RESOLUTION NO. 2024-15

RESOLUTION OF THE HENDRICKS COUNTY REDEVELOPMENT COMMISSION AMENDING RESOLUTION NO. 2008-6 AUTHORIZING THE ISSUANCE OF TAX INCREMENT REVENUE BONDS FOR THE PURPOSE OF PROVIDING FUNDS TO BE APPLIED TO PAY FOR CERTAIN ECONOMIC DEVELOPMENT PROJECTS AND INCIDENTAL EXPENSES IN CONNECTION THEREWITH AND ON ACCOUNT OF THE ISSUANCE OF THE BONDS

WHEREAS, the Hendricks County Redevelopment Commission (the "Commission") pursuant to IC 36-7-14 (the "Act") serves as the governing body of the Hendricks County Department of Redevelopment; and

WHEREAS, pursuant to Resolution No. 2008-6, adopted on August 18, 2008 (the "Original Bond Resolution"), the Commission issued its Redevelopment District Tax Increment Revenue Bonds, Series 2008, dated September 2, 2008, in the aggregate principal amount of \$3,910,000 (the "2008 Bonds"); and

WHEREAS, pursuant to the Original Bond Resolution, the Commission issued its Redevelopment District Tax Increment Revenue Bond Anticipation Notes, Series 2009A, dated October 20, 2009, which matured on August 1, 2014; and

WHEREAS, pursuant to a reimbursement agreement dated as of October 20, 2009 among Hendricks County, Indiana (the "County"), the Hendricks County Regional Sewer District (the "Sewer District") and the Commission, the Sewer District provided funds in the amount of \$2,035,000 for the construction of certain sanitary sewer projects (the "2009 Sewer TIF Obligation") in exchange for the Commission's agreement to reimburse the County for such expenditures and the County's agreement to reimburse the Sewer District in a like amount; and

WHEREAS, Raindrop, LLC (the "2008 Bondholder") is the sole bondholder of the 2008 Bonds; and

WHEREAS, pursuant to Resolution No. 2023-29, adopted by the Commission on September 13, 2023 and confirmed by Resolution No. 2023-39, adopted by the Commission on November 8, 2023, a portion of the Allocation Area (as defined in the Original Bond Resolution) was removed to establish a separate allocation area to be known as the Westpoint Business Park Allocation Area No. 2 (2023) (the "2023 Allocation Area"); and

WHEREAS, the remaining portion of the Allocation Area after removal of the 2023 Allocation Area is now referred to as the Westpoint Business Park Allocation Area No. 1 (2008) (the "Modified 2008 Allocation Area"); and

WHEREAS, the Commission, the 2008 Bondholder and the Sewer District desire to: (i) approve the amended 2008 Bonds (the "Reissued 2008 Bonds"), (ii) approve the amendments to the Sanitary Sewer TIF Obligation (the "Restructured Sanitary Sewer TIF Obligation") as provided herein and in the Amended and Restated Reimbursement Agreement (as defined herein), and (iii) amend the Original Bond Resolution as set forth herein;

NOW, THEREFORE, BE IT RESOLVED by the Hendricks County Redevelopment Commission, as follows:

SECTION 1. <u>Defined Terms</u>. Unless otherwise defined herein, capitalized terms used in this Resolution shall have the meanings ascribed to such terms in the Original Bond Resolution.

SECTION 2. <u>Amendments to the Original Bond Resolution</u>. The Original Bond Resolution is hereby amended as set forth in this Section, subject to the written consent of 2008 Bondholder, as the sole bondholder of the 2008 Bonds:

- a. Section 2(b) of the Original Bond Resolution is hereby amended and restated in its entirety to read as follows: "Source of Payment. The Bonds as to both principal and interest shall be payable solely from incremental tax revenues collected in the Modified 2008 Allocation Area pursuant to Ind. Code § 36-7-14-39 (the "Pledged TIF"). The Commission hereby pledges the Pledged TIF to the payment of the principal of and interest and premium, if any, on the Bonds, on parity with the pledge thereof to the payment of the Restructured Sanitary Sewer TIF Obligations. The Bonds are not a general obligation of the County or the District, but are limited and special obligations of the District payable solely from the Pledged TIF."
- b. Section 2(c) of the Original Bond Resolution is hereby amended to provide for the final maturity of the Bonds to be February 1, 2037 rather than February 1, 2035.
- c. Section 2 of the Original Bond Resolution is hereby amended to add the following therein:
 - "(e) Notwithstanding any other provision of this resolution to the contrary, any portion of the principal or interest due on the Bonds or the Restructured Sanitary Sewer TIF Obligations that remains unpaid due to a shortfall in Pledged TIF shall not be deemed defeased or otherwise satisfied, shall not be considered paid, and shall continue to be due and owing until the earlier of: (i) full payment by the District; or (ii) February 1, 2037. Interest shall not accrue on the interest that remains unpaid beyond the applicable debt service payment date. After February 1, 2037, all Bonds and the Restructured Sanitary Sewer TIF Obligations shall be deemed to be paid and no longer outstanding for all purposes of this resolution, all obligations of the County and the District hereunder shall terminate, and under no circumstances shall any payments be due on any Bonds or the Restructured Sanitary Sewer TIF Obligations after February 1, 2037."
- d. Section 8(d) of the Original Bond Resolution is hereby amended and restated in its entirety to read as follows: "Excess Funds. After making the deposits described above, any remaining Pledged TIF shall be deposited in the General Account of the Allocation Fund and shall be available in the following order of priority:
 - (1) to pay unpaid prior Debt Service overdue on the Bonds and Restructured Sanitary Sewer TIF Obligations, on a pro rata basis:

- (2) to pay registrar and paying agent fees;
- (3) to pay related miscellaneous fees and administrative costs in the amount of \$5,000 semiannually;
- (4) to redeem, purchase or defease the Bonds prior to maturity;
- (5) after all Bonds have been legally defeased, for any other purposes permitted by the Act, including the release of excess assessed value to the taxing units as provided under the Act."
- e. Section 11 of the Original Bond Resolution is hereby amended and restated in its entirety to read as follows: "Pledged TIF. The Bonds as to both principal and interest, shall be payable from and secured by an irrevocable pledge of the Pledged TIF, on parity with the pledge thereof to the payment of the Restructured Sanitary Sewer TIF Obligations. The District shall not be obligated to pay the Bonds or the interest thereon except from the Pledged TIF, and the Bonds shall not constitute an indebtedness of the District, the County or any municipal corporation or political subdivision of the State of Indiana within the meaning of the provisions and limitations of the constitution of the State of Indiana."
- f. The Original Bond Resolution is hereby amended to replace all references to the defined term "Tax Increment" with "Pledged TIF" and "Sanitary Sewer TIF Obligations" with "Restructured Sanitary Sewer TIF Obligations."

SECTION 3. Modification of Certain Terms of the 2008 Bonds. The modifications of the 2008 Bonds will be effected by the exchange of the original 2008 Bonds for the Reissued 2008 Bonds, as more fully provided in the Reissued 2008 Bonds. The Reissued 2008 Bonds shall be designated "Hendricks County, Indiana, Redevelopment District Tax Increment Revenue Bonds, Series 2008 (2024 Reissued Bonds)." The substantially final form of the Reissued 2008 Bonds attached hereto as Exhibit A is hereby approved, which Reissued 2008 Bonds may be issued in one or more subseries with such sub-designations to be made to such form. The Reissued 2008 Bond shall be exchanged for the outstanding 2008 Bonds, with such changes to the form thereof as such officers deem necessary or advisable. The Reissued 2008 Bonds shall constitute a first charge against the Pledged TIF, on parity with the Restructured Sanitary Sewer TIF Obligation.

SECTION 4. Modification of Certain Terms of the Restructured Sanitary Sewer TIF Obligation. The Amended and Restated Reimbursement Agreement among the County, Sewer District and the Commission, with respect to the Restructured Sanitary Sewer TIF Obligation, in substantially the form attached hereto as Exhibit B (the "Amended and Restated Reimbursement Agreement"), is hereby approved. Each officer of the Commission is hereby authorized to execute and deliver the Amended and Restated Reimbursement Agreement with such changes thereto as such person deems necessary or advisable, in the name and on behalf of the Commission. The Restructured Sanitary Sewer TIF Obligation shall constitute a first charge against the Pledged TIF, on parity with the Reissued 2008 Bonds.

SECTION 5. Additional Actions. Any member of the Board of Commissioners, the Auditor of the County, or any member or officer of the Commission is hereby authorized and directed, in the

name and on behalf of the District, to execute, attest and deliver such further instruments and documents, and to take such further actions, in the name of the District as in their judgment shall be necessary or advisable in order fully to consummate the transactions described herein and carry out the purposes of this Resolution, and any such documents heretofore executed and delivered and any such actions heretofore taken, be, and hereby are, ratified and approved

SECTION 6. Other Provisions of the Original Bond Resolution. This Resolution is adopted by the Commission for purposes of supplementing and amending the Original Bond Resolution in order to authorize the Reissued 2008 Bonds and Restructured Sanitary Sewer TIF Obligation. To the extent the provisions of the Original Bond Resolution are not modified hereby, such provisions shall remain in full force and effect.

SECTION 7. <u>Effectiveness</u>. This Resolution shall become effective immediately upon the passage hereof.

Adopted the 17th day of April, 2024.

HENDRICKS COUNTY REDEVELOPMEN	Τ
COMMISSION	

President

Vice President

Secretar

Member

Member

EXHIBIT A

[attached]

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF HENDRICKS

HENDRICKS COUNTY, INDIANA REDEVELOPMENT DISTRICT TAX INCREMENT REVENUE BOND, SERIES 2008 (2024 REISSUED BOND)

Interest <u>Rate</u>	Maturity Original <u>Date</u> <u>Date</u>		Authentication <u>Date</u> <u>CUSIP</u>	
6.00%	February 1, 2037	, 20	, 20	None

REGISTERED OWNER: RAINDROP, LLC

PRINCIPAL SUM: THREE MILLION NINE HUNDRED TEN THOUSAND DOLLARS

(\$3,910,000)

Hendricks County, Indiana (the "County"), acting for and on behalf of the Hendricks County Redevelopment District (the "District"), for value received, hereby promises to pay, but solely out of the Pledged TIF (as defined in the hereinafter-defined Resolution) on parity with the Restructured Sanitary Sewer TIF Obligation (as defined in the Resolution), to the Registered Owner set forth above, the Principal Sum set forth above on the Maturity Date set forth above (unless this Bond is subject to and is called for redemption prior to maturity as hereinafter provided), and to pay interest thereon until the Principal Sum shall be fully paid at the Interest Rate per annum specified above from the interest payment date to which interest has been paid next preceding the Authentication Date of this Bond unless this Bond is authenticated after the fifteenth day of the month preceding the interest payment date (the "Record Date") and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this Bond is authenticated on or before July 15, 2024 in which case it shall bear interest from the Original Date, which interest is payable semiannually on February 1 and August 1 of each year, beginning on August 1, 2024. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of this Bond is payable at the designated office of the _______ (the "Registrar" or "Paying Agent"), in ______, Indiana. All payments of interest on this Bond shall be paid by check mailed one business day prior to the interest payment date to the Registered Owner as of the Record Date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Each Registered Owner of \$1,000,000 or more in principal amount of bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the

Paying Agent before the Record Date for any payment. All payments on this Bond shall be made in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a Registered Owner of \$1,000,000 or more in principal amount of Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date. Notwithstanding anything herein or in the Resolution to the contrary, no presentment of this Bond shall be required to receive mandatory sinking fund payments except for the final maturity of this Bond.

This Bond is the only one of an authorized issue of the Hendricks County, Indiana, Redevelopment District Tax Increment Revenue Bonds, Series 2008 (2024 Reissued Bond) (the "Bonds"), in the total amount of Three Million Nine Hundred Ten Thousand Dollars (\$3,910,000), numbered consecutively from R-1 upward, issued for the purpose of reissuing and exchanging this Bond for the Hendricks County, Indiana, Redevelopment District Tax Increment Revenue Bonds, Series 2008, which were issued to provide funds to (a) pay the costs of the acquisition of certain real estate and the completion of infrastructure improvements located in or directly benefiting or serving the Westpoint Business Park Economic Development Area, and (b) pay the costs of issuance. This Bond is issued pursuant to Resolution No. 2008-6, adopted by the Hendricks County Redevelopment Commission (the "Commission") on the 18th day of August, 2008, as amended by Resolution No. 2024-___, adopted by the Commission on the ____ day of (as amended, the "Resolution"), and in accordance with the provisions of Indiana law, including without limitation Indiana Code 36-7-14, Indiana Code 36-7-25 and other applicable laws, as amended (collectively, the "Act"), all as more particularly described in the Resolution. The owner of this Bond, by the acceptance hereof, agrees to all the terms and provisions contained in the Resolution and the Act.

THIS BOND DOES NOT CONSTITUTE A GENERAL OBLIGATION OR INDEBTEDNESS OF HENDRICKS COUNTY BUT THE SAME IS A LIMITED AND SPECIAL OBLIGATION OF THE DISTRICT AND IS PAYABLE SOLELY FROM THE PLEDGED TIF ON PARITY WITH THE DISTRICT'S RESTRUCTURED SANITARY SEWER TIF OBLIGATION.

Notwithstanding any other provision of the Resolution or this Bond to the contrary, any portion of the principal or interest due on this Bond that remains unpaid due to a shortfall in the Pledged TIF shall not be deemed defeased or otherwise satisfied, shall not be considered paid, and shall continue to be due and owing until the earlier of: (i) full payment by the District; or (ii) February 1, 2037. Interest shall not accrue on the interest that remains unpaid beyond the applicable debt service payment date. After February 1, 2037, this Bond shall be deemed to be paid and no longer outstanding for all purposes of the Resolution, all obligations of the County and the District hereunder shall terminate, and under no circumstances shall any payments be due on this Bond after February 1, 2037.

Without any further action, authorization or notice, the this Bond is subject to mandatory redemption on any interest payment date, in whole or in part, at face value, plus accrued interest to the date fixed for redemption and without premium from excess Pledged TIF as provided in Section 8(d) of the Resolution.

The Bonds are subject to mandatory sinking fund redemption by lot on the dates and in the principal amounts shown below plus accrued interest and without premium:

<u>Date</u>	Principal Amount
August 1, 2024 February 1, 2025 August 1, 2025 February 1, 2026	\$
August 1, 2026 February 1, 2027 August 1, 2027	
February 1, 2028 August 1, 2028 February 1, 2029	
August 1, 2029 February 1, 2030 August 1, 2030	
February 1, 2031 August 1, 2031 February 1, 2032	
August 1, 2032 February 1, 2033 August 1, 2033	
February 1, 2034 August 1, 2034 February 1, 2035	
August 1, 2035 February 1, 2036 August 1, 2036	
February 1, 2037	(final maturity)

Notice of such redemption shall be mailed by first-class mail not less than thirty (30) days prior to the date fixed for redemption to the address of the registered owner of each bond to be redeemed as shown on the registration record of the Registrar except to the extent such redemption notice is waived by owners of the bond or bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any bond shall not affect the validity of any proceedings for the redemption of any other bonds. The notice shall specify the date and place of redemption and the redemption price of the Bonds called for redemption. The place of redemption may be determined by the Commission. Interest on the Bonds so called for redemption shall cease on the redemption date fixed in such notice if sufficient funds are available at the place of redemption to pay the redemption price on the date so named, and thereafter, such Bonds shall no longer be protected by the Resolution and shall not be deemed to be outstanding thereunder.

This Bond is subject to defeasance prior to payment or redemption as provided in the Resolution.

If this Bond shall not be presented for payment or redemption on the date fixed therefor, the Commission may deposit in trust with the Paying Agent, an amount sufficient to pay such bond or the redemption price, as the case may be, and thereafter the Registered Owner shall look only to the funds so deposited in trust for payment and the County shall have no further obligation or liability in respect thereto.

This Bond is transferable or exchangeable only upon the registration record kept for that purpose at the office of the Registrar by the Registered Owner in person, or by the Registered Owner's attorney duly authorized in writing, upon surrender of this Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or such attorney, and thereupon a new fully registered bond or bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. The County, the Commission, Registrar and Paying Agent for this Bond may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for all purposes including for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon.

The Bonds maturing on any maturity date are issuable only in the denomination of \$100,000 or in integral multiples of \$1,000 in excess thereof.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the execution, issuance and delivery of this Bond have been done and performed in regular and due form as provided by law.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the Redevelopment Commission of Hendricks County, State of Indiana, has caused this Bond to be executed in the name of such County, for and on behalf of the Redevelopment District of said County, by the manual or facsimile signature of the Board of Commissioners of said County, and attested by manual or facsimile signature by the Auditor of said County, and the seal of said County or a facsimile thereof to be affixed, engraved, imprinted or otherwise reproduced hereon.

	HENDRICKS COUNTY, INDIANA
	By: Board of Commissioners of Hendricks County, Indiana
	Commissioner
	Commissioner
(SEAL)	Commissioner
ATTEST:	
Nancy Marsh County Audit	or

CERTIFICATE OF AUTHENTICATION

It is hereby certified that this Bond is the only one of the Reissued 2008 Bonds	described
in the within-mentioned Resolution duly authenticated by the Registrar.	

	, as Registrar
Ву	

ASSIGNMENT

The following abbreviations, when used in the inscription on the face of this bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN. COM.	as tenants in comn	non	
TEN. ENT.	as tenants by the e	ntireties	
JT. TEN.	as joint tenants with right of survivorship and not as tenants in common		
UNIF. TRANS.			
MIN. ACT	Custodian (Minor)		(Minor)
	under Uniform Tra	insfers to Minors Act of	
		(State)	
Additional abbreviation	ons may also be used	although not in the above	list.
FOR VALUE REC	CEIVED, the undersig	aned hereby sells, assigns	and transfers unto
(pleas	e print or typewrite n	ame and address of transf	eree)
		social security or number of assignee)	
\$ in principa		,	_) of the within bond and all
rights thereunder, and heret attorney, to transfer the with substitution in the premises.	by irrevocably cons	titutes and appoints	
Dated:			
Signature Guaranteed:			
NOTICE: Signature(s) must an eligible guarantor instituti a Securities Transfer Assoc signature guarantee program.	on participating in	correspond with the naface of the within bond	ure of this assignment must ame as it appears upon the in every particular, without ent or any change whatever.

DMS 40479677v4

EXHIBIT B

[attached]

AMENDED AND RESTATED REIMBURSEMENT AGREEMENT

THIS AMENDED AND RESTATED REIMBURSEMENT AGREEMENT dated as of ______, 2024, among HENDRICKS COUNTY, INDIANA, an Indiana municipal corporation (the "County"), the HENDRICKS COUNTY REGIONAL SEWER DISTRICT, existing pursuant to IC 13-26 (the "Sewer District"), and the HENDRICKS COUNTY REDEVELOPMENT COMMISSION (the "Commission"), governing body of the Hendricks County Redevelopment District (the "Redevelopment District"), a special taxing district created under IC 36-7-14;

WITNESSES THAT:

WHEREAS, pursuant to Resolution No. 2008-6 adopted by the Commission on August 18, 2008 (the "Original Bond Resolution"), the Redevelopment District has issued its Tax Increment Revenue Bonds, Series 2008, dated September 2, 2008, in the aggregate principal amount of \$3,910,000 (the "2008 Bonds"), to fund certain infrastructure projects in connection with the Westpoint Business Park development (the "Project"), payable from the Tax Increment (as defined in the Original Bond Resolution); and

WHEREAS, the Original Bond Resolution permitted the issuance by the Redevelopment District of Sanitary Sewer TIF Obligations (as defined in the Original Bond Resolution) payable from a parity pledge of the Tax Increment in an aggregate principal amount not to exceed \$5,700,000 to fund certain sanitary sewer projects that will support the Project (the "Sanitary Sewer Projects"); and

WHEREAS, pursuant to a reimbursement agreement dated as of October 20, 2009 among the County, the Sewer District and the Commission (the "Original Reimbursement Agreement"), the Sewer District provided funds in the amount of \$2,035,000 for the construction of certain Sanitary Sewer Projects (the "2009 Sewer TIF Obligation") in exchange for the Commission's agreement to reimburse the County for such expenditures and the County's agreement to reimburse the Sewer District in a like amount pursuant to IC 36-7-14-39(b)(2)(G); and

WHEREAS, the Commission adopted Resolution No. _____, on ______, 2024 (the "Amending Resolution")(the Original Bond Resolution as amended by the Amending Resolution, the "Amended Bond Resolution"), amending the Original Bond Resolution in order to (i) approve the amended 2008 Bonds (the "Reissued 2008 Bonds") and (ii) approve the amendments to the 2009 Sewer TIF Obligation; and

WHEREAS, the County, the Sewer District and the Commission desire to amend and restate the Original Reimbursement Agreement as set forth herein; and

WHEREAS, the Commission's reimbursement obligation to the County hereunder shall be deemed a Restructured Sanitary Sewer TIF Obligation (as defined herein) under the Amended Bond Resolution, payable from a parity pledge of the Pledged TIF (as defined in the Amended Bond Resolution);

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties agree as follows:

- 1. Pursuant to the Original Reimbursement Agreement, the Sewer District provided \$2,035,000 to the County, and the County applied such funds to certain Sanitary Sewer Projects. The County contracted with the Sewer District to permit the Sewer District to construct and install certain Sanitary Sewer Projects. Pursuant to the Original Reimbursement Agreement, the interest due through and including February 1, 2013 accrued each February 1 and August 1 and was added to the outstanding principal balance due as of each such date. On the date hereof, the outstanding principal amount of the 2009 Sewer TIF Obligation is \$2,487,733.
- 2. The Commission hereby agrees to reimburse the County the full \$2,487,733, together with interest at an annual rate of 5.25%, in accordance with the schedule attached hereto as Exhibit A. This reimbursement obligation shall be deemed a Restructured Sanitary Sewer TIF Obligation under the Amended Bond Resolution (the "Restructured Sanitary Sewer TIF Obligation"). The Commission hereby pledges the Pledged TIF pursuant to the Amended Bond Resolution to the payment of the Restructured Sanitary Sewer TIF Obligation on a parity with the pledge thereof to the Reissued 2008 Bonds.
- 3. Upon receipt of each reimbursement payment from the Commission pursuant to Section 2 of this Agreement, the County agrees to immediately transfer the entire amount of such payment to the Sewer District to reimburse the Sewer District for its provision of funds for certain Sanitary Sewer Projects.
- 4. This Amended and Restated Reimbursement Agreement amends, restates and replaces the Original Reimbursement Agreement in its entirety.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this Amended and Restated Reimbursement Agreement as of the date first above written.

	HENDRICKS COUNTY, INDIANA
	By: BOARD OF COMMISSIONERS OF HENDRICKS COUNTY, INDIANA
	Phyllis A. Palmer
	Bob Gentry
	Dennis Dawes
Attest:	
Nancy L. Marsh, County Auditor	
	HENDRICKS COUNTY REGIONAL SEWER DISTRICT
	Phyllis A. Palmer
	Bob Gentry
	Dennis Dawes
	HENDRICKS COUNTY REDEVELOPMENT COMMISSION
	By:, President
Attest:	, President
, Secretary	

EXHIBIT A

Schedule of Restructured Reimbursement Obligations from Commission to County

ATTACHED HERETO

DMS 42165883v2