

Primary Market Corporate Credit Facility
Trade Date Issuer Certification Packet

Overview: The certifications in this packet are for issuers wishing to participate in the Primary Market Corporate Credit Facility (“PMCCF”).

The Trade Date Issuer Certification Packet contains documents that an issuer must complete and submit on the trade date with the PMCCF. To be an eligible issuer in the PMCCF, an issuer also must complete and submit additional certifications, either prior to transacting with the PMCCF or also on the trade date. These additional certifications are in a separate packet, the Advance Issuer Certification Packet, which is available on the Federal Reserve Bank of New York’s website.

Requirements: An issuer wishing to participate in the PMCCF must make the following certifications and agree to the following condition in order to qualify as an eligible issuer:

1. *Solvency and Lack of Adequate Credit.* The issuer must make certifications regarding solvency and lack of adequate credit (pages 2-3).
2. *Specific Support.* The issuer must certify that it has not received any specific support pursuant to section 4003(b)(1)-(3) of the Coronavirus Economic Stabilization Act of 2020 (Subtitle A, Title IV of the Coronavirus Aid, Relief, and Economic Security Act, or “CARES Act”) (pages 4-5).
3. *Facility Fee.* The issuer must agree that the PMCCF facility fee is an obligation of the issuer (page 6).

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An issuer must review and complete the Trade Date Issuer Certification Packet and send a signed version of the materials via PDF on the trade date directly to the investment manager (pmccf@blackrock.com).

Certification Regarding Solvency and Inadequate Credit Accommodations

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Primary Market Corporate Credit Facility (the “**PMCCF**”), authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and approved by the Secretary of the Treasury (“**Secretary**”) on March 22, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343.

Under the PMCCF, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through Corporate Credit Facilities LLC (“**CCF**”), to which the Department of the Treasury is providing equity, CCF may purchase newly issued corporate bonds of eligible issuers and extend credit to eligible issuers through loan syndications in which CCF is a member of the syndicate.

Section 13(3) and the Board’s Regulation A place certain conditions on participants in lending facilities. In particular:

1. Not Insolvent. The Issuer must certify that it is not insolvent, as the term “insolvent” is used in section 201.4(d)(5)(iii) of the Board’s Regulation A (i.e., the Issuer is not in bankruptcy, resolution under title II of the Dodd-Frank Act, or any other Federal or State insolvency proceeding, and the Issuer is generally paying its undisputed debts as they become due during the 90 days preceding the date on which CCF purchased the Issuer’s bonds or extended credit to the Issuer under the PMCCF).
2. Lack of Adequate Credit. The Issuer must certify that it is unable to secure adequate credit accommodations from capital markets or other banking institutions. This certification may be based on economic conditions in the market or markets intended to be addressed by the PMCCF. Issuers also may consider economic or market conditions as compared to usual economic or market conditions, including the availability and price of credit. The Board authorized the establishment of the PMCCF in response to considerable strain in the corporate credit markets. Large corporations use bonds and loans to finance a range of economic activities and operational needs. Lack of adequate credit does not mean that no credit is available. Lending may be available, but at prices or on conditions that are inconsistent with a normal, well-functioning market.

The certification must be made in writing by the Issuer’s chief executive officer or other authorized officer.

Form of Regulation A Certification:

Certification of CEO or Other Authorized Officer

I, the undersigned chief executive officer or other authorized officer of the Issuer named below, hereby attest to the Board, Secretary, FRBNY, and CCF that, as of the date hereof, and shall be deemed to attest to the Board, Secretary, FRBNY, and CCF that, as of the date of any transaction in which the PMCCF directly or indirectly purchases bonds from, or otherwise extends credit to, the Issuer, that (i) the Issuer is unable to secure adequate credit accommodations from capital markets or other banking institutions, and (ii) the Issuer is not insolvent.

For the purposes of this certification, a person or entity is “insolvent” if it is in bankruptcy, resolution under title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or any other Federal or State insolvency proceeding, or it fails to generally pay its undisputed debts as they become due during the 90 days preceding the date on which the Issuer sold its bonds to, or obtained financing from, CCF.

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

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

I further acknowledge that the Board and the FRBNY may make public disclosures with respect to the PMCCF, including without limitation those required under applicable law. These disclosures may include the identity of the Issuer, the date and amount of assistance provided to the Issuer through the PMCCF; the form in which the assistance was provided to the Issuer; material terms of such assistance; and other information. On behalf of the Issuer, I consent to such disclosure.

Name of Issuer [Insert legal entity name]

Chief Executive Officer or Authorized Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Specific Support Certification

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Primary Market Corporate Credit Facility (the “**PMCCF**”), authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and approved by the Secretary of the Treasury (“**Secretary**”) on March 22, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343.

Under the PMCCF, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through Corporate Credit Facilities LLC (“**CCF**”), to which the Department of the Treasury is providing equity, CCF may purchase newly issued corporate bonds of eligible issuers and extend credit to eligible issuers through loan syndications in which CCF is a member of the syndicate.

The Issuer must certify that the Issuer has not received specific support pursuant to the Coronavirus Aid, Relief, and Economic Security Act (“**CARES Act**”). “Specific support” in this context means support pursuant to section 4003(b)(1)-(3) of the Coronavirus Economic Stabilization Act of 2020 (Subtitle A of Title IV of the CARES Act). Section 4003(b)(1)-(3) authorizes the Secretary to make loans, loan guarantees, and other investments in support of certain eligible businesses. The Issuer will not be eligible for the PMCCF if the Issuer has received a loan, loan guarantee, or other investment under section 4003(b)(1)-(3).

The certification must be made in writing by the Issuer’s chief executive officer or other authorized officer.

Form of Specific Support Certification:

Certification of CEO or Other Authorized Officer

I, the undersigned chief executive officer or other authorized officer of the Issuer named below, hereby attest to the Board, Secretary, FRBNY, and CCF that, as of the date hereof, and shall be deemed to attest to the Board, Secretary, FRBNY, and CCF that, as of the date of any transaction in which the PMCCF directly or indirectly purchases bonds from, or otherwise extends credit to, the Issuer, that the Issuer has not received specific support pursuant to the CARES Act.

For the purposes of this certification, “specific support” means a loan, loan guarantee, or other investment by the Secretary under section 4003(b)(1)-(3) of the Coronavirus Economic Stabilization Act of 2020 (Subtitle A of Title IV of the CARES Act).

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

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

Name of Issuer [Insert legal entity name]

Chief Executive Officer or Authorized Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Facility Fee

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Primary Market Corporate Credit Facility (the “**PMCCF**”), authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and approved by the Secretary of the Treasury (“**Secretary**”) on March 22, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343.

Under the PMCCF, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through Corporate Credit Facilities LLC (“**CCF**”), to which the Department of the Treasury is providing equity, CCF may purchase newly issued corporate bonds of eligible issuers and extend credit to eligible issuers through loan syndications in which CCF is a member of the syndicate.

Issuer acknowledges and agrees that the facility fee is an obligation of Issuer. To facilitate payment of the facility fee to the PMCCF, Issuer shall direct the applicable underwriter(s) to pay the facility fee on its behalf on the settlement date.

Name of Issuer [Insert legal entity name]

Chief Executive Officer or Authorized Officer

By:
Name:
Title:
E-mail:
Phone:
Date: