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EDGAR® Reg A XML Technical Specification

Version 1

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DRAFT DISCLAIMER:

This draft EDGAR Reg A XML Technical Specification, posted before Commission approval of potential regulatory changes in this release, is provided as a service to our filing community to assist filers, agents, and software developers in their preparation of responses to potential changes the staff anticipates. Since this is a draft technical specification, the SEC retains the right to change any part of the technical specification before the new system release is made final. In addition, the final EDGAR Reg A XML Technical Specification is subject to Commission approval and may be revised before approval or not approved at all. Similarly, the posting of the draft technical specification does not indicate Commission approval of any pending proposed changes relating to the potential changes reflected in the draft technical specification. The changes outlined in this draft technical specification, if approved, are scheduled to take effect on May 11, 2015. The final version of the technical specification will be made available if approved by the Commission on or about May 11, 2015, on the SEC's Public Website.

1 INTRODUCTION

1.1 Purpose

This document details the valid structure and content of the Reg A Electronic Data Gathering, Analysis, and Retrieval (EDGAR) Extensible Markup Language (XML) submission types. The following table lists the submission types for Reg A.

Table 1-1: Reg A Submission Types

1.1.1.1.1.1 SUBMISSION TYPE	1.1.1.1.1.2 DESCRIPTION
1-A	Offering statement under Regulation A
1-A/A	Pre-qualification amendment for offering statement under Regulation A
1-A POS	Post-qualification amendment to a 1-A offering statement
1-K	Annual Report Pursuant to Regulation A
1-K/A	Amendment to Annual Report Pursuant to Regulation A
1-Z	Exit Report under Regulation A
1-Z/A	1-Z/A: Amendment to Exit Report under Regulation A

Issuers must follow the “EDGARLink Online XML Technical Specification” document to construct XML submissions for the remaining Regulation A submission form types: 1-A-W, 1-A-W/A, 1-U, 1-U/A, 1-SA, 1-SA/A, 253G1, 253G2, 253G3, 253G4, 1-Z-W, and 1-Z-W/A.

This specification provides the basis for creating the aforementioned submission types for Reg A XML submissions. Filers must use this technical specification to generate a Reg A XML submission that can be successfully parsed by the EDGAR system.

The Reg A submission file must conform to the EDGAR Reg A Submission Taxonomy. This taxonomy is comprised of a collection of XML Schema Definition (.xsd) files that define the structures of EDGAR Reg A submissions.

The Reg A XML submissions can be transmitted to the SEC via the EDGAR FilerWeb (<https://www.edgarfiling.sec.gov/>) or the “Transmit XML Submission” option from the EDGAR OnlineForms/XML Website (<https://www.onlineforms.edgarfiling.sec.gov>).

In order to use the EDGAR FilerWeb or OnlineForms/XML Website, you must have a Central Index Key (CIK) and EDGAR access codes (password, CIK confirmation code (CCC)). If you currently have a CIK and access codes, you can proceed to the EDGAR FilerWeb or OnlineForms/XML Website to submit your submission. If you do not have access codes, you will need to obtain access codes through the EDGAR Filer Management website, <https://www.filermanagement.edgarfiling.sec.gov>. For further information regarding how to obtain access codes, refer to the “Becoming an EDGAR Filer” section of the EDGAR Filer Manual, Volume I (General Information).

For further information regarding the EDGAR FilerWeb or OnlineForms/XML Website, specifically in regards to the transmission of filer-constructed submissions, refer to the Filer-Constructed XML Submissions section of the EDGAR Filer Manual, Volume II (EDGAR Filing).

2 EDGAR SCHEMA FILES

Table 2-1: Reg A Schema Files describes the schema files that the EDGAR system uses to validate Reg A submissions. These schemas are considered part of this specification and are distributed with this document.

Table 2-1: Reg A Schema Files

XML Schema File	Scope of File
eis_RegA_1A_Filer.xsd	Defines the elements for a Reg A 1-A submission
eis_RegA_1K_Filer.xsd	Defines the elements for a Reg A 1-K submission
eis_RegA_1Z_Filer.xsd	Defines the elements for a Reg A 1-Z submission
eis_RegA_common.xsd	Defines the common elements for all EDGAR Reg A submissions

The schema files define the valid data elements for a Reg A submission, the hierarchy and sequencing of these elements, data types, valid values, maximum lengths, and number of occurrences, etc.

It is recommended that you download these files and use them for your own validation prior to filing a submission. This will greatly reduce the likelihood of receiving an EDGAR Suspend error. These schema files contain several annotations that describe the nature of the content of some of the elements.

EDGAR performs several validation checks that are not related to the schema files, so it is possible for a submission to meet all the schema constraints and still be SUSPENDED or BLOCKED. For instance, EDGAR verifies that each CIK/CCC pair is valid.

2.1 Schema Table Column Definitions

We assume the filer is familiar with the basics of the XML language, Namespaces, and the XML Schema Definition language. If not, you can find numerous references on the World Wide Web. One recommended website that provides several useful tutorials and examples is <http://www.w3schools.com/>.

The table below highlights the schema language features used most heavily in the EDGAR Reg A submission schema files. These are:

Table 2-2: Schema Language

Indicator	Purpose
<sequence>	Specifies that child elements must appear in a specific order. This indicator is used with each element hierarchy. Elements must always appear in the order shown in Section 3.4.
<choice>	Specifies that only one of the child elements can be present within the containing element.
<minOccurs>	Specifies the minimum number of times that an element can occur.
<maxOccurs>	Specifies the maximum number of times that an element can occur.

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The default value for the <minOccurs> and <maxOccurs> indicator is 1. An optional field will have a <minOccurs> value of zero.

This excerpt is from the eis_RegA_1A_Filer.xsd schema file and includes some of these indicators:

```
<xs:complexType name="JURIDICATION_SECURITIES_OFFERED_TYPE">
  <xs:annotation>
    <xs:documentation>
      These elements are part of the JURIDICATION_SECURITIES_OFFERED_TYPE group
    </xs:documentation>
  </xs:annotation>
  <xs:sequence>
    <xs:element name="issueJuridicationSecuritiesOffering"
type="ns2:STATE_COUNTRY_CODE" maxOccurs="53" />
    <xs:element name="dealersJuridicationSecuritiesOffering"
type="ns2:STATE_COUNTRY_CODE" maxOccurs="53" />
  </xs:sequence>
</xs:complexType>
```

This is a sample of XML that conforms to the schema definition above:

```
<juridictionSecuritiesOffered>
  <issueJuridicationSecuritiesOffering>AL</issueJuridicationSecuritiesOffering>
  <dealersJuridicationSecuritiesOffering>AL</dealersJuridicationSecuritiesOffering>
</juridictionSecuritiesOffered>
```

3 XML SCHEMAS

This section summarizes the restrictions and constraints imposed on the content of the Reg A submission types. These rules are enforced by the schema files and by EDGAR submission processing applications.

The schema files cannot enforce all the rules concerning data content, so it is possible for a submission to satisfy all the schema constraints and still be SUSPENDED or BLOCKED by EDGAR.

3.1 Schema Table Column Definitions

The following table defines the columns in the two schema summation tables provided in Sections 3.4:

Table 3-1: Column Definitions for the Tables in Section 3-4

Column Name	Description
Level	Depth of element in the XML node hierarchy.
Order	Order in which elements must appear.
Data Type	See Table in Section 3.2 for a detailed description.
Element Name	Name of the XML element. This is case-sensitive.
Max Length	Maximum length for elements. EDGAR database stores up to this number of characters. "Unlimited" means no maximum length constraint for the element value.
Data Value Constraint	The paragraph that describes the data value constraint for the element. The values specified are case sensitive.
Max Occur	Maximum times a set of elements may be repeated. The maximum occurrence is 1, if not specified.
Applicability of Element	Indicates applicability of the element. m = Mandatory o = Optional NA = Does not apply. EDGAR uses this element for server-side processing. Do not provide a value for this element.

3.2 Data Type Constraints

Each entry in the “Data Type” column of these tables will be one of these values:

Data Type	Constraints										
Boolean	<p>Indicate a “true” value with either a “1” or the word “true.”</p> <p>Indicate a “false” value with either a “0” or the word “false.”</p> <p>A Boolean element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error.</p>										
date	<p>Must be of the format MM-DD-YYYY. A date element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error. Do not include a date element at all if your goal is to not provide an optional date.</p>										
integer	<p>Only valid characters are 0-9. Cannot contain commas, a minus sign, a dollar sign, or parentheses.</p> <p>An integer element may not have a null or blank value. This is a schema violation and will cause a SUSPENSE error.</p>										
string	<p>Should be no longer than the length shown in the tables in Section 3.4.</p> <p>EDGAR stores values in the <signatureName>, and <contactEmailAddress> elements exactly as provided. All other values are stored in the database as uppercase.</p> <p>You must use special escape sequences to represent these four characters:</p> <table data-bbox="584 909 1036 1140"> <tr> <th>Character</th><th>Escape Sequence</th></tr> <tr> <td><</td><td>&lt; or &#60;</td></tr> <tr> <td>></td><td>&gt; or &#62;</td></tr> <tr> <td>&</td><td>&amp; or &#38;</td></tr> <tr> <td>“</td><td>&quot; or &#34;</td></tr> </table>	Character	Escape Sequence	<	< or <	>	> or >	&	& or &	“	" or "
Character	Escape Sequence										
<	< or <										
>	> or >										
&	& or &										
“	" or "										
NV	<p>These fields cannot have a value. They are parent element nodes that contain other XML elements. These elements need to be present for proper validation.</p>										
attr	<p>Attribute property for an XML element.</p>										

3.3 Applicability of Schema Elements

Each entry in the submission/document type column in Section 3.4 will have one of these values:

Value	Description
m	Mandatory
m#	Conditional Mandatory. The element is mandatory if its parent element is included. The element cannot be included if its parent is not included.
m#1	Conditional Mandatory. The element is mandatory if specific values are provided for other elements.
m#2	This element is required for correct processing of the submission type.
o	Optional
o#	Optional in the Schema. The value will be populated by EDGAR. Any value provided will be overwritten and a WARNING generated.
NA	Does not apply to submission type. EDGAR uses this field for server-side processing. Do not provide a value for this element.
blank	Does not apply to submission type.

3.4 Mapping of Reg A 1-A Submission Schemas to Submission Types

Mapping of Reg A 1-A and Variants Submission Schema to Submission Type

Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A/POS
1	1	NV	edgarSubmission			1	m	m	M
2	1	String	schemaVersion	5		1	o	o	o
2	1	NV	headerData			1	m	m	M
3	2	String	submissionType		SUBMISSION TYPE	1	m	m	m
3	1	NV	filerInfo			1	m	m	m
4	1	String	liveTestFlag			1	m	m	m
4	1	NV	filer			1	m	m	m
5	1	NV	issuerCredentials			1	m	m	m
6	1	String	cik			1	m	m	m
6	2	String	ccc			1	m	m	m
5	3	String	dosFileNumber			1	o	o	o
5	4	String	offeringFileNumber			1	o	o	o
4	2	NV	flags			1	o	o	o
5	1	Boolean	returnCopyFlag		"true" or "false"	1	o	o	o
5	2	Boolean	overrideInternetFlag		"true" or "false"	1	o	o	o
5	3	Boolean	sinceLastFiling		"true" or "false"	1	o	o	o
4	3	NV	contact			1	m	m	m
5	1	String	contactName			1	m	m	m
5	2	String	contactPhoneNumber			1	m	m	m
5	3	String	contactEmailAddress			1	m	m	m
4	4	NV	notifications			1	o	o	o
5	1	String	notificationEmailAddress			3	o	o	o
3	2	NV	colIssuerInfo			1	o	o	o
4	5	NV	coFiler			15	o	o	o
5	2	NV	colIssuerCredentials			1	o	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A POS
6	1	String	cik			1	o	o	o
6	2	String	ccc			1	o	o	o
5	3	String	colIssuerFileNumber			1	o	o	o
2	2	NV	formData			1	m	m	m
3	1	NV	employeesInfo			15	m	m	m
4	1	String	issuerName	150		1	m	m	m
4	2	String	jurisdictionOrganization			1	m	m	m
4	3	String	yearIncorporation			1	m	m	m
4	4	String	cik			1	m	m	m
4	5	Integer	sicCode	2		1	m	m	m
4	6	String	irsNum			1	m	m	m
4	7	Integer	fullTimeEmployees	7		1	m	m	m
4	8	Integer	partTimeEmployees	7		1	m	m	m
3	2	NV	issuerInfo			1	m	m	m
4	1	String	street1			1	m	m	m
4	2	String	street2			1	o	o	o
4	3	String	city	30		1	m	m	m
4	4	String	stateOrCountry			1	m	m	m
4	5	String	zipCode			1	m	m	m
4	6	String	phoneNumber			1	m	m	m
4	7	String	connectionName			1	m	m	m
4	8	String	connectionStreet1			1	m	m	m
4	9	String	connectionStreet2			1	o	o	o
4	10	String	connectionCity	30		1	m	m	m
4	11	String	connectionStateOrCountry			1	m	m	m
4	12	String	connectionZipCode			1	m	m	m
4	13	String	connectionPhoneNumber			1	m	m	m
4	14	String	commentsEmailAddress			2	m	m	m
4	15	String	industryGroup		INDUSTRY GROUP TYPE	1	m	m	m
4	16	Decima	cashEquivalents	13,2		1	m	m	m

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A POS
		I							
4	17	Decima I	investmentSecurities	13,2		1	m	m	m
4	18	Decima I	totalInvestments	13,2		1	m	m	m
4	19	Decima I	accountsReceivable	13,2		1	o	o	o
4	20	Decima I	loans	13,2		1	m	m	M
4	21	Decima I	propertyPlantEquipment	13,2		1	o	o	o
4	21	Decima I	propertyAndEquipment	13,2		1	o	o	o
4	22	Decima I	totalAssets	13,2		1	m	m	m
4	23	Decima I	accountsPayable	13,2		1	m	m	m
4	24	Decima I	policyLiabilitiesAndAccruals	13,2		1	m	m	m
4	25	Decima I	deposits	13,2		1	m	m	m
4	26	Decima I	longTermDebt	13,2		1	m	m	m
4	27	Decima I	totalLiabilities	14,2		1	m	m	m
4	28	Decima I	totalStockholderEquity	13,2		1	m	m	m
4	29	Decima I	totalLiabilitiesAndEquity	13,2		1	m	m	m
4	30	Decima I	totalRevenues	13,2		1	m	m	m
4	31	Decima I	totalInterestIncome	13,2		1	m	m	m
4	32	Decima I	costAndExpensesApplToRevenues	13,2		1	m	m	m
4	33	Decima I	totalInterestExpenses	13,2		1	m	m	m
4	34	Decima I	depreciationAndAmortization	13,2		1	m	m	m
4	35	Decima I	netIncome	13,2		1	m	m	m
4	36	Decima I	earningsPerShareBasic	13,2		1	m	m	m
4	37	Decima I	earningsPerShareDiluted	13,2		1	m	m	m
4	38	String	nameAuditor	150		1	o	o	o
3	3	NV	commonEquity			10	m	m	m
4	1	String	commonEquityClassName	30		1	o	o	o
4	2	Integer	outstandingCommonEquity	13		1	m	m	m
4	3	String	commonCusipEquity	9		1	o	o	o
4	4	String	publiclyTradedCommonEquity	50		1	m	m	m
3	4	NV	preferredEquity			10	m	m	M

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A POS
4	1	String	preferredEquityClassName	30		1	o	o	o
4	2	Integer	outstandingPreferredEquity	13		1	m	m	m
4	3	String	preferredCusipEquity	9		1	o	o	o
4	4	String	publiclyTradedPreferredEquity	50		1	m	m	m
3	5	NV	debtSecurities			10	m	m	m
4	1	String	debtSecuritiesClassName	30		1	o	o	o
4	2	Integer	outstandingDebtSecurities	13		1	m	m	m
4	3	String	cusipDebtSecurities	9		1	o	o	o
4	4	String	publiclyTradedDebtSecurities	50		1	m	m	m
3	6	NV	issuerEligibility			1	m	m	m
4	1	Boolean	certifyIfTrue		"true" or "false"	1	m	m	m
3	7	NV	applicationRule262			1	m	m	m
4	1	Boolean	certifyIfNotDisqualified		"true" or "false"	1	m	m	m
4	2	Boolean	certifyIfBadActor		"true" or "false"	1	o	o	o
3	8	NV	summaryInfo			1	m	m	m
4	1	String	indicateTier1Tier2Offering		TIER TYPE	1	m	m	m
4	2	String	financialStatementAuditStatus		STATEMENT AUDIT STATUS TYPE	1	m	m	m
4	3	String	securitiesOfferedTypes		SECURITIES OFFERED TYPE	6	m	m	m
4	4	String	securitiesOfferedOtherDesc	255		1	o	o	o
4	5	String	offerDelayedContinuousFlag			1	m	m	m
4	6	String	offeringYearFlag			1	m	m	m
4	7	String	offeringAfterQualifFlag			1	m	m	m
4	8	String	offeringBestEffortsFlag			1	m	m	m
4	9	String	solicitationProposedOfferingFlag			1	m	m	m
4	10	String	resaleSecuritiesAffiliatesFlag			1	m	m	m
4	11	Integer	securitiesOffered	13		1	m	m	m
4	12	Integer	outstandingSecurities	13		1	o	o	o
4	13	Decimal	pricePerSecurity	13,2		1	o	o	o
4	14	Decimal	issuerAggregateOffering	13,2		1	m	m	m
4	15	Decimal	securityHolderAggregate	13,2		1	m	m	m

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A POS
4	16	Decimal	qualificationOfferingAggregate	13,2		1	m	m	m
4	17	Decimal	concurrentOfferingAggregate	13,2		1	m	m	m
4	18	Decimal	totalAggregateOffering	14,2		1	m	m	m
4	19	String	underwritersServiceProviderName	150		1	o	o	o
4	20	Decimal	underwritersFees	13,2		1	o	o	o
4	21	String	salesCommissionsServiceProviderName	150		1	o	o	o
4	22	Decimal	salesCommissionsServiceProviderFees	13,2		1	o	o	o
4	23	String	findersFeesServiceProviderName	150		1	o	o	o
4	24	Decimal	finderFeesFee	13,2		1	o	o	o
4	25	String	auditorServiceProviderName	150		1	o	o	o
4	26	Decimal	auditorFees	13,2		1	o	o	o
4	27	String	legalServiceProviderName	150		1	o	o	o
4	28	Decimal	legalFees	13,2		1	o	o	o
4	29	String	promotersServiceProviderName	150		1	o	o	o
4	30	Decimal	promotersFees	13,2		1	o	o	o
4	31	String	blueSkyServiceProviderName	150		1	o	o	o
4	32	Decimal	blueSkyFees	13,2		1	o	o	o
4	33	String	brokerDealerCrdNumber			1	o	o	o
4	34	Decimal	estimatedNetAmount	13,2		1	o	o	o
4	35	String	clarificationResponses	255		1	o	o	o
3	9	NV	jurisdictionSecuritiesOffered			1	m	m	m
4	1	Boolean	jurisdictionsOfSecOfferedNone		"true" or "false"	1	o	o	o
4	2	Boolean	jurisdictionsOfSecOfferedSame		"true" or "false"	1	o	o	o
4	3	String	issueJurisdictionSecuritiesOffering			53	m	m	m
4	4	String	dealersJurisdictionSecuritiesOffering			53	m	m	m
3	10	NV	unregisteredSecurities			1	o	o	o
4	1	Boolean	ifUnregisteredNone		"true" or "false"	1	o	o	o
3	11	NV	securitiesIssued			50	o	o	o
4	1	String	securitiesIssuerName	150		1	o	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-A	1-A/A	1-A POS
4	2	String	securitiesIssuerTitle	255		1	o	o	o
4	3	Integer	securitiesIssuedTotalAmount	13		1	o	o	o
4	4	Integer	securitiesPrincipalHolder Amount	13		1	o	o	o
4	5	String	securitiesIssuedAggregateAmount	2K		1	o	o	o
3	12	NV	unregisteredSecuritiesAct			1	m	m	m
4	1	String	securitiesActExemption	255		1	m	m	m
4	2	String	aggregateConsiderationBasis	2K		1	o	o	o
2	13	NV	documents			1	m	m	m
4	1	NV	document			unlimited	m	m	m
6	1	String	conformedName	32		1	m	m	m
6	2	String	conformedDocumentType			1	m	m	m
6	3	String	description			1	o	o	o
6	4	String	contents			1	m	m	m

3.5 Mapping of Reg A 1-K Submission Schemas to Submission Types

Mapping of Reg A 1-K and Variants Submission Schema to Submission Type

Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-K	1-K/A
1	1	NV	edgarSubmission			1	m	m
2	1	String	schemaVersion	5		1	o	o
2	1	NV	headerData			1	m	m
3	2	String	submissionType		SUBMISSION TYPE	1	m	m
3	1	NV	filerInfo			1	m	m
4	1	String	liveTestFlag			1	m	m
4	1	NV	filer			1	m	m
5	1	NV	issuerCredentials			1	m	m

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-K	1-K/A
6	1	String	cik			1	m	m
6	2	String	ccc			1	m	m
5	3	String	fileNumber			1	o	o
5	4	String	successorFileNumber			1	o	o
4	2	NV	flags			1	m	m
5	1	String	shellCompanyFlag			1	m	m
5	2	Boolean	confirmingCopyFlag		"true" or "false"	1	o	o
5	3	String	successorFilingFlag			1	m	m
5	4	Boolean	returnCopyFlag		"true" or "false"	1	o	o
5	5	Boolean	overrideInternetFlag		"true" or "false"	1	o	o
4	6	Date	reportingPeriod			1	m	m
4	3	NV	contact			1	m	m
5	1	String	contactName			1	m	m
5	2	String	contactPhone			1	m	m
5	3	String	contactEmail			1	m	m
4	4	NV	notifications			1	o	o
5	1	String	notificationEmail			3	o	o
3	2	NV	colIssuerInfo			1	o	o
4	5	NV	coFiler			15	o	o
5	2	NV	colIssuerCredentials			1	o	o
6	1	String	cik			1	o	o
6	2	String	ccc			1	o	o
5	3	String	fileNumber			1	o	o
2	2	NV	formData			1	m	m
3	1	NV	item1			1	m	m
4	1	String	formIndication		FORM INDICATION TYPE	1	m	m
4	2	Date	fiscalYearEnd			1	m	m
4	3	String	street1			1	m	m
4	4	String	street2			1	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-K	1-K/A
4	5	String	city	30		1	m	m
4	6	String	stateOrCountry			1	m	m
4	7	String	zipCode			1	m	m
4	8	String	phoneNumber			1	m	m
4	9	String	issuedSecuritiesTitle	255		100	m	m
3	2	NV	item1Info			15	m	m
4	1	String	issuerName	150		1	m	m
4	2	String	cik			1	m	m
4	3	String	jurisdictionOrganization			1	m	m
4	4	String	irsNum			1	m	m
3	3	NV	item2			1	m	m
4	1	Boolean	regArule257		"true" or "false"	1	m	m
3	4	NV	summaryInfo			5	o	o
4	1	String	commissionFileNumber			1	o	o
4	2	Date	offeringQualificationDate			1	o	o
4	3	Date	offeringCommenceDate			1	o	o
4	4	Integer	qualifiedSecuritiesSold	13		1	o	o
4	5	Integer	offeringSecuritiesSold	13		1	o	o
4	6	Decimal	pricePerSecurity	13,2		1	o	o
4	7	Decimal	aggregrateOfferingPrice	13,2		1	o	o
4	8	Decimal	aggregrateOfferingPriceHolders	13,2		1	o	o
4	9	String	underwrittenSpName	150		100	o	o
4	10	Decimal	underwriterFees	13,2		1	o	o
4	11	String	salesCommissionsSpName	150		100	o	o
4	12	Decimal	salesCommissionsFee	13,2		1	o	o
4	13	String	findersSpName	150		100	o	o
4	14	Decimal	findersFees	13,2		1	o	o
4	15	String	auditorSpName	150		100	o	o
4	16	Decimal	auditorFees	13,2		1	o	o
4	17	String	legalSpName	150		100	o	o
4	18	Decimal	legalFees	13,2		1	o	o
4	19	String	promoterSpName	150		100	o	o
4	20	Decimal	promotersFees	13,2		1	o	o
4	21	String	blueSkySpName	150		100	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-K	1-K/A
4	22	Decimal	blueSkyFees	13,2		1	o	o
4	23	String	crdNumberBrokerDealer			1	o	o
4	24	Decimal	issuerNetProceeds	13,2		1	o	o
4	25	String	clarificationResponses	255		1	o	o
2	5	NV	documents			1	m#	m#
3	1	NV	document			unlimited	m#	m#
5	1	String	conformedName	32		1	m	m
5	2	String	conformedDocumentType			1	m	m
5	3	String	description			1	o	o
5	4	String	contents			1	m	m

3.6 Mapping of Reg A 1-Z Submission Schemas to Submission Types

Mapping of Reg A 1-Z and Variants Submission Schema to Submission Type

Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-Z	1-Z/A
1	1	NV	edgarSubmission			1	m	m
2	1	String	schemaVersion	5		1	o	o
2	1	NV	headerData			1	m	m
3	2	String	submissionType		SUBMISSION TYPE	1	m	m
3	1	NV	filerInfo			1	m	m
4	1	String	liveTestFlag			1	m	m
4	1	NV	filer			1	m	m
5	1	NV	issuerCredentials			1	m	m
6	1	String	cik			1	m	m

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-Z	1-Z/A
6	2	String	ccc			1	m	m
5	3	String	fileNumber			1	m	m
5	4	String	successorFileNumber			1	o	o
4	2	NV	flags			1	m	m
5	1	Boolean	confirmingCopyFlag		"true" or "false"	1	o	o
5	2	String	successorFilingFlag			1	m	m
5	3	Boolean	returnCopyFlag		"true" or "false"	1	o	o
5	4	Boolean	overrideInternetFlag		"true" or "false"	1	o	o
4	3	NV	contact			1	o	o
5	1	String	contactName			1	o	o
5	2	String	contactPhone			1	o	o
5	3	String	contactEmailAddress			1	o	o
4	4	NV	notifications			1	o	o
5	1	String	notificationEmail			3	o	o
3	2	NV	colIssuerInfo			1	o	o
4	5	NV	coFiler			15	o	o
5	2	NV	colIssuerCredentials			1	o	o
6	1	String	cik			1	o	o
6	2	String	ccc			1	o	o
5	3	String	fileNumber			1	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-Z	1-Z/A
2	2	NV	formData			1	m	m
3	1	NV	item1			1	m	m
4	1	String	issuerName	150		1	m	m
4	2	String	street1			1	m	m
4	3	String	street2			1	o	o
4	4	String	city	30		1	m	m
4	5	String	stateOrCountry			1	m	m
4	6	String	zipCode			1	m	m
4	7	String	phone			1	m	m
4	8	String	commissionFileNumber			5	m	m
3	2	NV	summaryInfoOffering			5	o	o
4	1	Date	offeringQualificationDate			1	o	o
4	2	Date	offeringCommenceDate			1	o	o
4	3	Integer	offeringSecuritiesQualifiedSold			1	o	o
4	4	Integer	offeringSecuritiesSold	13		1	o	o
4	5	Decimal	pricePerSecurity	13,2		1	o	o
4	6	Decimal	portionSecuritiesSoldIssuer	14.2		1	o	o
4	7	Decimal	portionSecuritiesSoldSecurityholders	14.2		1	o	o
4	8	String	underwrittenSpName	150		100	o	o
4	9	Decimal	underwriterFees	13,2		1	o	o
4	10	String	salesCommissionsSpName	150		100	o	o
4	11	Decimal	salesCommissionsFee	13,2		1	o	o
4	12	String	findersSpName	150		100	o	o
4	13	Decimal	findersFees	13,2		1	o	o
4	14	String	auditorSpName	150		100	o	o
4	15	Decimal	auditorFees	13,2		1	o	o
4	16	String	legalSpName	150		100	o	o

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Level	Order	Data Type	Element/Attribute Name	Max Length	Choice List	Max Occur	1-Z	1-Z/A
4	17	Decimal	legalFees	13,2		1	o	o
4	18	String	promoterSpName	150		100	o	o
4	19	Decimal	promotersFees	13,2		1	o	o
4	20	String	blueSkySpName	150		100	o	o
4	21	Decimal	blueSkyFees	13,2		1	o	o
4	22	String	crdNumberBrokerDealer			1	o	o
4	23	Decimal	issuerNetProceeds	13,2		1	o	o
4	24	String	clarificationResponses	255		1	o	o
3	3	NV	certificationSuspension			100	o	o
4	1	String	securitiesClassTitle	255		1	o	o
4	2	String	certificationFileNumber			5	m	m
4	3	Integer	approxRecordHolders	13		1	o	o
3	4	NV	signatureTab			16	m	m
4	1	String	cik			1	m	m
4	2	String	regulationIssuerName1	150		1	m	m
4	3	String	regulationIssuerName2	150		1	m	m
4	4	String	signatureBy	150		1	m	m
4	5	Date	date			1	m	m
4	6	String	title	255		1	m	m

4 1-A SCHEMA DATA VALUE CONSTRAINTS

4.1 SUBMISSION_TYPE

These are the valid values for the <SUBMISSION_TYPE> element in the submission file:

VALUE	CODE DESCRIPTION
1-A	Offering Statement
1-A/A	Pre-qualification amendment for offering statement
1-A POS	Post-qualification amendment to offering statement

4.2 DISCLOSE_TYPE

These are the valid values for a <DISCLOSE_TYPE> element in the submission file:

VALUE
Pro-rate basis
First-come, first served basis
Other

4.3 TIER_TYPE

These are the valid values for the <TIER_TYPE> element in the submission file:

VALUE
Tier1
Tier2

4.4 SECURITIES_OFFERED_TYPE

These are the valid values for the <SECURITIES_OFFERED_TYPE> element in the submission file:

VALUE
Equity (common or preferred stock)
Debt
Option, warrant or other right to acquire another security
Security to be acquired upon exercise of option, warrant or other right to acquire security
Tenant-in-common securities
Other(describe)

4.5 INDUSTRY_GROUP_TYPE

These are the valid values for the <INDUSTRY_GROUP_TYPE> element in the submission file:

VALUE
Banking
Insurance
Other

4.6 STATEMENT_AUDIT_STATUS_TYPE

These are the valid values for the <STATEMENT_AUDIT_STATUS_TYPE> element in the submission file:

VALUE
Unaudited
Audited

5 1-K SCHEMA DATA VALUE CONSTRAINTS

5.1 SUBMISSION_TYPE

These are the valid values for the <SUBMISSION_TYPE> element in the submission file:

VALUE	CODE DESCRIPTION
1-K	Annual Report Pursuant to Regulation A
1-K/A	Amendment to Annual Report Pursuant to Regulation A

5.2 FORM_INDICATION_TYPE

These are the valid values for a <FORM_INDICATION_TYPE> element in the submission file:

VALUE
Annual Report
Special Financial Report for the fiscal year

6 1-Z SCHEMA DATA VALUE CONSTRAINTS

6.1 SUBMISSION_TYPE

These are the valid values for the <SUBMISSION_TYPE> element in the submission file:

VALUE	CODE DESCRIPTION
1-Z	Exit report under Regulation A
1-Z/A	Amendment to exit report under Regulation A

7 BASIC SUBMISSION CONSTRUCTION

7.1 General Formatting of XML Files

The following rules apply to the submission file of an XML-format Reg A submission:

1. The filename must end with an “.xml” extension.
2. The file cannot be compressed in any fashion.
3. We strongly recommend you format the submission as shown in the provided sample files. This makes the raw XML files easier to view in a text editor. The submission of ASCII XML files with no line breaks, while legal XML, is strongly discouraged. XML filings are required to be posted on public websites. While usually formatted via style sheets, the raw XML is frequently available for inspection and should be readable by a person. A single line XML file is not viewer-friendly and should be avoided.
4. The `<?xml version="1.0"?>` declaration line is optional; however, if it is included it must be the first line in the file. Any text entered before this line, even white space, will cause a SUSPENSE error. The version value must be “1.0.” Any other value for version will cause a SUSPENSE error.
5. For an XML element with a data value, keep the begin tag, data value, and end tag on the same line of text. Otherwise, you could get a schema violation error. As an example, for a filer ID value which cannot be longer than 10 characters, this specification is correct:

```
<cik>1212121212</cik>
```

6. The specification below will result in a parsing error because the extraneous white space and line feeds will be counted as part of the length of the data value. In other words, the CIK value will be regarded as longer than 10 characters.

```
<cik>  
1212121212  
</cik>
```

7.2 XML Submission File Rules

The following rules apply to the supporting document XML-format:

1. The `<?xml version="1.0"?>` declaration line is optional; however, if it is included it must be the first line in the file. Any text entered before this line, even white space, will cause an error. The version value must be "1.0." Any other value for version will cause an error.
2. The XML elements cannot have any namespaces.
For e.g.: It has to be `<contactName>` and not `<ns1:contactName>`
3. The order of any `<notificationEmailAddress>` elements does not matter.
4. The submission file must conform to the XML schema files. Any violation of this schema will result in the suspension of the filing.

7.2.1 Enclosing a Document

1. Allowable file extensions are .pdf, .txt, .htm, .jpg, .xml and .gif.
2. The allowable document types are shown in the DocTypeList table in Section 4.3.
3. The names of attached document files must follow the EDGAR file naming conventions:
 - File names cannot exceed 32 characters, including the file extension.
 - Valid characters are lowercase letters, digits 0-9, up to one underscore, up to one hyphen, and up to one period.
 - First character must be a letter.
 - Spaces are not allowed.
 - File name must have a file type extension of .xml.
4. The names of attached document files must follow the EDGAR file naming conventions:
 - File names cannot exceed 32 characters, including the file extension.
 - Valid characters are lowercase letters, digits 0-9, up to one underscore, up to one hyphen, and up to one period.
 - First character must be a letter.
 - Spaces are not allowed.
 - File name must have a file type extension of .xml.
7. The `<description>` is optional, but all other elements must be present and must have a value.
8. The `<contents>` element must contain a MIME encoded document. You can use any standard 64-character set based MIME encoding algorithm to create a MIME document.

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9. The XML for an enclosed supporting document looks like this:

```
<documents>
  <document>
    < conformedName>test1.txt</ conformedName>
    < conformedDocumentType>????</ conformedDocumentType>
    < description> Description field text here... </ description>
    < contents> dGVzdGA= </ contents>
  </document>
  <document>
    < conformedName>test2.txt</ conformedName>
    < conformedDocumentType>????</ conformedDocumentType>
    < description> Description field text here... </ description>
    < contents> dGVzdGA= </ contents>
  </document>
</documents>
```

8 ERROR REPORTING

EDGAR will generate an error for each violation of an XML schema constraint, as well as for each violation of a Reg A filing business rule. The schema files do not enforce all error checks, so it is possible to construct a submission that meets all the schema constraints yet is still SUSPENDED.

This table summarizes the errors that can result from violations of schema constraints and EDGAR business rules. This is not an all-inclusive list.

Table 8-1: Submission Errors and Severity

Error Condition	8.1.1.1.1 Severity
Elements not in sequence prescribed in Section 3.4	SUSPENDED
Inclusion of XML-stylesheet reference or any other Processing Instruction	SUSPENDED
Inclusion of an element not prescribed in the schema	SUSPENDED
String value exceeds maximum length constraint	SUSPENDED
Element constrained by a Choice List has an invalid value	SUSPENDED
Mandatory element has no value or an invalid value	SUSPENDED
Special character (&, <, >) not provided as escape sequence	SUSPENDED
Date, Boolean, or Decimal element does not have a value	SUSPENDED
Duplicate Notification Address	WARNING
"NA" or blank field has a value	WARNING
Invalid Issuer CIK	SUSPENDED
Improperly formatted email address	SUSPENDED
Exceeding a "Max Occur" limit from Section 3.4	SUSPENDED

You may sometimes get multiple error messages reporting the same error. The XML parser EDGAR used to process a Reg A submission generates messages that are rather technical in nature and require an understanding of the XML schema language. Whenever possible, EDGAR generates a more "friendly" error message to give a precise description of the error.

9 EXAMPLE REG A SUBMISSION FILES

Table 9-1: Sample Submission/Document Files provides a list of sample submission files.

Table 9-1: Sample Submission/Document Files

Submission/Document Type	Sample File
1-A	Sample_RegA_1A.xml
1-K	Sample_RegA_1K.xml
1-Z	Sample_RegA_1Z.xml

Appendix A. STATE/COUNTRY CODES

These are the valid designators for the <stateOrCountry> element in the primary document.

Code	State/Country Name
AL	ALABAMA
AK	ALASKA
AZ	ARIZONA
AR	ARKANSAS
CA	CALIFORNIA
CO	COLORADO
CT	CONNECTICUT
DE	DELAWARE
DC	DISTRICT OF COLUMBIA
FL	FLORIDA
GA	GEORGIA
GU	GUAM
HI	HAWAII
ID	IDAHO
IL	ILLINOIS
IN	INDIANA
IA	IOWA
KS	KANSAS
KY	KENTUCKY
LA	LOUISIANA
ME	MAINE
MD	MARYLAND
MA	MASSACHUSETTS
MI	MICHIGAN
MN	MINNESOTA
MS	MISSISSIPPI
MO	MISSOURI
MT	MONTANA
NE	NEBRASKA
NV	NEVADA
NH	NEW HAMPSHIRE
NJ	NEW JERSEY
NM	NEW MEXICO
NY	NEW YORK
NC	NORTH CAROLINA
ND	NORTH DAKOTA
OH	OHIO
OK	OKLAHOMA
OR	OREGON
PA	PENNSYLVANIA

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Code	State/Country Name
RI	RHODE ISLAND
SC	SOUTH CAROLINA
SD	SOUTH DAKOTA
TN	TENNESSEE
TX	TEXAS
UT	UTAH
VT	VERMONT
VA	VIRGINIA
WA	WASHINGTON
WV	WEST VIRGINIA
WI	WISCONSIN
WY	WYOMING
PR	PUERTO RICO
VI	VIRGIN ISLANDS, U.S.
A0	ALBERTA, CANADA
A1	BRITISH COLUMBIA, CANADA
Z4	CANADA (FEDERAL LEVEL)
A2	MANITOBA, CANADA
A3	NEW BRUNSWICK, CANADA
A4	NEWFOUNDLAND, CANADA
A5	NOVA SCOTIA, CANADA
A6	ONTARIO, CANADA
A7	PRINCE EDWARD ISLAND, CANADA
A8	QUEBEC, CANADA
A9	SASKATCHEWAN, CANADA
B0	YUKON, CANADA
B2	AFGHANISTAN
Y6	ALAND ISLANDS
B3	ALBANIA
B4	ALGERIA
B5	AMERICAN SAMOA
B6	ANDORRA
B7	ANGOLA
1A	ANGUILLA
B8	ANTARCTICA
B9	ANTIGUA AND BARBUDA
C1	ARGENTINA
1B	ARMENIA
1C	ARUBA
C3	AUSTRALIA
C4	AUSTRIA
1D	AZERBAIJAN
C5	BAHAMAS
C6	BAHRAIN

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Code	State/Country Name
C7	BANGLADESH
C8	BARBADOS
1F	BELARUS
C9	BELGIUM
D1	BELIZE
G6	BENIN
D0	BERMUDA
D2	BHUTAN
D3	BOLIVIA
1E	BOSNIA AND HERZEGOVINA
B1	BOTSWANA
D4	BOUVET ISLAND
D5	BRAZIL
D6	BRITISH INDIAN OCEAN TERRITORY
D9	BRUNEI DARUSSALAM
E0	BULGARIA
X2	BURKINA FASO
E2	BURUNDI
E3	CAMBODIA
E4	CAMEROON
E8	CAPE VERDE
E9	CAYMAN ISLANDS
F0	CENTRAL AFRICAN REPUBLIC
F2	CHAD
F3	CHILE
F4	CHINA
F6	CHRISTMAS ISLAND
F7	COCOS (KEELING) ISLANDS
F8	COLOMBIA
F9	COMOROS
G0	CONGO
Y3	CONGO, THE DEMOCRATIC REPUBLIC OF THE
G1	COOK ISLANDS
G2	COSTA RICA
L7	COTE D'IVOIRE
1M	CROATIA
G3	CUBA
G4	CYPRUS
2N	CZECH REPUBLIC
G7	DENMARK
1G	DJIBOUTI
G9	DOMINICA
G8	DOMINICAN REPUBLIC
H1	ECUADOR

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Code	State/Country Name
H2	EGYPT
H3	EL SALVADOR
H4	EQUATORIAL GUINEA
1J	ERITREA
1H	ESTONIA
H5	ETHIOPIA
H7	FALKLAND ISLANDS (MALVINAS)
H6	FAROE ISLANDS
H8	FIJI
H9	FINLAND
I0	FRANCE
I3	FRENCH GUIANA
I4	FRENCH POLYNESIA
2C	FRENCH SOUTHERN TERRITORIES
I5	GABON
I6	GAMBIA
2Q	GEORGIA
2M	GERMANY
J0	GHANA
J1	GIBRALTAR
J3	GREECE
J4	GREENLAND
J5	GRENADA
J6	GUADELOUPE
J8	GUATEMALA
Y7	GUERNSEY
J9	GUINEA
S0	GUINEA-BISSAU
K0	GUYANA
K1	HAITI
K4	HEARD ISLAND AND MCDONALD ISLANDS
X4	HOLY SEE (VATICAN CITY STATE)
K2	HONDURAS
K3	HONG KONG
K5	HUNGARY
K6	ICELAND
K7	INDIA
K8	INDONESIA
K9	IRAN, ISLAMIC REPUBLIC OF
L0	IRAQ
L2	IRELAND
Y8	ISLE OF MAN
L3	ISRAEL
L6	ITALY

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Code	State/Country Name
L8	JAMAICA
M0	JAPAN
Y9	JERSEY
M2	JORDAN
1P	KAZAKSTAN
M3	KENYA
J2	KIRIBATI
M4	KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF
M5	KOREA, REPUBLIC OF
M6	KUWAIT
1N	KYRGYZSTAN
M7	LAO PEOPLE'S DEMOCRATIC REPUBLIC
1R	LATVIA
M8	LEBANON
M9	LESOTHO
N0	LIBERIA
N1	LIBYAN ARAB JAMAHIRIYA
N2	LIECHTENSTEIN
1Q	LITHUANIA
N4	LUXEMBOURG
N5	MACAU
1U	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF
N6	MADAGASCAR
N7	MALAWI
N8	MALAYSIA
N9	MALDIVES
O0	MALI
O1	MALTA
1T	MARSHALL ISLANDS
O2	MARTINIQUE
O3	MAURITANIA
O4	MAURITIUS
2P	MAYOTTE
O5	MEXICO
1K	MICRONESIA, FEDERATED STATES OF
1S	MOLDOVA, REPUBLIC OF
O9	MONACO
P0	MONGOLIA
Z5	MONTENEGRO
P1	MONTSERRAT
P2	MOROCCO
P3	MOZAMBIQUE
E1	MYANMAR
T6	NAMIBIA

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Code	State/Country Name
P5	NAURU
P6	NEPAL
P7	NETHERLANDS
P8	NETHERLANDS ANTILLES
1W	NEW CALEDONIA
Q2	NEW ZEALAND
Q3	NICARAGUA
Q4	NIGER
Q5	NIGERIA
Q6	NIUE
Q7	NORFOLK ISLAND
1V	NORTHERN MARIANA ISLANDS
Q8	NORWAY
P4	OMAN
R0	PAKISTAN
1Y	PALAU
1X	PALESTINIAN TERRITORY, OCCUPIED
R1	PANAMA
R2	PAPUA NEW GUINEA
R4	PARAGUAY
R5	PERU
R6	PHILIPPINES
R8	PITCAIRN
R9	POLAND
S1	PORTUGAL
S3	QATAR
S4	REUNION
S5	ROMANIA
1Z	RUSSIAN FEDERATION
S6	RWANDA
Z0	SAINT BARTHELEMY
U8	SAINT HELENA
U7	SAINT KITTS AND NEVIS
U9	SAINT LUCIA
Z1	SAINT MARTIN
V0	SAINT PIERRE AND MIQUELON
V1	SAINT VINCENT AND THE GRENADINES
Y0	SAMOA
S8	SAN MARINO
S9	SAO TOME AND PRINCIPE
T0	SAUDI ARABIA
T1	SENEGAL
Z2	SERBIA
T2	SEYCHELLES

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Code	State/Country Name
T8	SIERRA LEONE
U0	SINGAPORE
2B	SLOVAKIA
2A	SLOVENIA
D7	SOLOMON ISLANDS
U1	SOMALIA
T3	SOUTH AFRICA
1L	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS
U3	SPAIN
F1	SRI LANKA
V2	SUDAN
V3	SURINAME
L9	SVALBARD AND JAN MAYEN
V6	SWAZILAND
V7	SWEDEN
V8	SWITZERLAND
V9	SYRIAN ARAB REPUBLIC
F5	TAIWAN, PROVINCE OF CHINA
2D	TAJIKISTAN
W0	TANZANIA, UNITED REPUBLIC OF
W1	THAILAND
Z3	TIMOR-LESTE
W2	TOGO
W3	TOKELAU
W4	TONGA
W5	TRINIDAD AND TOBAGO
W6	TUNISIA
W8	TURKEY
2E	TURKMENISTAN
W7	TURKS AND CAICOS ISLANDS
2G	TUVALU
W9	UGANDA
2H	UKRAINE
C0	UNITED ARAB EMIRATES
X0	UNITED KINGDOM
2J	UNITED STATES MINOR OUTLYING ISLANDS
X3	URUGUAY
2K	UZBEKISTAN
2L	VANUATU
X5	VENEZUELA
Q1	VIET NAM
D8	VIRGIN ISLANDS, BRITISH
X8	WALLIS AND FUTUNA
U5	WESTERN SAHARA

DRAFT

Code	State/Country Name
T7	YEMEN
Y4	ZAMBIA
Y5	ZIMBABWE

Appendix B. ACRONYMS

Acronym	Description
ASCII	American Standard Code for Information Interchange
CCC	CIK Confirmation Code
CIK	Central Index Key
EDGAR	Electronic Data Gathering, Analysis, and Retrieval
PDF	Portable Document Format
SEC	Securities and Exchange Commission
XML	Extensible Markup Language