DRAFT

Corporate Bond Prospectus Template:
Initial Disclosure
Ongoing Disclosure

NOTE: should be on Excel…or PDF…, keeping all of the below minimum requirements without being edited or eliminated, allowing Issuer/Financial Advisor to complete.
Fill in the blanks or provide description.

A. The prospectus, initial disclosure, to include:

**Issuer**

Name: 
Address: 
Contact person and telephone number: 

**Lead Issuing House**

Name: 
Address: 
Contact person and telephone number: 

1. Terms of the Bond
   - Description of Bonds: 
   - Principal amount: 
   - Denomination: 
   - Issue Price/Par Value: 
   - Tenor/Maturity Date: 
   - Coupon/Coupon Frequency: 
   - Class: 
   - Status of Bonds, including subordination and/or credit enhancement, describe: 
   - Redemption provisions (mandatory or optional), describe: 
   - Options, put/call, if any, describe: 
   - Conversion provisions, if any, describe: 
   - Restrictive (or protective) covenants\(^1\), describe: 
   - Minimum Subscription Amount: 

\(^1\) Restrictive (or Protective) Covenants protect the interests of bondholders by restricting the activities of the issuer in certain situations. These limitations include:
   - Debt limits—restrictions on taking on more debt; 
   - Dividend payments—limitations on payment of dividends or retiring equity; 
   - Limitation on liens or negative pledge (the issuer will not pledge assets to another lender, creating a class of creditor that ranks above the bondholders in the hierarchy of creditors); 
   - Limitation on asset dispositions; 
   - Limitations on merger, consolidation or sale; and/or 
   - Limitations on transactions with affiliates.
• Events of default, describe:
• Meetings of bondholders, describe:

2. A description of the bonds, including:
• Declaration by Issuer:
• Security/collateral, if secured:
  o Description of other enhancement, if any
  o A description of any third party agents, guarantors, insurance on
    the issue, etc.
• Payment of principal and interest, dates and amount, including date from
  which interest begin to accrue:
  o Amortized? Bullet? Describe:
• Interest rates or manner of determining interest rates:
• Price:
• Method of Issuance:
• Closing date:
• Credit Rating(s) by which Credit Rating Agencies:
• Tax status:
• Listing on exchange(s), name:

3. Trust indenture and other significant contracts described:
4. Corporate authorization, if needed, describe:
5. A description of the risks of the bonds being issued:
6. Utilization of proceeds
   Table of Utilization to include:
   Amount:
   Percentage:
   Duration:

7. A description of the issuer (note: if the issuer has securities already listed on an
   exchange, only updates from the originally submitted prospectus are required, with
   access to the original prospectus available online, if not in hard copy):
   • Management
   • Description of issuer’s business and industry specific information
   • Major contracts
   • Any legal or regulatory enforcement actions relating to the issuer; include
     solicitor’s opinion
8. Issuer’s financials, last three years audited (attach)
9. Parties to the offer:
   • Issuer:
   • Lead Issuing House:
     o Joint Issuing Houses:
   • Trustees:
   • Solicitor to the Issue:
   • Solicitor to the Issuer:
   • Auditor to the Issuer:
• Reporting Accountants:
• Stockbrokers:
• Registrar:
• Underwriter(s), if applicable:
• Receiving Bank(s):

10. Any other pertinent information:

11. Glossary of terms/definitions:

B. **Continuing Disclosure**, ad hoc within two business days of event, information to be sent to SEC and Stock Exchange (if applicable), except for financials to include:

**Issuer**

Name:
Address:
Contact person and telephone number:

1. Quarterly financial statements
2. Nonpayment-related defaults;
3. Unscheduled draws on debt service reserves and/or credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
6. Change in control of issuer, e.g., issuer is acquired by or merges with another company; if there is a change in the trust deed
7. Modifications to rights of bondholders;
8. Bond calls;
9. Defeasances (i.e., debt negation without repayment; setting aside of assets for repayment of a debt without actual retirement of the debt);
10. Release, substitution, or sale of property securing repayment of the Bonds (this includes the issuer (1) incorporating a Negative Pledge Covenant and (2) an Anti-Asset Stripping Covenant restricting the disposal of more than 20% of group assets within any rolling 12-month period, unless the proceeds are either (i) re-invested in new operating assets of a similar nature or (ii) applied to pay down debt that is senior to the bonds or (iii) used to offer the bonds back at par.); and
11. Rating changes.