

**SUPREME COURT FOR THE STATE OF NEW YORK
NEW YORK COUNTY**

CARLOS ALONSO CANO, derivatively on
behalf of OPHTHOTECH CORPORATION

Index No.: 650601/2018

Plaintiff,

-v-

**VERIFIED AMENDED
SHAREHOLDER DERIVATIVE
COMPLAINT**

DAVID R. GUYER, M.D., GLENN P.
SBLENDORIO, DAVID REDLICK, AXEL
BOLTE, THOMAS DRYBERG, M.D.
D.M.Sc., MICHAEL ROSS, Ph. D., and JANE
PRITCHETT HENDERSON

Defendants,

and

OPHTHOTECH CORPORATION,
Nominal Defendant.

Plaintiff Carlos Alonso Cano (“Plaintiff”), by his attorneys, submits this Verified Amended Shareholder Derivative Complaint against the defendants named herein.

NATURE AND SUMMARY OF THE ACTION

1. This is a shareholder derivative action brought by Plaintiff on behalf of Nominal Defendant Ophthotech Corporation (“Ophthotech,” the “Company,” or “Nominal Defendant”). Plaintiff brings this action, *inter alia*, to remedy Defendants’ unlawful self-dealing, breaches of fiduciary duty, and unjust enrichment.

2. In particular, Ophthotech’s Board of Directors (the “Board”) has adopted a compensation plan that grossly overcompensates its non-employee members in relation to

companies of comparable market capitalization and size, and otherwise fails to take into account any relevant metrics, such as revenue and profit, in setting and/or limiting its compensation.

3. The non-employee members of the Board have been compensated at levels more than *seven times* that of those at companies of comparable market capitalization, industry, and size (*i.e.* peers).

4. Moreover, the Company's shareholders have never been given the opportunity to review, consider, and approve the Board's non-employee director compensation policies and procedures prior to their adoption.

5. Plaintiff brings this action to recoup the excessive compensation the non-employee directors awarded themselves, and to impose meaningful corporate governance reforms that will both restrict the Board's ability to award itself egregious levels of compensation and better align the elements of compensation, including grants of equity (*i.e.*, full-value Company stock and/or options to purchase shares of Company common stock), with the success and long-term interests of the Company.

THE PARTIES, JURISDICTION, AND VENUE

6. Plaintiff Carlos Alonso Cano is a resident of the State of Florida and, as reflected in his Verification attached hereto as Exhibit A, was a shareholder of Ophthotech during the time of the wrongdoing complained of herein, has continuously been a shareholder of Ophthotech since that time, and remains a current shareholder of Ophthotech.

7. Nominal Defendant Ophthotech Corporation is a Delaware corporation with its corporate headquarters located at One Penn Plaza, 19th Floor, New York, NY 10119. Ophthotech is a biopharmaceutical company engaged in the development of therapeutics to treat ophthalmic diseases. The Company was incorporated in the State of Delaware in January 2007, and its initial

public offering (“IPO”) took place in October 2013. Ophthotech shares are currently traded on the NASDAQ stock exchange under the symbol OPHT.

8. Defendant David R. Guyer, M.D. (“Guyer”) served as Chairman of the Board from January 2007 to April 2017, when he was named Executive Chairman of the Board. Guyer was the Company’s Chief Executive Officer from April 2013 to April 2017, and is a co-founder of the Company.

9. Defendant Glenn P. Sblendorio (“Sblendorio”) has been the Company’s President since January 2017 and the Company’s Chief Executive Officer since April 2017. Sblendorio served as a member of the Board from July 2013 through March 2016 and from May 2017 to the present.

10. Defendant David Redlick (“Redlick”) has served as a member of the Board since January 2016 and was named its Lead Independent Director in February 2017.

11. Defendant Axel Bolte (“Bolte”) has served as a member of the Board since August 2007.

12. Defendant Thomas Dyrberg, M.D. D.M.Sc. (“Dyrberg”) has served as a member of the Board since August 2007.

13. Defendant Michael Ross, Ph.D. (“Ross”) has served as a member of the Board since May 2013.

14. Defendant Jane Pritchett Henderson (“Henderson”) has served as a member of the Ophthotech Board since January 2018.

15. The defendants identified in paragraphs 8-14, *supra*, are referred to collectively as the “Director Defendants.”

16. This Court has jurisdiction over the Nominal Defendant pursuant to CPLR 301 in that Ophthotech is headquartered in the State of New York, regularly transacts business in the State of New York, and the events giving rise to this Complaint occurred, in whole or in part, within the State of New York.

17. This Court has jurisdiction pursuant to CPLR 301 over all Director Defendants based on their membership of Ophthotech's Board and in light of the fact that their actions giving rise to this Complaint occurred, in whole or in part, within the State of New York.

18. Venue is proper in this Court under CPLR 503(a) because one or more of the parties reside in New York County and Plaintiff designates New York County as the place of trial for this action.

THE BOARD AWARDS ITSELF EXCESSIVE COMPENSATION

19. For the year ended December 31, 2016, non-employee Director Defendants received an average of compensation of approximately \$850,651, consisting of a cash retainer and an equity grant of stock and/or option awards.

20. By way of comparison, during the same period, the median total director compensation for the 200 companies in the S&P 500 (*i.e.*, the "Top 200") was \$271,456.¹ Ophthotech Corporation is neither a Top 200 Company nor an S&P 500 constituent company. Rather, Ophthotech is a microcap company where, in 2016, the median total compensation for non-employee directors ranged between \$120,286 and \$144,625.²

21. Despite this fact, Ophthotech's compensation practices and policies have caused the non-employee Director Defendants to each be compensated in amounts averaging more than

¹ Information obtained from NACD and Pearl Meyer 2016-2017 Director Compensation Report.

² Median is based on cross reference of FW Cook 2017 Director Compensation Report and NACD and Pearl Meyer 2016-2017 Director Compensation Report.

\$500,000 per annum since 2013,³ consisting of cash fees, restricted stock units awards, and stock options awards.

22. In the Company's Schedule 14A, filed with the Securities and Exchange Commission on April 24, 2017, it was revealed that the Board had established that, following the Company's 2017 annual meeting of shareholders (an "Annual Meeting"), which was held on May 19, 2017, each non-employee director will be eligible to receive an option to purchase 32,000 shares of the Company's common stock upon his or her initial election or appointment to the Board and each non-employee director who has served on the Board for at least six months will be eligible to receive an annual grant of an option to purchase 16,000 shares of the Company's common stock on the date of the first meeting of the Board of directors held after each Annual Meeting. It was also revealed that, commencing in 2017, the Lead Independent Director is eligible to receive an additional annual fee of \$25,000.

23. In contrast, following the Company's 2015 Annual Meeting through the date of the 2017 Annual Meeting, each newly elected non-employee director was eligible to receive an option to purchase 20,000 shares of the Company's common stock upon his or her initial election or appointment to the Board and each non-employee director who has served on the Board for at least six months was eligible to receive an annual grant of an option to purchase 7,000 shares of the Company's common stock and an award of 1,750 restricted stock units on the date of the first meeting of the Board held after each Annual Meeting.

³ At differing times, reportedly from 2013 onward, two non-employee directors, namely Mr. Bolte and Dr. Dyrberg, elected to decline compensation for service on the Board. Their compensation, or lack thereof, has been excluded from the calculation of the average total compensation amount of years in which they were not compensated for a full year. Mr. Bolte has elected to receive compensation for service on the Board beginning in 2017.

24. Prior to 2015, the arrangement was that upon his or her initial election or appointment to the Board a non-employee director will receive an option to purchase 22,033 shares of Company's common stock; and, on the date of the 2014 Annual Meeting each non-employee director was eligible to receive an annual grant of an option to purchase 15,000 shares of Company's common stock, and, in 2013, the arrangement was that each non-employee director who has served on the Board for at least six months will receive an annual grant of an option to purchase 9,322 shares of Company's common stock on the date of the first meeting of the Board held after each Annual Meeting.

25. The number of shares awarded to continuing non-employee directors has been adjusted several times since the Company's IPO, yet, in fact, shareholders have not been given an opportunity to review, consider, and approve of the Company's non-employee director compensation arrangements at any time.

26. The Company's non-employee director compensation arrangements, pursuant to which cash fees, restricted stock units, stock options, and reimbursable expenses are awarded to non-employee directors allow for unfettered discretion, do not provide for specific award amounts, and do not contain any provision imposing meaningful limits on the awards that may be made to non-employee directors.

27. Following the 2017 Annual Meeting, the compensation of each non-employee director consists of (i) a \$45,000 annual cash retainer and, (ii) an annual grant of an option to purchase 16,000 shares of Ophthotech common stock. Additionally, the Lead Independent Director is eligible to receive an additional annual fee of \$25,000, and non-employee directors acting as Chair of any Board committee are eligible for additional fees of up to \$20,000 per director and other members of committees receive fees of up to \$10,000 per committee. In

addition, newly elected non-employee directors will be eligible to receive an option to purchase 32,000 shares of Ophthotech common stock.

28. Since its 2013 IPO, the Company has accumulated hundreds of millions dollars in negative net income. Nonetheless, Ophthotech's compensation levels did not and do not reflect the financial state of the Company and bear no relationship to the Company's long-term success.

29. Thus, standing at a level *nearly seven times* that its peers and greatly exceeding the compensation levels of even the largest of public companies – in addition to lacking any meaningful limitations or alignment to the long-term interests of Ophthotech and its shareholders – the Company's unchecked, self-dealing, non-employee director compensation practices and arrangements are untenable, waste valuable and limited corporate assets, and continue to harm the Company and its shareholders.

DERIVATIVE ALLEGATIONS

Demand is Futile or, in the Alternative, Demand was Wrongfully Ignored

30. Plaintiff brings this action derivatively in the right and for the benefit of Ophthotech to redress injuries suffered, and to be suffered, by the Company as a direct result of breaches of fiduciary duty, and unjust enrichment, as well as the aiding and abetting thereof, by the Director Defendants.

31. Ophthotech is named as Nominal Defendant solely in a derivative capacity. This is not a collusive action to confer jurisdiction on this Court that it would not otherwise have.

32. Plaintiff will adequately and fairly represent the interests of Ophthotech in enforcing and prosecuting its rights.

33. Plaintiff was a shareholder of Ophthotech at the time of the wrongdoing complained of, has continuously been a shareholder since that time, and is a current Ophthotech shareholder.

34. The current Board of Ophthotech consists of the following seven individuals: Director Defendants Guyer, Sblendorio, Redlick, Bolte, Dyrberg, Ross, and Henderson.

35. On July 7, 2017, Plaintiff, by his attorneys, sent a letter to the Board urging it to take corrective action regarding the Companies practices and policies relating to non-employee director compensation – specifically the excessive amounts of cash and equity awards the non-employee directors had approved for themselves.

36. Plaintiff's letter detailed the compensation practices of Ophthotech's Board in comparison to that of its peers and asserted that the Company's current practices and policies and continuation of those practices and policies amounted to a breach of fiduciary duty, waste of corporate assets, and unjust enrichment.

37. Plaintiff's letter further demanded that the Board take remedial steps, including revising the awards of stock options and shares of common stock and cancelling any equity awards granted following the 2017 Annual Meeting until a newly revised set of director compensation arrangements may be proposed by the Company and reviewed, considered and approved by shareholders prior to its taking effect.

38. On August 2, 2017, Ophthotech, by its attorneys, responded in writing, saying that the Company had received the letter "demanding corrective action by Ophthotech related to its director compensation policies, plans, and practices" and that it had "been provided to the Board of Directors." The response indicated that Plaintiff would "be contacted when the Board takes action on your client's demand or has other communications or questions for you about it."

39. On September 15, 2017, counsel for Director Defendants informed Plaintiff's counsel by email that the "Board of Directors of Ophthotech has established a committee to investigate your client's demand and make a recommendation concerning it to the entire Board."

The letter further requested “any additional materials or information, beyond what is contained in your demand letter, that you would like the committee and Board to consider in connection with your client’s demand.”

40. On September 18, 2017, Plaintiff’s counsel responded by email, stating, “We would be willing to provide a more detailed proposal for specific reforms and amendments tailored to the broader issues raised in the demand. If this is something the board would review and consider, please let me know.”

41. On September 27, 2017, counsel for Director Defendants responded by email, flatly rejecting Plaintiff’s invitation to engage in any discussion regarding proposed reforms, stating, “[w]ith regard to your offer to ‘provide a more detailed proposal for specific reforms and amendments tailored to the broader issues raised in the demand,’ we will contact you if the Committee or Board decides to seek your input on that topic.”

42. After months of silence and inaction on part of the Board, on December 4, 2017, Plaintiff’s counsel emailed counsel for Director Defendants seeking an “update.” On December 6, 2017, counsel for Director Defendants responded that “[t]he investigation is active and ongoing. For multiple reasons, I cannot give you a reliable date of completion, but we hope to finish it during the first quarter of 2018.”

43. The same day, counsel for Plaintiff responded via email, stating:

we are surprised and unclear as to the reason for the delay. To be clear, we did not demand that board institute litigation on behalf of the company, we sought only internal reforms of non-employee compensation policies and practices, including, but not limited to, adoption of meaningful director-specific limits on overall compensation and shareholder approval of a compensation plan that is in line with the Company’s peers. We even offered to provide a more detailed proposal of specific reforms – which you declined to consider. While we have been patient and have made every effort to aid in the resolution of these issues informally, we see no reason why such a straightforward matter has taken more than five months (and may take as many as [nine] months) to ‘investigate.’ Either

the company will agree to amend its non-employee director compensation practices and policies and submit for a shareholder vote or it will reject our call to do so and we can consider whether to pursue legal action. I do not anticipate we will wait much longer for an answer to this question – and certainly not until sometime in the first quarter of 2018.

(Emphasis added).

44. On December 13, 2017, counsel for Director Defendants responded, reiterating that the Board’s investigation is continuing and that “any effort to pursue legal action at this time would be premature.”

45. Nonetheless, as of February 7, 2018 (the date of filing the original complaint, and nearly 7 months from Plaintiff’s initial letter to the Board), Plaintiff had received no further communication from the Company or any indication whatsoever that the Board was willing or intended to reform its excessive non-employee director compensation practices and policies. It became evident that Plaintiff’s good faith, informal efforts to bring about corporate reform through corrective action, without resorting to litigation, were futile.

46. Plaintiff declined to serve a litigation demand on the Board, because it is readily apparent that such an effort would have been futile based upon, *inter alia*:

- (a) the fact that non-employee Director Defendants stand on both sides of the challenged compensation awards having approved the compensation and being past and future beneficiaries of the challenged compensation;
- (b) all five non-employee Director Defendants received and stand to receive the challenged compensation, and thus derived and stand to derive substantial personal financial benefit from the transactions at issue; and
- (c) each of the Director Defendants has wasted the Company’s assets by accepting (or agreeing to accept) the improper compensation detailed

herein as no disinterested director would take advantage of the opportunity to award compensation far beyond the Company's peers and in utter disregard of the Company's financial performance and market value.

47. Based on the allegations herein, specifically the fact that the Board has approved grossly-excessive compensation for its non-employee members without regard to meaningful limits, appropriate market peers, or the Company's performance, and without shareholder approval, it is apparent that the Director Defendants are self-interested, lack independence, and that the challenged compensation practices and policies do not meet the threshold requirement of entire fairness to the Company and its shareholders.

48. Further, the Director Defendants could not independently consider a pre-suit demand for litigation because doing so would require them to scrutinize their own conduct relating to the excessive compensation they approved for themselves. In other words, "[i]t strains reason to [believe] that a defendant-director could act independently to evaluate the merits of bringing a legal action against any of the other defendants if the director participated in the identical challenged misconduct." *In re Inv'rs Bancorp, Inc. Stockholder Litig.*, 2017 WL 6374741, at *13 (Del Dec. 13, 2017), *as rev.* (Dec. 19, 2017).

49. Accordingly, demand is futile, and thus, excused.

50. Alternatively, even if Plaintiff's July 7, 2017 letter is deemed a demand letter for the purposes of Rule 23.1, Defendants have nevertheless demonstrated their overwhelming lack of independence and self-interest by wrongfully ignoring the demand.

51. First, the Director Defendants' inability to evaluate the merits of Plaintiff's allegations is underscored by the fact that, nearly seven months prior to commencing this action, Plaintiff wrote a letter to the Board seeking corrective action to address a straightforward issue of

excessive non-employee director compensation and making specific proposals for remedial measures.

52. Thereafter, Plaintiff's counsel made numerous inquiries as to the Board's unreasonable and unjustified delay in responding to Plaintiff's letter, often noting the simplicity of the issue. On December 14, 2017, responding to an email by Defendants' counsel regarding the purported complexity of the investigation, Plaintiff's counsel stated that the issue was not complex at all and that "[t]he facts (*i.e.*, comp numbers) are on paper and could be ascertained in five minutes – no investigation required."

53. On February 5, 2018, responding to yet another email by counsel for Defendants rebuffing a call for action and reporting that the investigation would take as much as eight months to complete, Plaintiff's counsel stated:

This so-called "investigation" is pretext as your initial response to our letter made clear that you understood we were seeking "corrective" measures. We also made clear exactly the type of straightforward reforms we were seeking and offered time and again to engage in constructive dialogue. These efforts were rebuffed. The fact is, the Board knows exactly what it pays itself and it doesn't take seven days, let alone seven months (or a special committee), to figure out that it is approximately 700% more than the average compensation of its peers. We don't need to wait another month or more for you to formalize the Board's intransigence and manufacture a legal defense. It is evident the company has no interest in undertaking correction action. This is precisely why *Investor's Bancorp* concluded as it did.

54. Based on the foregoing, it is evident that the Director Defendants were not acting in good faith or with due care in addressing Plaintiff's July 7, 2017 letter.

55. The Director Defendants' self-interest and lack of good faith were confirmed unquestionably by their actions immediately following the commencement of this matter on February 7, 2018.

56. On February 26, 2018, Defendants' counsel informed Plaintiff by email that:

In light of the pending litigation in New York and the positions you are taking in that litigation, at present the Committee intends to postpone further consideration of your demand until the court in New York determines whether your July 7 letter constitutes a Rule 23.1 demand under Delaware law. ***Thus, the Ophthotech Board will not be considering the findings and recommendations from the Committee when the Board meets tomorrow.*** [...]

(Emphasis Added).

57. Defendants' astonishing admission exemplifies the Board's inability to properly consider any demand, litigation or otherwise. Defendants were not then, and are not now, concerned with the Board members' continuing duty (litigation notwithstanding) to assess whether they are fulfilling their fiduciary responsibilities to the Company and its shareholders, but rather hopeful at the prospect that their inaction would be protected by a business judgment defense. Accordingly, it defies reason that the Director Defendants would refuse to inform themselves of the Committee's completed findings and recommendations – purportedly the culmination of an eight-month-long “investigation” – if their self-interest was not paramount.

58. By failing to inform themselves of all material information reasonably available to them and failing to act with requisite care, the Board is not entitled to a presumption of business judgment.

59. Accordingly, in the event demand is not deemed futile, the Board's inaction and failure to address the issues raised in Plaintiff's July 7, 2017 letter demonstrate that the Director Defendants' actions were not undertaken in good faith or with due care, and therefore not entitled to the business judgment rule's presumption that the directors are acting in the corporate interest.

60. Because the Plaintiff can demonstrate that the Director Defendants' actions were self-interested and not in compliance with their fiduciary duties, Rule 23.1 is satisfied and the Plaintiff may proceed on behalf of Ophthotech.

FIRST CAUSE OF ACTION

Against the Director Defendants for Breach of Fiduciary Duty

61. Plaintiff incorporates by reference and realleges paragraphs 1-60, above, as though fully set forth herein.

62. The Director Defendants, and each of them, violated their fiduciary duty of loyalty by awarding or receiving excessive and improper compensation at the expense of the Company.

63. As a direct and proximate result of the Director Defendants' breaches of their fiduciary obligations, Ophthotech has sustained and will continue to sustain significant damages, as alleged herein.

64. As a result of the misconduct alleged herein, the Director Defendants are liable to the Company.

65. Plaintiff, on behalf of Ophthotech, has no adequate remedy at law.

SECOND CAUSE OF ACTION

Against the Non-Employee Director Defendants for Unjust Enrichment

66. Plaintiff incorporates by reference and realleges paragraphs 1-60, above, as though fully set forth herein.

67. By their wrongful acts and omissions, the non-employee Director Defendants were unjustly enriched at the expense of and to the detriment of Ophthotech. The non-employee Director Defendants were unjustly enriched or stand to be unjustly enriched as a result of the compensation they received or stand to receive while breaching fiduciary duties owed to Ophthotech.

68. Plaintiff, as a shareholder and representative of Ophthotech, seeks restitution from each of the non-employee Director Defendants, and seeks an order of this Court disgorging all profits, benefits, and other compensation obtained by the non-employee Director Defendants from their wrongful conduct and fiduciary breaches.

69. Plaintiff, on behalf of Ophthotech, has no adequate remedy at law.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff, on behalf of Ophthotech, requests judgment as follows:

A. Against all of the Director Defendants and in favor of the Company for the amount of damages sustained by the Company as a result of the Director Defendants' breaches of fiduciary duties and unjust enrichment;

B. Directing Ophthotech to take all necessary actions to reform and improve its corporate governance and internal procedures to comply with applicable laws and to protect Ophthotech and its shareholders from a repeat of the damaging events described herein. In particular, the Board must take all necessary steps to bring its non-employee director compensation in line with that of the Company's peers using reasonable and accepted metrics as well as market and performance considerations and enumerate into account an appropriate sample of companies for purposes of its own compensation and enumerate the Company's objectives and market conditions it incorporates into its compensation plan and then present the same such for changes to the shareholders for a vote;

C. Extraordinary equitable and injunctive relief as permitted by law, equity, and state statutory provisions sued hereunder, including attaching, impounding, imposing a constructive trust on, or otherwise restricting the proceeds of Director Defendants' trading activities or their other assets so as to assure that Plaintiff, on behalf of Ophthotech, has an effective remedy;

D. Awarding to Ophthotech restitution from non-employee Director Defendants, and each of them, and ordering disgorgement of all profits, benefits, and other compensation obtained by the non-employee Director Defendants;

E. Awarding to Plaintiff the costs and disbursements of the action, including reasonable attorneys' fees, accountants' and experts' fees, costs, and expenses; and

F. Granting such other and further relief as the Court deems just and proper.

Dated: June 4, 2018

Respectfully submitted,

NEWMAN FERRARA LLP

/s/ Jeffrey M. Norton
Jeffrey M. Norton
Ryan M. Jerome
1250 Broadway, 27th floor
New York, NY 10001
Tel. (212) 619-5400
jnorton@nflp.com
rjerome@nflp.com

KRANENBURG
Werner R. Kranenburg
80-83 Long Lane
London EC1A 9ET
United Kingdom
Tel. +44-20-3174-0365
werner@kranenburgesq.com

Attorneys for Plaintiff

**SUPREME COURT FOR THE STATE OF NEW YORK
NEW YORK COUNTY**

CARLOS ALONSO CANO, derivatively on
behalf of OPHTHOTECH CORPORATION

Index No.: 650601/2018

Plaintiff,

-v-

DAVID R. GUYER, M.D., GLENN P.
SBLENDORIO, DAVID REDLICK, AXEL
BOLTE, THOMAS DRYBERG, M.D.
D.M.Sc., MICHAEL ROSS, Ph. D., and JANE
PRITCHETT HENDERSON

**SHAREHOLDER
VERIFICATION**

Defendants,

and

OPHTHOTECH CORPORATION,
Nominal Defendant.

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

I, CARLOS ALONSO CANO, being duly sworn, do hereby state as follows:

1. I make this Affidavit and Verification in connection with the filing of a Verified Amended Shareholder Derivative Complaint (the “Amended Complaint”) in the above-captioned action.
2. I currently hold shares of Ophthotech Corporation and have held such shares continuously throughout the wrongs alleged in the Amended Complaint.
3. I have reviewed and authorized the filing of the Amended Complaint against the defendants in this action. I am familiar with the allegations of the Amended Complaint.

4. I verify that I have reviewed the foregoing Amended Complaint and that the allegations as to me and my own actions are true and correct and all other allegations upon information and belief are true and correct.

5. Neither I nor anyone else affiliated with me has received, been promised or offered, and will not accept any form of compensation, directly or indirectly, for prosecuting or serving as a representative party in this action except for (i) such damages or other relief as the Court may award me as a representative Plaintiff; (ii) such fees, costs or other payments as the Court expressly approves to be paid to me or on my behalf; or (iii) reimbursement, paid by my attorneys, of actual and reasonable out-of-pocket expenses incurred by me directly in connection with prosecution of this action.

I make this Affidavit and Verification under penalty of perjury that the foregoing is true and correct.

Carlo (6/2/2018)

CARLOS ALONSO CANO

SWORN TO AND SUBSCRIBED

before me this 7 day of June, 2018.

[Signature]
Notary Public

Oct 30 2018
My Commission Expires

