

Appendix 20A

EXAMPLES OF PRICING BELOW THE RANGE OR REDUCING THE OFFERING SIZE

The examples set forth in this Appendix 20A illustrate the interplay of Rules 430A, 457(a), 457(o), and 462(b) in the following scenarios:

- A reduction in the per-share offering price below the bottom of the price range while holding constant the number of shares offered.
- A reduction in the number of shares offered within the previously disclosed per-share price range.
- A reduction in the per-share offering price below the bottom of the price range coupled with a reduction in the number of shares offered.
- A reduction in the per-share offering price below the bottom of the price range coupled with an increase in the number of shares offered. This relatively unusual circumstance can arise if the company needs to receive some minimum amount of net proceeds in order to fund a specific purpose or to meet its operating requirements.

These examples assume that the most recent Form S-1 amendment filed prior to effectiveness reflected a proposed offering of 8,000,000 shares at a price range of \$14.00 to \$16.00 per share, plus an over-allotment option for an additional 1,200,000 shares, for a maximum aggregate offering price of \$147,200,000 (and, if the offering is priced at the bottom of the range, aggregate proceeds of \$128,800,000).

In each of these scenarios, the company must consider whether Rule 159 requires the revised offering terms to be conveyed to investors prior to the time of sale.

<p>Reduce per-share price below range; maintain number of shares</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> • This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the new price is at least \$10.80 (\$14.00 minus 20% of \$16.00). • If the company wants to reduce the offering price below \$10.80, a post-effective amendment is required unless the price reduction does not materially change the disclosure contained in the effective Form S-1. • A Rule 462(b) registration statement is not required because there is no increase in the number of shares offered. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> • This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the new price is at least \$10.80 (\$99,360,000 (which is \$128,800,000 minus 20% of \$147,200,000) divided by 9,200,000). • If the company wants to reduce the offering price below \$10.80, a post-effective amendment is required unless the price reduction does not materially change the disclosure contained in the effective Form S-1. • A Rule 462(b) registration statement is not required because there is no increase in the aggregate dollar amount registered.
<p>In this scenario, it does not matter whether the company calculated the registration fee under Rule 457(a) or Rule 457(o).</p>		

	Registration Fee Calculated Under Rule 457(a)	Registration Fee Calculated Under Rule 457(o)
<p>Reduce number of shares; price within range</p>	<ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the offering price and the new smaller number of shares offered is at least \$99,360,000 (\$128,800,000 minus 20% of \$147,200,000). For example, as is also the case if the registration fee is calculated under Rule 457(o), the company can reduce the number of shares offered to 6,900,000 (including 900,000 shares subject to the over-allotment option) and price the offering at the \$15.00 midpoint of the range (since the aggregate proceeds of \$103,500,000 still exceed \$99,360,000). If the company wants to reduce the number of shares offered to a level that results in aggregate proceeds of less than \$99,360,000, a post-effective amendment is required unless the share reduction does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the number of shares offered. 	<ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the offering price and the new smaller number of shares offered is at least \$99,360,000 (\$128,800,000 minus 20% of \$147,200,000). For example, as is also the case if the registration fee is calculated under Rule 457(a), the company can reduce the number of shares offered to 6,900,000 (including 900,000 shares subject to the over-allotment option) and price the offering at the \$15.00 midpoint of the range (since the aggregate proceeds of \$103,500,000 still exceed \$99,360,000). If the company wants to reduce the number of shares offered to a level that results in aggregate proceeds of less than \$99,360,000, a post-effective amendment is required unless the share reduction does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the aggregate dollar amount registered.
	<p>In this scenario, it does not matter whether the company calculated the registration fee under Rule 457(a) or Rule 457(o).</p>	

<p>Reduce per-share price below range; reduce number of shares</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the new per-share price and the new number of shares offered is at least \$99,360,000 (\$128,800,000 minus 20% of \$147,200,000). For example, as is also the case if the registration fee is calculated under Rule 457(o), the company can reduce the number of shares offered to 8,050,000 (including 1,050,000 shares subject to the over-allotment option) and reduce the per-share price to \$13.00 per share (since the aggregate proceeds of \$104,650,000 still exceed \$99,360,000). If the company wants to reduce the offering price and number of shares offered in a combination that results in aggregate proceeds of less than \$99,360,000, a post-effective amendment is required unless the reduction in price and shares does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the number of shares offered. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the new per-share price and the new number of shares offered is at least \$99,360,000 (\$128,800,000 minus 20% of \$147,200,000). For example, as is also the case if the registration fee is calculated under Rule 457(a), the company can reduce the number of shares offered to 8,050,000 (including 1,050,000 shares subject to the over-allotment option) and reduce the per-share price to \$13.00 per share (since the aggregate proceeds of \$104,650,000 still exceed \$99,360,000). If the company wants to reduce the offering price and number of shares offered in a combination that results in aggregate proceeds of less than \$99,360,000, a post-effective amendment is required unless the reduction in price and shares does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the aggregate dollar amount registered.
<p>In this scenario, it does not matter whether the company calculated the registration fee under Rule 457(a) or Rule 457(o).</p>		

<p>Reduce per-share price below range; increase number of shares</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> A Rule 462(b) registration statement is required because there is an increase in the number of shares offered. For example, if the offering price is \$10.00 per share, the gross proceeds to the company (assuming exercise of the over-allotment option) would be \$92,000,000 (9,200,000 multiplied by \$10.00). If the company needs a larger amount of proceeds to fund a specific purpose or to meet its operating needs, the company can register up to 2,944,000 additional shares on a Rule 462(b) registration statement (20% of \$147,200,000, divided by \$10.00) and offer all 12,144,000 shares (the original 9,200,000 shares registered on the Form S-1 plus the additional 2,944,000 shares registered on the Rule 462(b) registration statement) for \$10.00 per share, for total gross proceeds of \$121,440,000. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> A Rule 462(b) registration statement is required if the product of the new price and the new number of shares offered exceeds the aggregate dollar amount registered. For example, if the offering price is \$10.00 per share, then the company is required to file a Rule 462(b) registration statement if it wants to offer more than 14,720,000 shares (for total gross proceeds of \$147,200,000). Assuming a Rule 462(b) registration statement is not required, this can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the new price and the new number of shares offered is at least \$99,360,000 (\$128,800,000 minus 20% of \$147,200,000). Assuming a Rule 462(b) registration statement is not required, if the company wants to reduce the offering price and increase the number of shares offered in a combination that results in aggregate proceeds of less than \$99,360,000, a post-effective amendment is required unless the combination of the reduction in price and increase in shares does not materially change the disclosure contained in the effective Form S-1.
	<p>In this scenario, unlike the other scenarios described in this Appendix 20A, calculating the registration fee under Rule 457(o) increases the company's flexibility. For example, the company can sell 14,720,000 shares at a \$10.00 offering price without filing a Rule 462(b) registration statement if it calculates the registration fee under Rule 457(o). Even with the filing of a Rule 462(b) registration statement, the company can only sell 12,144,000 shares at \$10.00 per share if it calculates the registration fee under Rule 457(a).</p>	

Appendix 20B

EXAMPLES OF PRICING ABOVE THE RANGE OR INCREASING THE OFFERING SIZE

The examples set forth in this Appendix 20B illustrate the interplay of Rules 430A, 457(a), 457(o), and 462(b) in the following scenarios:

- An increase in the per-share offering price above the top of the price range while holding constant the number of shares offered.
- An increase in the number of shares offered within the previously disclosed per-share price range.
- An increase in the per-share offering price above the top of the price range coupled with an increase in the number of shares offered.
- An increase in the per-share offering price above the top of the price range coupled with a reduction in the number of shares offered. This circumstance is most likely to arise when the primary reason for the company's IPO is to create a public market for its stock, rather than a need for additional capital.

These examples assume that the most recent Form S-1 amendment filed prior to effectiveness reflected a proposed offering of 8,000,000 shares at a price range of \$14.00 to \$16.00 per share, plus an over-allotment option for an additional 1,200,000 shares, for a maximum aggregate offering price of \$147,200,000.

In each of these scenarios, the company must consider whether Rule 159 requires the revised offering terms to be conveyed to investors prior to the time of sale.

<p>Increase per-share price above range; maintain number of shares</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the new per-share price is no higher than \$19.20 (20% above \$16.00). If the company wants to increase the per-share price above \$19.20, a post-effective amendment is required unless the price increase does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the number of shares offered. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> This can only be accomplished if the company files a Rule 462(b) registration statement because the product of the number of shares offered and the per-share price exceeds the maximum aggregate offering price that has been registered. The Rule 462(b) registration statement can register securities with an additional aggregate offering price of \$29,440,000 (20% of \$147,200,000), which would bring the total offering size to \$176,640,000.
	<p>In this scenario, calculating the registration fee under Rule 457(o) reduces the company's flexibility in pricing above the range, both because any increase in the offering price above the top of the range requires a Rule 462(b) registration statement and because the Rule 462(b) registration statement effectively limits how much the offering price can increase (the Rule 462(b) registration statement can register an additional \$29,440,000 in offering price which, when added to the original \$147,200,000 registered, results in a maximum aggregate offering price of \$176,640,000, and which yields a maximum per-share price of \$19.20 when divided by the 9,200,000 shares being offered). In contrast, there is no maximum per-share price if the registration fee is calculated under Rule 457(a) (although the materiality of the increase must be assessed if the per-share price exceeds \$19.20).</p>	

<p>Increase number of shares; maintain price within range</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> A Rule 462(b) registration statement is required because there is an increase in the number of shares offered. For example, if the offering price is \$16.00 per share, the gross proceeds to the company (assuming exercise of the over-allotment option) would be \$147,200,000 (9,200,000 multiplied by \$16.00). The company can register up to 1,840,000 additional shares on a Rule 462(b) registration statement (20% of \$147,200,000, divided by \$16.00) and offer all 11,040,000 shares (the original 9,200,000 shares registered on the Form S-1 plus the additional 1,840,000 shares registered on the Rule 462(b) registration statement) for \$16.00 per share, for total gross proceeds of \$176,640,000. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> If the offering price is at the top of the range, a Rule 462(b) registration statement is required because there is an increase in the aggregate offering price. The Rule 462(b) registration statement can register securities with an additional aggregate offering price of \$29,440,000 (20% of \$147,200,000), which would bring the total offering size to \$176,640,000. If the offering price is not at the top of the range, the company can increase the number of shares offered without filing a post-effective amendment or Rule 462(b) registration statement. For example, if the per-share price is \$14.00 (the bottom of the range), the company can sell up to 1,314,285 additional shares (\$147,200,000 divided by \$14.00 (or 10,514,285 shares) minus the 9,200,000 shares already contemplated, rounded down to the nearest whole number of shares) without filing a post-effective amendment or Rule 462(b) registration statement. A post-effective amendment is not required because of the Rule 430A safe harbor. A Rule 462(b) registration statement is not required because there is no increase in the maximum aggregate offering price.
<p>In this scenario, unlike the other scenarios described in this Appendix 20B, calculating the registration fee under Rule 457(o) increases the company's flexibility because the company may be able to increase the number of shares offered and price within the range without filing a Rule 462(b) registration statement.</p>		

	Registration Fee Calculated Under Rule 457(a)	Registration Fee Calculated Under Rule 457(o)
<p>Increase per-share price above range; increase number of shares</p>	<ul style="list-style-type: none"> A Rule 462(b) registration statement is required because there is an increase in the number of shares offered. For example, if the offering price is \$18.00 per share, the gross proceeds to the company (assuming exercise of the over-allotment option) would be \$165,600,000 (9,200,000 multiplied by \$18.00). The company can register up to 1,635,555 additional shares on a Rule 462(b) registration statement (20% of \$147,200,000, divided by \$18.00, rounded down to the nearest whole number of shares) and offer all 10,835,555 shares (the original 9,200,000 shares registered on the Form S-1 plus the additional 1,635,555 shares registered on the Rule 462(b) registration statement) for \$18.00 per share, for total gross proceeds of \$195,039,990. 	<ul style="list-style-type: none"> A Rule 462(b) registration statement is required because there is an increase in the aggregate offering price. The Rule 462(b) registration statement can register securities with an additional aggregate offering price of \$29,440,000 (20% of \$147,200,000), which would bring the total offering size to \$176,640,000.
	<p>In this scenario, calculating the registration fee under Rule 457(o) reduces the company's flexibility in upsizing the offering. For example, assuming an offering price of \$18.00 per share, the maximum number of shares the company can sell is 9,813,333 for an aggregate offering price of \$176,639,994 (9,813,333 multiplied by \$18.00) compared to the 10,835,555 shares the company can sell if the registration fee is calculated under Rule 457(a).</p>	

<p>Increase per-share price above range; decrease number of shares</p>	<p>Registration Fee Calculated Under Rule 457(a)</p> <ul style="list-style-type: none"> This can be accomplished without a post-effective amendment in reliance on the Rule 430A safe harbor if the product of the new per-share price and the new number of shares offered is no more than \$176,640,000 (20% above \$147,200,000). For example, the company can increase the per-share price to \$20.00 per share and reduce the number of shares offered to 8,050,000 (including 1,050,000 shares subject to the over-allotment option) since the aggregate proceeds of \$161,000,000 are still less than \$176,640,000. If the company wants to increase the offering price and reduce the number of shares offered in a combination that results in an aggregate price of more than \$176,640,000, a post-effective amendment is required unless the combination of the increase in price and reduction in shares does not materially change the disclosure contained in the effective Form S-1. A Rule 462(b) registration statement is not required because there is no increase in the number of shares offered. 	<p>Registration Fee Calculated Under Rule 457(o)</p> <ul style="list-style-type: none"> This can be accomplished without a Rule 462(b) registration statement if the product of the new per-share price and the new number of shares offered is no more than \$147,200,000 (the maximum aggregate offering price registered). If the product of the new per-share price and the new number of shares offered is more than \$147,200,000, this can only be accomplished if the company files a Rule 462(b) registration statement. The Rule 462(b) registration statement can register securities with an additional aggregate offering price of \$29,440,000 (20% of \$147,200,000), which would bring the total offering size to \$176,640,000.
<p>In this scenario, calculating the registration fee under Rule 457(o) reduces the company's flexibility to increase the offering price while reducing the number of shares offered, both because a Rule 462(b) registration statement may be required and because, if a Rule 462(b) registration statement is required, it effectively limits how much the offering price can increase.</p>		