e ü i e ü e h a,  
h e i e e, h e i h e e a e e e a i e f h e i e e a e ( ) f a e f e e ( ? ) ü h i  
( e e i h h e D a e f e a i ) a a ü e a i a a a h e a i e a e a h e e q i e  
h e q e B a e a a , ( ) a , A i i





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

(.) f, f r h e e e f h e e J u e 0, 20, h 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  
a b e f i e f h e e e i 0 ( ) a b i e ( e h e 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 h e e e f i f h e a , a a , h e  
a g e e a a g f h e i a , a , h e e a a i h e e i a i i a a e , u b h i h h e  
a f f i l a , a b e e g e h h h h e e e a g e , a a , h e e i a i i e h i h h e  
a g h i g e e e h e e e i f a a e i a e f a a a j u f h e l i a , h e e e e  
e a i e f h i u e i i 7 h e u h a u e h e e a a e f h e e e a i i h e e i e  
e e e ( i a e i a e i h h e e e e e ) f a , e a i i f h i g e e e a i i h e e i e

e e a i

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

(b) h e e a f a e f h e e ( ) , e a a f e h e e a a i f h e e e h i e  
e e e , a a e a e a b e e h e e a f e , a a a a i e b e i h e f e i a e h i e  
e u e e f h j b h e e e e ( ) f h e e a e h h e l i a , i i g h h f i e i  
a a i e a i e a a e e i e i i u h a , e e i f u e g a i , a i i u a e a b a  
e e i g h e l a , a , i f a f f a e h e e e u h h h e i e e i e i a h a e e e a  
i f a i a ( ) a i h e l a e 7 7 B . D . 000 . 0 7 7 f a i j u a i a h e g i i i

. N e . A 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 i  
(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 A 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 e i u f h i e e e 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 , i a u b j e . h i e e a j u h e i i f a , u h e u a e f u e i  
(h e e h b , h h a i a , a i b e e e h u a , u h e i 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 e . h e l 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 A e e e .

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

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

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

,

(e)  $h e^g$      $a, h_{a, e} \cup$      $h_1 h e$      $e_{\emptyset} \frac{e}{1} \frac{g}{1}$      $fa \frac{h}{1} ega$

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

[S r w =

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 f f e  
i i u

// Da B. P f v  
i i



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NC TRANSACTION, INC.

RESTORATION PLAN

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

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NC TRANSACTION, INC.

RESTORATION PLAN





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

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 e b e e a 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 i a i e , a ( i ) i e , i e h e b , h e h e i h e a e b e e S r P d h e D j e a i ( ) a h h e e e a e e i a i e , a ( i ) i e h e a , a i a f f a e u i e h h a e h a e b e e S r P d h e D j e a i ( ) a a h h e e a e e i a i e .

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

ARTICLE 1. DEFINITIONS

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

1.2. "Additional Compensation"

h e a h e a u f a Pa q i a a u a i e a i , e e h e e 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 h 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 e h e B a f D e a h e f e i e i h h e 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 , ( ) 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 u 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 ... 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 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 e a e a 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 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 e 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 the Participant has not performed his or her duties as a Participant in a satisfactory manner, the Committee may, in its sole discretion, terminate the Participant's active participation in the Plan. The termination shall be effective as of the date of the Committee's determination.

(b) Termination of Employment. If the Participant's employment with the Company is terminated, 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 Administrator shall determine the appropriate distribution of the Participant's account upon termination of active participation in the Plan.

(a) Form of Distributions. The distribution of the Participant's account shall be made in the form of a lump sum payment or an annuity, at the discretion of the Plan Administrator.

(1) If the Participant is under the age of 59½, the distribution shall be made in the form of a lump sum payment, unless the Participant has elected to receive the distribution in the form of an annuity. The distribution shall be subject to the applicable federal income tax withholding requirements.

(2) If the Participant is 59½ or older, the distribution may be made in the form of a lump sum payment or an annuity, at the discretion of the Plan Administrator. The distribution shall be subject to the applicable federal income tax withholding requirements.

(3) If the Participant is 59½ or older and has elected to receive the distribution in the form of an annuity, the distribution shall be made in the form of a series of periodic payments over a period of 10 years or the life expectancy of the Participant, as determined by the Plan Administrator.

(4) If the Participant is 59½ or older and has elected to receive the distribution in the form of a lump sum payment, the distribution shall be made in the form of a lump sum payment, unless the Participant has elected to receive the distribution in the form of an annuity. The distribution shall be subject to the applicable federal income tax withholding requirements.

(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 h e 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 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 v e 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 f a e e f a v a / e e e e f a v a i a v e a i a e e g a i i b e

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

( ) f b u i f h e Pa q a 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 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 . i f i a e i a i h e u e



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 documents. The claimant shall provide the Plan administrator with the information and documentation necessary to process the claim. The Plan administrator shall determine the claimant's eligibility for the benefit and the amount of the benefit payable. The Plan administrator's determination shall be final and conclusive. The claimant shall be entitled to a full and fair review of the Plan administrator's determination. The claimant shall have the right to appeal the Plan administrator's determination to the Plan's appeals procedure. The claimant shall be entitled to a full and fair review of the Plan administrator's determination. The claimant shall have the right to appeal the Plan administrator's determination to the Plan's appeals procedure.

(b) Appeals Procedure. A claimant who is dissatisfied with the Plan administrator's determination of a claim for benefits under the Plan may appeal such determination to the Plan's appeals procedure. The claimant shall file a written appeal with the Plan administrator within the time period specified in the Plan documents. The claimant shall provide the Plan administrator with the information and documentation necessary to process the appeal. The Plan administrator shall determine the appeal and the amount of the benefit payable. The Plan administrator's determination shall be final and conclusive. The claimant shall be entitled to a full and fair review of the Plan administrator's determination. The claimant shall have the right to appeal the Plan administrator's determination to the Plan's appeals procedure.

a h e f a i e e a h a i f b e f i a ( ) a a e e f h e a a h b g a a i a u e R S S i 07(a).  
h e e h a b e 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 i a b i i  
e e a i ) a f e i u e h i e e e 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 s b u i i  
i i i , h i e e h i z h 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 h u 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 e 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 that have not been disclosed to the registrant's auditors.

2. I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

3. I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

4. I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(a) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(b) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(c) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(d) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(e) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(f) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

(g) I am not aware of any material changes to the financial statements of the registrant that have not been disclosed to the registrant's auditors.

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By: // Robert J. [redacted]

Robert J. [redacted]  
[redacted]

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 respect to the Registrant's securities.

2. I am not a party to any arrangement or understanding with respect to the Registrant's securities.

3. I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(a) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(b) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(c) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(d) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(e) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

(f) I am not a party to any arrangement or understanding with respect to the Registrant's securities.

By: \_\_\_\_\_  
 Title: Chief Financial Officer

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