UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(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 periodiDelaware

46-2950

(State or other jurisdiction of incorporation or organization)

1211 Avenue of the Americas, New York, New York (Address of principal executive offices)

> (212) 416-3400 (Registrant's telephone number, including area code)

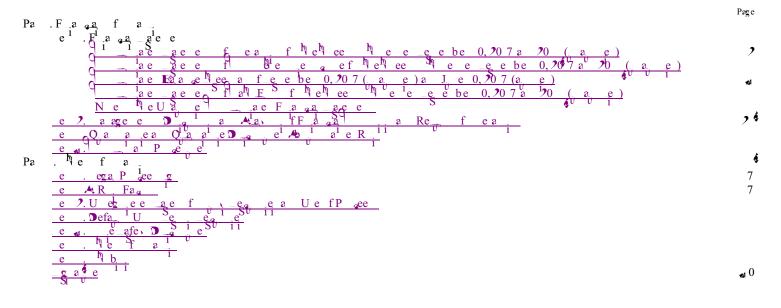
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(I.R.S. Employer Identification No.)

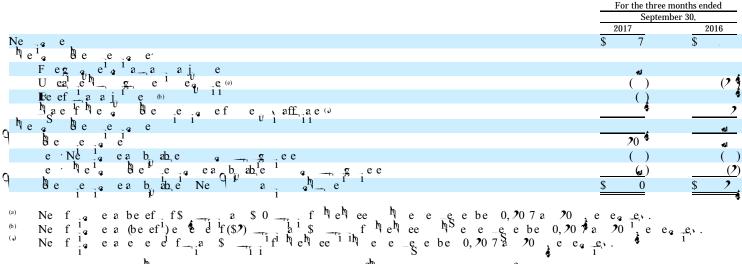
> 10036 (Zip Code)

NEWS CORPORATION FORM 10-Q TABLE OF CONTENTS



NEWS CORPORATION CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(U a e' · -)



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NEWS CORPORATION CONSOLIDATED BALANCE SHEETS $(-\frac{1}{1}, e_{e} = \frac{1}{2} a e a = e^{\frac{1}{2}} a e a = \frac{1}{2})$

	N e	As of <u>September 30, 2017</u> (unaudited)	As of <u>June 30, 2017</u> (audited)
Assets		(unaudited)	(audited)
Assets:			
			. <u></u> .

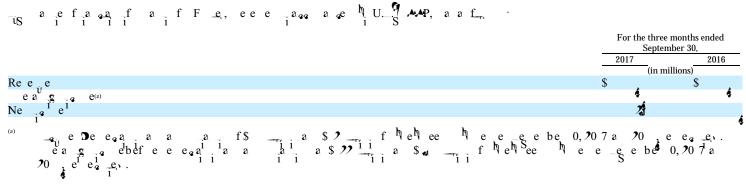
NEWS CORPORATION NOTES TO THE UNAUDITED CONSOLIDATED FINANCw.94 689.7A

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		s of er 30, 2017	As of June 30, 2017
	<u>_</u>	(in millions)	
ba faa ab ef a e e e e A a g \overline{U} a e g \overline{U} e e g \overline{U} e e g \overline{U} i A a g \overline{U} a e g \overline{U} e e e e e e e e e e e e e e e e e e e	\$	00	\$
$A_{a0} = g = e_a e_{-} t_{a0}$		()	<u>()</u>
Fa_aue fa a, ab, ef _a, e eau e	\$		<u>\$ 7</u>
Ne efe e a a e	\$		\$
^(a) ^h lefa, <u>a</u> e f ^h le ^l a, <u>aa</u> ab, ef <u>a</u> e e _q <u>e</u> a <u>e</u> e _n <u>e</u> a <u>i</u> ea e <u>h</u> ae bee <u>ha d</u> e h. 11 i i ii	_e hah	e _i ba f	ae_f.e
Equity Losses of Affiliates			
h_{e} a, $e_{j_{1}}$, $e_{faff_{1}}$ a e_{ea} $f_{r_{1}}$			
		For the three Septem	
		2017 (in mi	2016 llions)
F _L e ^(e)		\$ ()	\$ ()
$F_{e(0)}$ $h_{ee} \int_{1}^{1} aff_{11} ae, e$ $a_{ij} \int_{1}^{1} e faff_{i1} ae$ $a_{ij} \int_{1}^{1} e faff_{i1} ae$		() \$ (0)	() \$ ()
^(a) $a_{aa} a_{ac} h_{a} h_{a} = 0, a_{a} b_{b} = 9$ $a h_{c} h_{c} = 0$ $a \cdot a = 0.57$	a \$, e e _g	e, <u>e</u> ae h



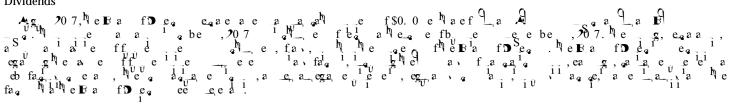
NOTE 5. EQUITY

 $h e f_{i} = g a b_i e_i a_i e_j a_i a_j a_j a_j e_j i$

	For the three months ended September 30,					
		2017			2016	
	News Corporation stockholders	Noncontrolling Interests	Total Equity (in mi	News Corporation <u>stockholders</u> llions)	Noncontrolling Interests	Total Equity
Baa de,begg f e	\$ 0,7	\$ 2 🚮	\$,07	\$, 🛪	\$ 2	\$,7 ?
Ne $e(1)^{1}$ 1 Ne $e e e e$			7	(4)		
he ¹ a be e ₃ a e	9	*1		*1	2	*1
$\mathbf{D}_{\mathbf{h}_{1}\mathbf{e}_{1}}$ e $\mathbf{h}_{\mathbf{h}_{2}}$	()	(?)	(05	()	()	(77)
η ¹ e ¹		()		()	()	(2)
Baa₂e,e fe i	\$ 0,	\$ 2	<u>\$</u> ,	\$,0	\$ 7	\$,7,4

f e i

Dividends



NOTE 6. EARNINGS (LOSS) PER SHARE

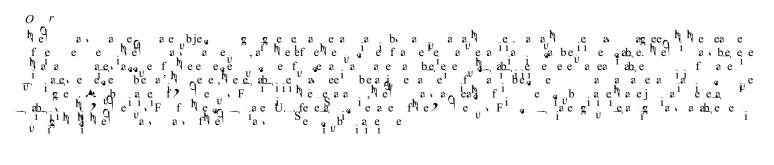
 hef_{n} $gabe ef hhe_{g}$ a_{1} fba a_{2} eea $g() ehae_{i} e A s^{2}$, a_{2} gehae'

	For the three months ended September 30,			
		2017	2016	
		(in millions, except p	per share amounts)	
Ne e	\$	7	\$	
e Ne e a bi ab e o - g e e		()		()
Ne a e^{h}) a a a^{h} b e Ne a^{h} a^{h} e^{h} e^{h}	\$	<u>.</u>	\$	()
We g^{h} e a e age u be f^{h} a e f_{a} u g u g ba g		2.*		0.
$1 \mathbf{D}_{10} = \text{eeffe}_{0} f e_{11} a a$		•		
Wegle aleage be that fa a gine		12		0.
Ne el)a a abe Ne da a de en a e ba a	\$	0. 🤈	\$ (0).0)
Ne $\frac{1}{1}$ e $\begin{pmatrix} \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ $	\$	0. 🤈	\$ (0).0)
he esthal a PURUS habee ef	haa	fa	a haaf hab	0.00

NOTE 7. COMMITMENTS AND CONTINGENCIES

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NEWS CORPORATION NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9. SEGMENT INFORMATION

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ege e gB DAhe a, ea e e b hel	a, hefeage, ac easthefe a cfagae ace a e a agele, te a e a a, ha ca e a a, che ca g a ¹ ce e a caga h $\stackrel{1}{}{1}$ a ca a te a a, che ca g a ¹ ce e a caga h $\stackrel{1}{}_{1}$ a ca a te a a, ah ghh fa g ef a ce h h $\stackrel{1}{}_{1}$ a ca a te a a, ah ghh fa g ef a ce h h $\stackrel{1}{}_{1}$ a ca a te a a, ah ghh fa f e a ca a te a a a a a a a a a a a a a a a a a
et a de feat file a b e e ege	i e e e zi e za a i da a e e za e de e e zi al e e e zi e za h di za a a a e e a zi e de e e zi al e e e zi e za e zi e za a di e e a zi e e e za e e e zi e e e zi e e e zi e e e e zi e e e e
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	For the three months ended September 30,		
	 2017	2016	_
	(in millio	ons)	
Reever			
Ne a f a e e	\$,2,1	\$,22	"
$\mathbf{B} = \mathbf{P}_{\mathbf{b}} \mathbf{b} + \mathbf{g} = 1 \cdot \mathbf{S} \cdot \mathbf{I}$	🖬 0		
$\int \mathbf{D} \mathbf{g} \mathbf{a} \operatorname{Rea}^{1} \mathbf{a} \mathbf{e} \mathbf{e}$	9 7	22	,
$\forall ab d e Ne P g a ^{1} g$	-)) ¢
he	<u> </u>		_
_a, e e , e	2,0	,	
			¢
^S Ne a f a e e	\$ 7	\$ 🚽	
$\mathbf{B} \mathbf{P}_{\mathbf{b}} \mathbf{b} \mathbf{g} 1 \mathbf{S} 1$	0	*1	ģ.
$\int \mathbf{D} \mathbf{g} \mathbf{a} \operatorname{Rea}^{1} \mathbf{a} \mathbf{e} \mathbf{e}$,	7
Jable Ne Pg à lg	27		3
h e T	1 2	61)

a a a a a a a a a a a a a a a a a a a	As of September 30, 2017 (in millions)	As of June 30, 2017
7a _agb,eae,e^		
Ne ¹ a $\begin{bmatrix} f & f \end{bmatrix} = e_{f} = e_{f}$	\$ <i>7</i> , 0	\$ 2, 2
	*1 Ç	
$\int \mathbf{D} \mathbf{g} \mathbf{a} \operatorname{Rea}^{1} \mathbf{a} \mathbf{e} \mathbf{e}$	*a *a	* 1 ? 0
ladiel Ne Pg & g	2.	2
¶ e [⊥]		
agagbeae, e	\$ 22	\$ 3
		\$

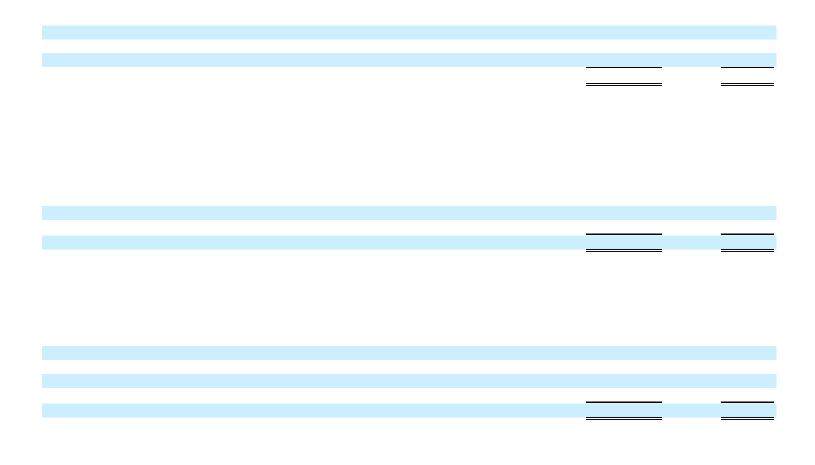
NOTE 10. ADDITIONAL FINANCIAL INFORMATION

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 $\operatorname{Re}_{\mathfrak{S}} e_{-\mathfrak{A}} b_{-} e_{-}, e_{-\mathfrak{S}} e_{-} f'$

	As of <u>September 30, 2017</u> (in mi	As of June 30, 2017 Ilions)
Re _a e _ab, e	\$,70	\$ \$ 41 41
🚓 la defade e	(🙀)	()
\mathbf{A} , $\mathbf{a}_{\mathbf{a}}$ \mathbf{e} $\mathbf{f}_{\mathbf{i}}$, \mathbf{b} $\mathbf{f}_{\mathbf{i}}^{U}$, $\mathbf{a}_{\mathbf{a}\mathbf{a}_{\mathbf{i}}}$	(4 ^{\$} _)	(a 🤧
Re _d e ab e, e	\$ <u>,</u>	\$,77
$h = a$, $e_{a}e_{a}b_{b}e_{a}$, $a = e_{a}f_{a}e_{a}e_{a}e_{a}e_{a}f_{a}e_{a}e_{a}e_{a}e_{a}f_{a}e_{a}e_{a}e_{a}e_{a}e_{a}e_{a}e_{a}e$	J _. e 0, ? 0 7 e	he eae, f

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 $\begin{array}{c} 0 \\ hef_{n} \\ \hline \\ 1 \\ ef_{n} \\ ef_{$

OVERVIEW OF THE COMPANY'S BUSINESSES

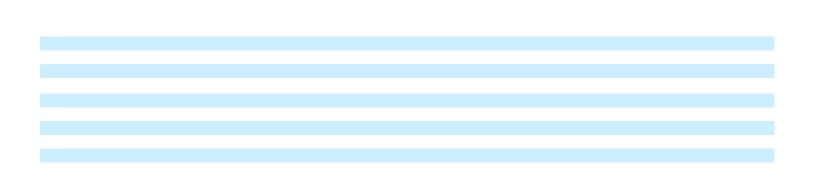
Other Business Developments

RESULTS OF OPERATIONS

R = 0, E = 1, R = 1, R = 1, R = 1, S = 1, S

	For th	For the three months ended September 30,				
	2017	2016	Change	% Change		
$ \begin{array}{c} (\begin{array}{c} & & \\ & & \\ \end{array}, \begin{array}{c} e & e \end{array}, \begin{array}{c} e & e \end{array} \end{array} \right) \\ Re & e \\ \end{array} $			Better/	(Worse)		
	\$ 70	\$ 70	\$.			
	¢ ¢	\$	0	%		
q i v a i a v b a i i	ŝ	9)	%		
Rea e a e h e	20 🕏	72		%		
h e	*1	2	20	%		
a, Ree , e	2,0	, ,		%		
ea_ge e e	(, 🔬)	(, 🐐)		%		
<u>e</u> , g, ge e a a a a a a e	(0) (\$\$)	(7)		%		
, e, e, ge e_a a a , a e De e_a a a a i i	(\$\$)	(90))	%		
Re $\frac{1}{1} \frac{1}{2} \frac{1}{3} age$	()	(20)		1%		
i de faff, a e	(0)	()		%		
eee	*	7	()	(🚮)%		
he, e	§	7	()	()%		
Income (loss) before income tax (expense) benefit	141	(1)	142	**		
e a (e e e)be ef	(🔬)		()	**		
Net income	7		7	**		
e Ne e a b _{il} ab e e <u>g</u> ee	<u> ()</u>	<u> ()</u>	<u>(</u>)	(? 7)%		
Net income (loss) attributable to News Corporation	<u>\$ 68</u>	<u>\$ (15)</u>	<u>\$ 83</u>	**		

** ea <u>gf</u>



B. P. . (20% f^h e^l a) $a = \frac{1}{1}$ are e $e = \frac{h}{1}$ e^h e e h e e e e be 0, 207 a 20)

		For the three months ended September 30,			
(, e & %)	2017	2016	Change Better	% Change /(Worse)	
$R^{b} e^{-1}_{0i} e^{-i}$					
du e	\$	\$ 7🚮	\$2	%	
h e	¢.				
Total revenues	401	389	12	3%	
ea ge e e	(? 77)	(27)	(0)	(a)%	
e, g, ge e a a a a a a	(7.11)	(75)	<u> </u>	~	
Segment EBITDA	\$ 50	\$ 48	\$ 2	4%	

F h e h e e _ e e b e 0, 207, _ e e B D A a h e B P b h g e g e _ e a e \$2 - 1, \$3%, a \$a a e h e $\bullet e = g e = ff_{1}a^{3}207$. $h e_{1}e^{ca}e^{a}a^{2}a^{2}$

	For the three months ended September 30			
	2017	2016	Change	% Change
$\left(\begin{array}{c} 1 \\ 1 \end{array}\right)$, e ϕ e %			Better	/(Worse)
Re e je				
o [™] e ₁ .g	\$.	\$ 🖬	\$2	%
$a_{a}^{11}a_{a}^{11}a_{a}^{11}b_{a}^{11}a_{a$	₹ 1		(?)	(%
$\operatorname{Red}^{\mathrm{le}} e^{\mathrm{ale}} = 1 - 1 - 1$	20	7)		%
h e		*1	*1	**
Total revenues	271	226	45	20%
ea ge e e	()	(0)	()	(0)%
<u>e</u> , <u>g</u> , <u>g</u> e <u>a</u> a <u>a</u> e	(🔬)	()	(🔬)	()%
Segment EBITDA	\$ 95	\$ 67	\$ 28	42%

** $ea _gf_{1}$

F heh ee h e e e be 0, 20, 7, e e e h e g a Rea a e e e e e e e e e e g e g e g e g e g e f e e e e be 0, 20, 7, e e e g

F	heh ee	hee	_e e be	0, 2 0 7, _eg	e B D A	kaĥeDg_a Rea	ae_e _e eg	e _eeae \$	57, 👩 2%, a
4	ae ^h e	e e	g e	ff2, 20 🦻.	he seae	$= -eg_1 e^{-1}B DA$	aheet h	$\mathbf{b} = \mathbf{c} \mathbf{b}$	$\begin{array}{c} & & & & & \\ & & f & R & & \\ & & f & R & & \\ & & & & \\ & & & & \\ & & & & &$
	ef\$	a \$	$\frac{1}{-1}$, e	$e_{a}^{1} e_{b}$,		l'els e e e e e	e ab e, a <u>a</u>	₅ , ¹ ffeb, \$	
а	ae MM	'g¶e ee	$e_{ij}e^{1}$	1	1 10	1 0	1		
	1 1	1	U	~					

C = N P $(7\% f^{h} e^{h} a)$ $a = \frac{1}{1}ae e e e^{h} e$

	For the three months ended September 30,			
	2017	2016	Change	% Change
(;; ; , e <- %)			Better/	(Worse)
Rè e' i e '				
	\$ 2	\$? 7	\$ ()	(a)%
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	ģ.		<u></u>	*
Total revenues	145	128	17	13%
ea ge e e	(07)	(0)	()	()%
				()%
Segment EBITDA	\$ 27	\$ 14	\$ 13	93%

** ea gf_{U}

I P E S $A = \frac{1}{2} P = \frac{1}{2} E S$ $A = \frac{1}{2} P = \frac{1}{2} E S$ $A = \frac{1}{2} P =$

Ne a^{h} i	$a a f_{\overline{1}} (\overline{1 \overline{1} \overline{1} \overline{1}})$
For the three months ended September 30,	2017 2016
Ne a^{p_1} e e ga e f e g ea \dot{v} i i i i i i i i i i i i i i i i i i i	$\frac{2017}{\$(2)} \frac{2016}{\$(2)}$
Ne a^{h} e e ga_{a} e f ge_{a} a 32 f he^{h} e e e e be a^{h} e e ga_{a} e f ge_{a} a 132 f he^{h} e e f e e e be a^{h} e e ga_{a} e f ga_{a} e f a^{i} f he^{i} e ge_{a} f he^{i} e ge_{a} f fa^{i} f a^{i} f he^{i} e ge_{a} f fa^{i} f a^{i} f he^{i} e ge_{a} f fa^{i} f a^{i} f a^{i} f he^{i} e ge_{a} f fa^{i} f a^{i} f a^{i} f he^{i} e ge_{a} f fa^{i} f a^{i} f a^{i} f he^{i} e ge_{a} f he^{i} e ge_{a} f fa^{i} f a^{i} e ge_{a} f he^{i} e ge_{a} f	0,207 a ae e ghehee $heeha$ a ae e e f
$\begin{array}{cccccccccccccccccccccccccccccccccccc$	
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For the three months ended September 30,	2017 2016
Ne a^{n} e f a ga e f a g e a 1 1 1 1 1 1 1 1 1 1	$\frac{2017}{\$()}$ $\frac{2016}{\$()}$
he e cae e cah e fa c ga e f c g e a fheh e h e e e e be 0, ch e fa g a i i h e i g e f a g a c e f c a 207 a S a e e a e f b a e i i h e a c i i f W e e f i f f e f e e e e be e a e f b a i e i h e a c i i f W e e f i f f f e f e e e e e be e a e f b a i e i h e a c i i f W e e f i f f e f e e e e e be e a e f b a i e i h e a c i i f W e e f i f f e f e e e e e be f e e e e b e f e e e e e b e e e e e b e e e e	207a ae hee heabe ae fhe 0,20 . €

R,..., **F**,.. **C F**..

$h_{ef_{n}}$ gabe ee a e_{a} a fe a^{h}_{i} e g_{i} g ea gaa e fee a^{h}_{i} f a be Ne^{h}_{i} a i

For the three months ended

		September 30,		
	20	017	2016	
		(in millio	ns)	
Ne alle i geagaa e	\$	(a)	\$ (? _)	
$e^{-\gamma}a_{-\alpha}e^{-\beta}e^{-$		(2)	(4 ^{\$})	
		()	(7)	
$e \in \mathbb{R}$ \mathcal{A} if fee $a^{\mathbb{R}} \perp$		(299	(?)	
$\mathbf{P}_{ij} \stackrel{\mathcal{H}}{\rightarrow} \mathbf{a}^{\mathbf{h}} \stackrel{\mathcal{L}}{\rightarrow} \mathbf{e} = \mathbf{e}_{\mathbf{e}} \mathbf{e}_{\mathbf{f}} \mathbf{f} \mathbf{R}_{\mathbf{h}} \stackrel{\mathcal{H}}{\rightarrow} \mathbf{i}$			2	
$Fee_{a}a^{h}f$ a <u>a</u> <u>ab</u> e Ne a_{1}	\$	(0)	\$ (7)	
		•		

ee b g e^heFa, bae e^he (a)a a Raef a (b)^heBaeRaef a eab a ef h he^le Ag ee e hea i abe ag a i^he^l e ifee aebae he a gg he^le Ag ee e h a a e bae he^l aⁱ, a j e ea g i e e ag a A f eⁱ e be 0,207, he^l aⁱ a a ga i e fee f0.22 % a baa e a a a abe ag f0.0% f aⁱBaeRaeb ga .0% f a a Raeb $\frac{1}{5}$.

A fhe ae fh f_{1} , hel a habea f_{1} ehe Fa₂, i.

$REA_{G}G = (U_{1}, v_{1}, v_{2}, R_{1}, \dots, L_{n}, F_{n}, \dots, R_{n})$

fPev.he

e^heR AFa, bea ee a af a g ae f^he A a BBY a ag he age f0. % a % ee g R A e e e age a A f e e be 0, 207, R A a s a ag f be ee 0. % a .0%. R A aⁱ a ae, i e e f he e e e e e be 0, 207, a eg e a e age e a e f2. %. he R AFa, e i e R A i a a e e e age a f e a 2 .0 a a e e e age aⁱ f e ha .0 .0. A f e e be 0, 207, R A i a a e f e a f e a f e a . q \$^Ŭ R 🕅

С.

 $h e^{ij}$ $N e^$ see g or a e e, affer

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK h = a, h = e ffee, e f = e i = 1, 0, 0 f h = 1, 0, 0, 0, 0, 0 f h = 1,

ITEM 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures \mathbf{O}

	Asclosure Controls and Procedures	
h e	a, age e, hhe a a fhel a, hef e e ff e a heff a fiel, a e a e he fhel a, i e i i a e e (a hie eff e i R e a' (e) a' () ¹ (e) e th e e e e a f a, a a e e ^t (he hage A)) a the e fhe e i e e ^t b ^t a e, e Bae be he e e heff e e e ff e a heff a a ff e a e e e (a hie e the e i e e b ^t hee f e e, he e a e e e heff e e e ff e a heff a a ff e a e e e ha, a fhee f e e e, he e a e e e e e e e e e e e a e ha, a fhee f e e e e e e e e e e e e e e e e	
effe a	$f^{n}e^{-1}a + \frac{1}{2}a + \frac{1}{$	
∼ p³	Ay f a, a a e e ¹ (¹ e, ¹ / ₂ a ge Ay)) a thee thee ¹ e ¹ e ¹ b ¹ h _ a e ¹ e , Bae ¹ b e a a ¹ , ¹ e	
9	Thefeq_effqea Theffaqeffqehaeq_e end, a thee fighe, he av quet	
а	e ¹ eeeffe ¹ e ¹ e ¹ e ¹ g, ¹ ge ¹ .00 ¹ a, 7. ⁴ f.00 ¹ a, 7. ⁴ a.0 ¹ 0.000 ¹ a.00 ⁷ ((a ¹ gea, ¹ b.e) ₁ .R _b ea ¹ , ¹ c, (a) fba.0	00

PART II

ITEM 1. LEGAL PROCEEDINGS

 $hef_{i} = f_{i} f_{i} = he_{i} ef_{i} ef_{i} eega P_{eega} P_{eega} he^{he}_{i} = a \cdot 207 F 0 K.$

С. **З**ал, **ІЗ**. V

A e e h e 207 F 0 K, Va a (Va a) a , (Va a) a e e a a e e g aga h e a a / e a f ib a e N e be , 20^{i} . $h^{i} e f i$ a e g (Va a i), Va a f e a f e e e i e a e (NA^{i}) , Ne A e a a e gF_{-} . $f e e^{i}$ a Ne A e a i e ge^{i} a e gF_{-} . $f e^{i}$ (NA F_{-}) a Ne A e a i e ge^{i} e ge^{i} a e (NA^{i}) , Ne A e a a i e gF_{-} . $f e^{i}$ (NA F_{-}) a Ne A e a i e ge^{i} e gF_{-} . $f e^{i}$ e i e ge^{i} a e gF_{-} e e^{i} e $e^$

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

N e.

he e f te A e e a Re a e P f , Agee e a he A e e a Re a Re a Re a Pa a e a fe he e e b, he f e f e A e e a Re a e P f , Agee e a he A e e a Re a e Re a Pa , ha e f e a i h b b. a 0.2, e e e, h Q a e, Re f

SIGNATURE

$$P_{U} a h e e_{U} e_{U} e_{T} h e e_{U} e_{T} e_{T} h e e_{U} e_{T} e_{T} h e e_{T}$$

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Exhibit 10.1

AMENDED AND RESTATED

$$f^{h}$$
 h Ag ee e, () h e f^{h} Ag ee e a a a , e ea () h eable e fa
 $e^{-1}e^{-1$

 $e_{1} f_{1}^{(a)} f_{2}^{(b)} e_{1}^{(a)} e_{1}^{(b)} e_{1}^{(b)$

(a) $he e_{a} e_{a} he_{a} e_{a} e_$

() Whethere equilibrium end of the end of the equilibrium end of the equilibrium end of the end of the equilibrium end of the end of the

(g) he equilibrium e be bje, a_1 , h_1 a a_2 , h_2 , h_1 e_1 , e_2 , e_2 , e_3 , h_1 , h_2 , h_2 , h_1 , h_2 , h_1 , h_2 , h_1 , h_2 , h_2 , h_2 , h_1 , h_2 , h_1 , h_2 , h_2 , h_2 , h_2 , h_2 , h_1 , h_2 ,

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()
$$he^{\eta}$$
 as a e ache eque e se he ha f que, eat
 $ab_{1,1}, bje_{q}$

0. $\int \underline{e a}_{1 \downarrow j} \underline{e a}_{1 \downarrow j}$ (a) $f^{h} e_{j} e_{j}$, $e f^{h} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j} e_{j} e_{j} e_{j} e_{j} e_{j}$, $h^{i} e_{j} e_{j}$

() fhe^{ij} a, h_{2} , e_{-} a e^{ij} e e_{-} , e_{-} , e_{-} , e_{-} , e_{-} , $h_{1}e^{ij}$ e e_{-} , $h_{2}e^{ij}$, $h_{2}e^$

h) he eque ha hae , gae he eque a age hee e a av i e ea e b, he eque f, ghe eque e^{11} a h i a e (a ef e e e (a)) i he eque e gai i v i^{a} $-e^{-1}$ e^{1} e^{1} e^{1} e^{1} e^{1} e^{2} e^{1} a able he eque (a) heeve i i i v i^{a} $-e^{-1}$ e^{1} e^{1}

(a) he^{1} at e f a efe $he^{1}e^{2}e^{2}e^{2}e^{2}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}a_{0}e^{2}he^{2}he^{2}a_{0}a_{0}a_{0}e^{2}h$

(b) \mathbf{D}_{i} \mathbf{g}^{h} \mathbf{e} \mathbf{e} \mathbf{a} \mathbf{f}^{h} \mathbf{e} \mathbf{e} $(), \mathbf{e}$ \mathbf{a} \mathbf{a} \mathbf{f}^{h} \mathbf{e} \mathbf{e} \mathbf{e} \mathbf{a} \mathbf{f}^{h} \mathbf{e} \mathbf{e}

 $2 \cdot \underline{-e_{\alpha}} \cdot \underline{0} \wedge$

 $\begin{array}{c} \begin{array}{c} (b) \\ (b) \\ (c) \\$

() a_{1}^{h} a e a_{2}^{h} e_{1}^{h} A_{2}^{h} e_{2}^{h} A_{3}^{h} e_{1}^{h} b_{1}^{h} b_{2}^{h} a_{2}^{h} a_{2}^{h} a_{2}^{h} a_{3}^{h} a_{4}^{h} a_{4}^{h} a_{4}^{h} b_{1}^{h} a_{2}^{h} b_{1}^{h} a_{2}^{h} a_{2}^{h} a_{3}^{h} a_{4}^{h} a_{4}^{h} a_{4}^{h} a_{4}^{h} a_{4}^{h} b_{1}^{h} a_{4}^{h} b_{1}^{h} a_{4}^{h} a_{4}^{h}

(e)
$$h e^{q}$$
 a $h_{\underline{a}}$ $\cdot \overline{v}$ $h_{\underline{b}}$ $h e e_{q} \cdot e_{\underline{i}} g fa_{\underline{i}}^{h} ega$

2. <u>Reeea</u>. hel ave ee hahel ave equations are even the set of th

 $[S \quad r \quad r \quad r \quad r \quad r$

NW N WHR F, $h = a e^{h} = b^{h} = a e^{h} = a^{h} =$

$N W_{-S}^{Q} RP R \land N$	
$ \begin{array}{c} \mathbb{B} \stackrel{\cdot}{\underline{}} & \underline{//Ke^{\frac{h}{h}}a_{-}} \stackrel{h}{\underline{}} & \underline{Jee} & \underline{e} \\ Na & \underline{e} \stackrel{\cdot}{\underline{}} Ke^{\frac{h}{h}a_{-}} \stackrel{Sh^{1}}{\underline{}} \underline{Jee} & \underline{e}^{1} \\ \underline{}_{\underline{}} \stackrel{e^{-}}{\underline{}} \stackrel{h}{\underline{}} & \underline{e}f^{1}H_{-} \stackrel{Sa^{-}}{\underline{}} Re_{-i} \stackrel{e^{-}}{\underline{}} \stackrel{e^{-}}{\underline{}} \\ \end{array} $	
Na e Ke a_{S} Jee e e h ef H a Re e	ff æ

- $\mathbf{D} \stackrel{\mathbf{A}}{\to} \mathbf{D} \stackrel{\mathbf{B}}{\to} \mathbf{P} \qquad \mathbf{F}_{-} \stackrel{\mathbf{K}}{\mathbf{S}} \mathbf{Y}$
- $\frac{1}{1}$ Da <u>B. P. f.</u>

Exhibit 10.2

NC TRANSACTION, INC.

RESTORATION PLAN

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NC TRANSACTION, INC. RESTORATION PLAN

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AR 9 2. PAR 9 PA NAND P Y R R D -S

2. Pa a_{11}a_{11}

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2. - vel e i

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AR 9 . N R - S R D - S

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AR 9 a. R NA NAND D - R EU N

a. e a f f e e 9 e i

AR 9 a. R NA NAND D - R EU N

a. e a f f a e Pa a a

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AR 9 a. R NA NAND D - R EU N

a. e a f f a e Pa a a

i f a e e a f f a e e a

AR 9 A. - R NA N FP AN

. 9 e e Aa a De ega i

. AR 9 A. - PR 9 DUR

. 9 a f - v e.

7. A e e e a f f e e a.

7. N 9 a f - v e.

7. Pa e Pe v e ega D ab i ii

7. Pa e e i f Be ef i

7. Pa a f e e.

7. Pa a a f e e.

7. Pa a a e e.
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7	Whh	g 1
7.0.	_e e ab_	ii.

Page

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NC TRANSACTION. INC.

RESTORATION PLAN

ARTICLE 1. DEFINITIONS

1.1. "<u>Account</u>"

1.2. "Additional Compensation"

h e

1.3. "Affiliated Entity"

ea a, a a <u>e</u> ab , a eh , heb e e , ea e fa e ha <u>g</u>e , ee h he **B** a f**D** e i h a e e e (1 + h) ea a e a e f^{1} h e h eb ef f^{1} fh $\frac{1}{12}$ a, a $\frac{1}{12}$ a e $\frac{1}{12}$ a e $\frac{1}{12}$ b e e $\frac{1}{12}$ f $\frac{1}{12}$ a $\frac{1$

1.11. "Disability"

1.19. "Participant" ea a <u>gb</u>e vee he kan hel av a Affae ve a vele vehee fh Pa. 1.20. "<u>Plan</u>" ea hen a $a_{\overline{1}}$, e^{Re} a $\frac{1}{1}$ Paaef h e^{h} e^{h} a a a e e f $\frac{1}{1}$ e^{-e} .

1.21. "<u>Plan Year</u>" ea h e e e h e beg g Ja ja, a e g**D**e e be .

1.22. "Separation from Service"

ARTICLE 2. PARTICIPATION AND EMPLOYER CREDITS

2.1. Participation.

2.2. Employer Credits.

(a) <u>Determination of Employer Credits</u>. APa a hepahabeeghe eæea .e⁹ e ea .% f^h Pa a A i e a f a Pa Yea.¹¹ i e Pa habeeghe eæea .e⁹ e ea .% f^h (b) <u>Crediting of Employer Credits</u>. A .e⁹ e habeee e he Aa e ehe Pa fa Pa a ha fehe e e f e f <u>e</u> . (a) he e e ea a a e i <u>v</u> f e Pa Yea habeege a ha eæe e he a habeer e he e a habeer e he e a fa a eæe e habear e f v Ha Yea.

2.3. Vesting

ARTICLE 3. INTEREST CREDITS

3.1. Interest Credits.

Alle feal Pa Yea, a a, e e gae b, hele, ee, a e a e, he a e fai be ef he e, eal Pa a Aga ha be a e e hiele, ee e i a e a i 2, hiha e a a e e he y Pa Yea, f e e a f he a e ha a e e f e e e i e hiele , fai.

3.2. Determination of Interest Credits.

ARTICLE 4. TERMINATION AND DISTRIBUTION

4.1. Termination of Active Participation.

(a) <u>Direction by Committee</u> , $h e^{i}$, e^{i} , e^{i} , e^{i} , h^{i}
a Pa Yea, 1^{H} ee e 1^{H} ee a 1^{H} $ae_{\text{e}} = 1^{\text{H}}_{0} 0 \text{ A} f^{\text{H}}$ e e). $fa Pa = a^{-1} a_{0} e a = a^{-\text{H}}_{0} e Pa = a^{-1} e^{-1} e^{-1}$
$\begin{array}{cccccccccccccccccccccccccccccccccccc$
(b) <u>Termination of Employment</u> . a_{1}^{h} Pa a_{1}^{a} a_{2}^{a} e_{1}^{a} a_{1}^{a} a_{1}^{b} a_{1}^{b} a_{1}^{b} a_{1}^{b} a_{1}^{b} a_{1}^{c} a_{2}^{a} a_{2}^{b} a_{1}^{b} a_{1}^{c} a_{1
4.2. Distribution of Account.
$\begin{array}{cccccccccccccccccccccccccccccccccccc$
(a) <u>Form of Distributions</u> . U a Pa a e a f e e , h e a e e h a e e h b e a b e a f e a b a b e b a b b e a a b b e a b b e b a b b e b a b b b e b a b b b b b e b
$\begin{array}{cccccccccccccccccccccccccccccccccccc$
$\begin{array}{cccccccccccccccccccccccccccccccccccc$
$\begin{array}{cccccccccccccccccccccccccccccccccccc$
S i S i (?) f ^h ebaa e_a a Pa e_a A_{aa} $h_{e}a$ a $f^h e_a e a$ $a e_b$ $h_a = e_a a_b$ $f_b = e_a e_a$ $geae ha head 0.2(g) A_a$ a $h_b = Pa a_b$ $f_b = e_a a_b$ $f_b = e_a e_a$ $afeh_a a_b$ e_b $fageff^h f_b = (), he b_b$ $h_b = be a_b$ $a e_b = (0) a_b$ $e_a e_a$ $f_b = a a_b$ $f_b = a a_b$ $f_b = a a_b$ $h_b = a a_b$
$a e = e (0) a e = \frac{1}{1} \frac{1}{1} \frac{1}{1} \frac{1}{1} \frac{1}{1} e^{-1} e^{-1} \frac{1}{1} e^{-1} \frac{1}{1} e^{-1} \frac{1}{1} e^{-1} \frac{1}{1} e^{-1} e^{-1} \frac{1}{1} e^{-1} $
0

(A) $f^{h} e Pa$, a _e aa f _e e aa e f e^{h} , h e f, fa, <u>a</u> e a e <u>ha</u> be a e <u>hef</u> () <u>h</u> $f^{h} e_{a}ae a$ <u>ja e f</u> f_{a} <u>s</u> $e^{h} eeffe_{a}$ <u>e aa e f</u> $e^{h} e_{a}aa$ <u>f</u> $e^{h} e_{a}ae^{h} a$ <u>ja e ha</u> be a e^{h} $Ja_{ij}a$, fea_{a}^{h} , $ea^{h} eeafe$ <u>s</u> $e^{h} e_{a}e^{h} e^{h}$ <u>e i</u> e^{h} . (P) fa Pa <u>a</u> <u>b</u> $aa = b^{h} e^{h} e^{h} e^{h}$. (P) fa Pa <u>b</u> $aa = b^{h} e^{h} e^{h} e^{h}$.

(b) <u>Calculation of Installments</u>. fa b a a a a a e , eah a e a e (e e h e a) ____e a h e ba a e h e Pa a a A a h e a b e a b e a e e e h e a f a e e b h e be f e a g a e '(____ gh e b e f e a g a e f a e f a e f a e f a e b e f e a g a e f a e f a e b e f e a g a e f a e

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 $\frac{1}{1} \qquad \frac{1}{1} \qquad \frac{1}$

ARTICLE 5. ADMINISTRATION OF PLAN

5.1. <u>Committee Action and Delegation</u>.

(a) <u>Committee Action</u> . ^h e a $_{\bullet}$ f ^h e	_eebe_eeeb.he	e heaff de e fa	a aj febe.
Ag_ abe a e b ¶ e _ e e a a ee _ g	$\frac{1}{1} \frac{1}{11} \frac{g}{11} \frac{\eta}{11} \frac{g^{1}}{11} \frac{g^{1}}{11} \frac{g^{2}}{g^{2}} \frac{g}{g}.$	$\Pi e e b e f \Pi e I e e e e e e e e e e e e e e e e e$	$e f^{M} e_{1}^{I} be a$
(a) <u>Committee Action</u> . $h ea_{a}$ fh el a be a e b h el ee a a ee g h e i ee a e e a e e e a i h a (b i ee h e i ee a h a e e fh e e a h e i e e i b a f fh el ee.) bea e be friei	e^{1} e^{1} e^{1} e^{1} e^{1}	$\underline{\mathbf{L}}_{\mathbf{n}}$ ee $\underline{\mathbf{g}}$ a $\mathbf{a}_{\mathbf{g}}$ \mathbf{I} a e e e e a e f a e
he $e_{e_{1}}^{1}$ be af fhe ee.		1	
1 1 1 1			

ARTICLE 6. CLAIMS PROCEDURE

6.1. Claims.

6.1. Claims. (a) Claims for Benefits. As a f be ef b aPa a a s e a sh h aPa a e e h e Pa h e Claimant)h a be e ee (a) = (a) + (a

 $\begin{array}{c} a e^{a}e^{a}e^{a}e^{a} a^{a} a^{b} a^{b} e^{b}e^{a}e^{a} a^{b} a^{b} e^{b}e^{a} e^{a} a^{b} a^{b} e^{b} e^{a} e^{a} a^{b} a^{b} e^{b} e^{a} e^{a} a^{b} a^{b} e^{b} e^{$ h

7.3. Payments to Persons under Legal Disability.

7.4. Unclaimed Benefits.

ab Pa a ha ee hel ee fe ha e a e a he e a e h Be ef a, (e). Hel ee ha be b gae ¹ ea f he he eab ¹ fa¹. Pa a ¹ Be ef a, a f ¹ e a be ¹ ae ¹ he (c), ea f¹ he aea, a e he e e f e be a e, he he e a be f he b ga¹ a a be ef e h ¹ e (), ea f¹ he Be ef a, a ¹ be ef ha be e ab, f fe e.

 $f_{a} = e^{a} a e^{a} e^{b} e^{b} e^{b} e^{b} e^{a} e^{b} e^{a} e^{b} e^{b} e^{a} e^{b} e^{b}$

7.6. Construction.

Chief Executive Officer Certification

Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

N e be , **?**07

B · / / R b	be J.	հ		
$\frac{\eta_{h}^{R be}}{\eta_{h}^{R be}}$	J. Ŋ			
٦٣ ef	e q	e	ff _e e a	

Chief Financial Officer Certification

Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

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Exhibit 32.1