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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 22)\***

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**Faraday Future Intelligent Electric Inc.**  
(Name of Issuer)

**Class A Common Stock, \$0.0001 par value per share  
(Title of Class of Securities)**

**74348Q108  
(CUSIP Number)**

**FF Global Partners Investment LLC (f.k.a. FF Top Holding LLC)  
3655 Torrance Blvd, Suite 361-362  
Torrance, California 90503  
Attention: Jiawei Wang  
(424) 247-1184**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**June 15, 2023  
(Date of Event Which Requires Filing of This Statement)**

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> FF Global Partners Investment LLC (f.k.a. FF Top Holding LLC)	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 107,748,423 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 64,000,588
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 107,748,423 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 7.87% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

- (1) Includes (i) 43,747,835 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, including 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (ii) 64,000,588 shares of Class B common stock, par value \$0.0001 per share (the "Class B Common Stock") held directly by FF Global Partners Investment LLC (formerly known as FF Top Holding LLC). Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock on a one-to-one basis.
- (2) Based on 1,368,573,270 shares of Common Stock, comprised of (i) the 1,304,572,682 shares of Class A Common Stock stated by the Issuer as being issued and outstanding as of June 7, 2023 in the Issuer's Preliminary Proxy Statement (the "PRE 14A"), filed by the Issuer with the Securities and Exchange Commission (the "SEC") on June 16, 2023 and (ii) 64,000,588 issued and outstanding shares of Class B Common Stock. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Pacific Technology Holding LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 107,748,423 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 65,181,277
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 107,748,423 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 7.87% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

- (1) Includes (i) 42,567,146 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, (ii) 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (iii) 64,000,588 shares of Class B Common Stock held directly by FF Global Partners Investment LLC (formerly known as FF Top Holding LLC). Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock on a one-to-one basis.
- (2) Based on 1,368,573,270 shares of Common Stock, comprised of (i) the 1,304,572,682 shares of Class A Common Stock stated by the Issuer as being issued and outstanding as of June 7, 2023 in the Issuer's PRE 14A, filed by the Issuer with the SEC on June 16, 2023 and (ii) 64,000,588 issued and outstanding shares of Class B Common Stock. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> FF Global Partners LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 107,748,423 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 65,181,277 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 107,748,423 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 7.87% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

- (1) Includes (i) 42,567,146 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, (ii) 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (iii) 64,000,588 shares of Class B Common Stock held directly by FF Global Partners Investment LLC (formerly known as FF Top Holding LLC). Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock on a one-to-one basis.
- (2) Based on 1,368,573,270 shares of Common Stock, comprised of (i) the 1,304,572,682 shares of Class A Common Stock stated by the Issuer as being issued and outstanding as of June 7, 2023 in the Issuer's PRE 14A, filed by the Issuer with the SEC on June 16, 2023 and (ii) 64,000,588 issued and outstanding shares of Class B Common Stock. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

## Explanatory Note

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Class A Common Stock and Class B Common Stock of the Issuer on August 2, 2021, as amended on May 17, 2022, June 24, 2022, June 27, 2022, July 15, 2022, July 18, 2022, August 2, 2022, August 8, 2022, August 23, 2022, September 9, 2022, September 19, 2022, September 26, 2022, October 17, 2022, October 18, 2022, October 26, 2022, November 2, 2022, December 22, 2022, December 28, 2022, January 18, 2023, January 26, 2023, March 17, 2023 and May 12 2023 (as so amended through May 12, 2023, the “Original Schedule 13D” and together with this Amendment No. 22, the “Schedule 13D”). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 22 does not modify any of the information previously reported in the Schedule 13D.

### Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by the following:

“On June 15, 2023, following discussions with the Issuer, FF Global Partners Investment LLC (“FF Investment”) provided its written consent (the “Class B Stockholder Consent”), for purposes of Article IV, Section 4.4 and Article VI, Section 6.1 of the Second Amended and Restated Certificate of Incorporation of the Issuer, as amended on November 22, 2022 and March 1, 2023 (the “Charter”), Section 3.4 of the Amended Shareholder Agreement, and, to the extent required, Section 5.2 of the Securities Purchase Agreement dated May 8, 2023, by and between Metaverse Horizon Limited and V W Investment Holding Limited and the Issuer, FF Investment as the sole owner of the Issuer’s Class B Common Stock, (i) to the execution by the Company of that certain Purchase Agreement, dated June 16, 2023 (the “Series A Preferred Stock SPA”), by and between Xeufeng Chen, the Global Chief Executive Officer of the Issuer and the Issuer and the performance by the Company of its obligations thereunder (including the issuance and sale to Xeufeng Chen of a single share of Series A Preferred Stock of the Company on the terms and conditions set forth in the Series A Preferred Stock SPA) and (ii) approved the Company’s Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock, dated June 16, 2023 (the “CoD”).

Such consent is subject to the following conditions being and remaining satisfied, among others: (i) the Series A Preferred Stock SPA and the CoD being executed in the forms that were provided to FF Investment, (ii) no more than one share of Series A Preferred Stock being issued in the aggregate, (iii) the Company’s reverse stock split proposal being substantially as set forth in the PRE 14A filed by the Issuer with the SEC on June 16, 2023 (with any deviations therefrom that would impact the rights or obligations of FF Investment requiring a further written consent from FF Investment), (iv) the Series A Preferred Stock not having the right to vote with respect to any matter other than the reverse stock split proposal and matters incidental thereto (such as the adjournment or postponement of any stockholder meeting held with respect to such reverse stock split proposal) and (v) the Series A Preferred Stock being automatically redeemed and cancelled pursuant to its terms immediately following the final tabulation of votes with respect to the reverse stock split proposal (with, for the avoidance of doubt, no more shares thereof to be thereafter issued without the further prior written consent of the holders of the Class B Common Stock).

The above description of the Class B Stockholder Consent does not purport to be complete and is qualified in its entirety by the full text of the Class B Stockholder Consent, which is filed as Exhibit 17 hereto and is incorporated herein by reference.

The Reporting Persons currently expect to continue to have discussions with the Company with respect to the Series A Preferred Stock and the reverse stock split proposal contemplated by the PRE 14A and to use commercially reasonable efforts to continue to support the Company in the effectuation of the reverse stock split contemplated by the PRE 14A, including without limitation, by voting in favor of such proposal at the meeting of the Company’s stockholders contemplated to be called therefor. In addition, certain representatives of the Reporting Persons may in their capacities as consultants for the Company assist the Company in its efforts to solicit proxies in favor of the reverse stock split proposal contemplated by the PRE 14A.”

### Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby supplemented as follows:

“On June 20, 2023, the Reporting Persons received notice from parties to the Voting Agreements (as defined in the Original Schedule 13D) that the Class A Common Stock beneficially owned by certain of such parties had changed. As a result, the number of shares of Class A Common Stock with respect to which FF Investment holds an irrevocable proxy and voting control decreased by 8,308,307 shares, from 52,056,142 to 43,747,835. As a result, the Reporting Persons may be deemed to beneficially own 107,748,423 shares, or 7.87% of the shares of common stock outstanding as of the date hereof, based on 1,368,573,270 shares of Class A Common Stock outstanding. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock on a one-to-one basis. There have been no changes to the Reporting Persons’ beneficial ownership of 1,180,169 shares of Class A Common Stock held directly by Pacific Technology Holding LLC (with respect to which FF Investment has an irrevocable proxy and voting control) and 64,000,588 shares of Class B Common Stock held directly by FF Investment.”

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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby supplemented as follows:

“The information included in Item 4 of this Amendment is incorporated herein by reference.”

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby supplemented to include the following exhibit:

[Exhibit 17](#) Written Consent of the Class B Stockholders of Faraday Future Intelligent Electric, Inc., dated June 15, 2023.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 21, 2023

**FF GLOBAL PARTNERS INVESTMENT LLC**

By: Pacific Technology Holding LLC  
Its: Managing Member

By: FF Global Partners LLC  
Its: Managing Member

By: /s/ Jiawei Wang  
Name: Jiawei Wang  
Title: President

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Dated: June 21, 2023

**PACIFIC TECHNOLOGY HOLDING LLC**

By: FF Global Partners LLC  
Its: Managing Member

By: /s/ Jiawei Wang  
Name: Jiawei Wang  
Title: President

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Dated: June 21, 2023

**FF GLOBAL PARTNERS LLC**

By: /s/ Jiawei Wang  
Name: Jiawei Wang  
Title: President

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**WRITTEN CONSENT**  
**OF THE CLASS B STOCKHOLDERS OF FARADAY FUTURE INTELLIGENT ELECTRIC, INC.**  
**June 15, 2023**

The undersigned, FF Global Partners Investment LLC (formerly known as FF Top Holding LLC) (the “**Stockholder**”), the holder of all of the issued and outstanding shares of Class B Common Stock of Faraday Future Intelligent Electric, Inc., a Delaware corporation (the “**Company**”), hereby consents (i) on behalf of the holders of the Class B Common Stock to the taking of the following actions without a meeting and without prior notice pursuant to the second sentence of Section 6.1 of the Second Amended and Restated Certificate of Incorporation of the Company, as amended on November 22, 2022 and March 1, 2023 (the “**Charter**”) and Section 228 of the Delaware General Corporation Law and (ii) to the taking of the following actions pursuant to Section 3.4 of the Shareholder Agreement (as defined below) and Section 5.2 of the SPA (as defined below):

Approval of Issuance and Sale of Series A Preferred Stock

WHEREAS, Article IV, Section 4.4 of the Charter provides that the Company may not authorize, allot or create any new class of shares each of which bear or may bear more than one vote per share or have the effect of diluting the voting power of the Class B Common Stock disproportionately without the approval of the holders of a majority of the then-outstanding shares of Class B Common Stock;

WHEREAS, Article VI, Section 6.1 of the Charter provides that on any matter that the Class B Common Stock is entitled to consent or vote as a separate class, the holders of the Class B Common Stock may take such action by written consent in lieu of a meeting;

WHEREAS, Section 3.4 of the Amended and Restated Shareholder Agreement, dated January 13, 2023, by and between, the Company, FF Top Holding LLC, and FF Global Partners LLC (the “**Shareholder Agreement**”) provides that until the earlier to occur of (a) the conversion of the voting power of the Company’s Class B Common Stock from one vote per share to ten votes per share and (b) the first date on which FF Top has ceased to Beneficially Own a number of shares of Common stock at least equal to 21,333,530 (as such number may be adjusted due to any stock split, reverse stock split or other similar corporate action) shares of Common Stock, the Company shall not enter into any transaction or series of related transactions that would require a shareholder vote under Nasdaq Listing Rule 5635(d) (without giving effect to Section 5635(f) thereof) without FF Top Holding LLC’s prior written consent;

WHEREAS, the Board has determined that it is in the best interests of the Company to issue and sell one share of Series A Preferred Stock (the “**Series A Preferred Stock**”) at a price per share of \$100.00, which shall have 60,000,000,000 votes, pursuant to that certain Preferred Stock Purchase Agreement, in the form attached hereto as Exhibit A (the “**Purchase Agreement**”) to help ensure that the Company has sufficient votes to approve the reverse stock split proposal whereby the Company will combine the outstanding shares of common stock into a proportional, smaller number of shares of common stock (the “**Reverse Stock Split Proposal**”);

WHEREAS, pursuant to Section 144 of the DGCL, no contract or transaction between the Company and one or more of its directors or officers or any other corporation, partnership, association or other organization in which one or more of the directors or officers of the Company is a director or officer of, or has a financial interest in (any such party is referred to herein individually as an “**Interested Party**”, and any such contract or transaction is referred to herein as an “**Interested Party Transaction**”), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting or consent of the Board that authorized the Interested Party Transaction or solely because the vote of any such director or officer is counted for such purpose, if: (i) the material facts as to the relationship or interest and as to the contract are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the relationship or interest and as to the contract are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders, or (iii) the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Board or the stockholders;



WHEREAS, it is hereby disclosed or made known to Stockholder that Xuefeng Chen (“**XF**”) is the Company’s Global Chief Executive Officer and purchaser under the Purchase Agreement, such that XF may be considered an Interested Party and the Reverse Stock Split Proposal may be considered an Interested Party Transaction;

WHEREAS, Stockholder is aware of the material facts related to the Reverse Stock Split Proposal and has had an adequate opportunity to ask questions regarding, and investigate the nature of, the relationships and/or interests of the Interested Parties with and in the Company in connection with the Reverse Stock Split Proposal;

WHEREAS, the consents given by Stockholder in this written consent are expressly conditioned on the following conditions (the “**Consent Conditions**”) being and remaining satisfied, (i) the Purchase Agreement and Certificate of Designation (as defined below) being executed in the form attached hereto (with any deviations therefrom requiring a further written consent from Stockholder), (ii) no more than one share of Series A Preferred Stock being issued in the aggregate, (iii) the Reverse Stock Split Proposal being substantially as set forth in the draft proxy statement attached hereto as Exhibit C (with any deviations therefrom that would impact the rights or obligations of Stockholder requiring a further written consent from Stockholder), (iv) the Series A Preferred Stock not having the right to vote with respect to any matter other than the Reverse Stock Split Proposal and matters incidental thereto (such as the adjournment or postponement of any stockholder meeting held with respect to such Reverse Stock Split Proposal) and (v) the Series A Preferred Stock being automatically redeemed and cancelled pursuant to its terms immediately following the final tabulation of votes with respect to the Reverse Stock Split Proposal (with for the avoidance of doubt no more shares thereof to be thereafter issued without the further prior written consent of the holders of the Class B Common Stock); and

WHEREAS, after careful consideration, Stockholder has determined that it is in the best interests of the Company and the holders of the Class B Common Stock that the Reverse Stock Split Proposal be approved and that one share of Series A Preferred Stock be issued to XF in connection therewith (subject to the Consent Conditions being and remaining satisfied).

NOW, THEREFORE, BE IT RESOLVED, that Stockholder hereby consents to the execution by the Company of the Purchase Agreement and the performance by the Company of its obligations thereunder (including the issuance and sale to XF of a single share of Series A Preferred Stock on the terms and subject to the conditions set forth in the Purchase Agreement), in all respects, both as the sole holder of the Class B Common Stock and pursuant to each of Section 3.4 of the Shareholder Agreement and (if and to the extent required) Section 5.2 of the Securities Purchase Agreement dated May 8, 2023 (the “**SPA**”), subject to the Consent Conditions being and remaining satisfied;

FURTHER RESOLVED, the Certificate of Designation in the form attached hereto as Exhibit B (the “**Certificate of Designation**”) is approved by Stockholder in all respects, both as the sole holder of the Class B Common Stock and pursuant to each of Section 3.4 of the Shareholder Agreement and (if and to the extent required) Section 5.2 of the SPA, subject to the Consent Conditions being and remaining satisfied.

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*[Remainder of this page intentionally left blank; signature page follows]*

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Stockholder hereby consents to and approves the adoption of the foregoing effective as of the date first written above in its individual capacity pursuant to Section 3.4 of the Shareholder Agreement, Section 5.2 of the SPA and as sole holder of the Class B Common Stock.

STOCKHOLDER:

**FF GLOBAL PARTNERS INVESTMENT LLC (formerly known as FF Top Holding LLC)**

By: /s/ Jiawei Wang

Name: Jiawei Wang

Title: President

Address: 3655 Torrance Blvd, Suite 361-362,  
Torrance, CA 90503

Email: [jerry.wang@ffglobalpartners.com](mailto:jerry.wang@ffglobalpartners.com)

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**EXHIBIT A**

**SERIES A PREFERRED STOCK PURCHASE AGREEMENT**

See attached.

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**EXHIBIT B**

**CERTIFICATE OF DESIGNATION**

See attached.

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**EXHIBIT C**

**DRAFT PROXY STATEMENT**

See attached.

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