

Seaspan CORP  
Form SC 13D/A  
May 19, 2016

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

**SCHEDULE 13D**  
**Under The Securities Exchange Act of 1934**  
**(Amendment No. 22)**

**SEASPAN CORPORATION**  
**(Name of Issuer)**  
**Class A common shares, \$.01 par value per share**  
**(Title of Class of Securities)**  
**Y75638109**  
**(CUSIP Number)**

<b>Deep Water Holdings, LLC</b>	<b>Kyle Roy Washington 2014 Trust</b>	<b>Kevin Lee Washington 2014 Trust</b>	<b>Kyle Roy Washington 2005 Irrevocable Trust u/a/d July 15, 2005</b>	<b>Kyle Roy Washington Seaspan Corporation 2600-200 Granville St. Vancouver, BC</b>
<b>c/o Washington Corporations</b>	<b>c/o Copper Lion, Inc.</b>	<b>c/o Copper Lion, Inc.</b>	<b>c/o Copper Lion, Inc.</b>	<b>Canada V6C 1S4</b>
<b>101 International Drive</b>	<b>199 East Pearl Ave. Suite 102</b>	<b>199 East Pearl Ave. Suite 102</b>	<b>199 East Pearl Ave. Suite 102</b>	<b>(604) 638-2575</b>
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*Copy to:*

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**K&L Gates LLP**

**925 Fourth Avenue, Suite 2900**

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**May 17, 2016**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that 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 §240.13d-7 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 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 the 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).

CUSIP No. Y75638109

1. Name of Reporting Person

Deep Water Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

WC (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Montana

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 38,656,710 Class A Common Shares\*

8. Shared Voting Power

OWNED BY

EACH

0

REPORTING 9. Sole Dispositive Power

PERSON

WITH

38,656,710 Class A Common Shares\*

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

38,656,710 Class A Common Shares\*

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

39.34%\*\*

14. Type of Reporting Person

OO

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares held by Deep Water Holdings, LLC ( Deep Water ), whose sole member is The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust ), may be deemed to be beneficially owned by the Dennis Washington Trust and by Dennis R. Washington, as trustee of the Dennis Washington Trust. Lawrence R. Simkins, the manager of Deep Water, has voting and investment power with respect to the Class A Common Shares held by Deep Water. Mr. Simkins disclaims any beneficial ownership of the Class A Common Shares beneficially owned by Deep Water, the Dennis Washington Trust and Dennis R. Washington.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

WC (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Montana

7. Sole Voting Power

NUMBER OF

SHARES

38,656,710 Class A Common Shares\*

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

38,656,710 Class A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 38,656,710 Class A Common Shares\*  
Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

14. 39.34%\*\*  
Type of Reporting Person

OO

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares beneficially owned by The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust ) may also be deemed to be beneficially owned by Dennis R. Washington, the trustee of the Dennis Washington Trust.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

Dennis R. Washington

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

WC (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

SHARES

38,656,710 Class A Common Shares\*

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

38,656,710 A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person



12. 38,656,710 Class A Common Shares\*  
Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

14. 39.34%\*\*  
Type of Reporting Person

IN

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares held by Deep Water Holdings, LLC, whose sole member is The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust ), may be deemed to be beneficially owned by the Dennis Washington Trust and by Dennis R. Washington, as trustee of the Dennis Washington Trust.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

The Kyle Roy Washington 2014 Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Wyoming

7. Sole Voting Power

NUMBER OF

SHARES

4,823,170 Class A Common Shares\*

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

4,823,170 Class A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 4,823,170 Class A Common Shares\*  
Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

4.91%\*\*

14. Type of Reporting Person

OO

\* As the trustee of the Kyle Roy Washington 2014 Trust (the Kyle Washington 2014 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2014 Trust. The Kyle Washington 2014 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

2. Kyle Roy Washington 2005 Irrevocable Trust u/a/d July 15, 2005  
Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

5. OO (See Item 3)  
Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Wyoming

7. Sole Voting Power

NUMBER OF

SHARES

1,615,500 Class A Common Shares\*

BENEFICIALLY 8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

1,615,500 Class A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,500 Class A Common Shares\*  
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

1.64%\*\*

14. Type of Reporting Person

OO

\* As the trustee of the Kyle Roy Washington 2005 Irrevocable Trust, created under agreement dated July 15, 2005, including all subsequent amendments, modifications and restatements (the Kyle Washington 2005 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2005 Trust. The Kyle Washington 2005 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

The Kevin Lee Washington 2014 Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Wyoming

7. Sole Voting Power

NUMBER OF

SHARES

6,139,661 Class A Common Shares\*

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

6,139,661 Class A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,139,661 Class A Common Shares\*  
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

6.25%\*\*  
14. Type of Reporting Person

OO

\* As the trustee of The Kevin Lee Washington 2014 Trust (the Kevin Washington 2014 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kevin Washington 2014 Trust. The Kevin Washington 2014 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

Copper Lion, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

WC (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

State of Wyoming

7. Sole Voting Power

NUMBER OF

SHARES

12,578,331 Class A Common Shares\*

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

12,578,331 Class A Common Shares\*

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person



12. 12,578,331 Class A Common Shares\*  
Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

14. 12.80%\*\*  
Type of Reporting Person

CO

\* In its capacity as trustee of the Kyle Washington 2014 Trust, Copper Lion, Inc. (Copper Lion) has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2014 Trust. In its capacity as trustee of the Kyle Washington 2005 Trust, Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2005 Trust. In its capacity as trustee of the Kevin Washington 2014 Trust, Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kevin Washington 2014 Trust.

\*\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016.

1. Name of Reporting Person

Kyle R. Washington

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO (See Item 3)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

NUMBER OF

SHARES

34,046 Class A Common Shares

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

0

9. Sole Dispositive Power

REPORTING

PERSON

34,046 Class A Common Shares

WITH

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

34,046 Class A Common Shares  
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

0.03%\*

14. Type of Reporting Person

IN

\* Based on 98,268,307 Class A Common Shares outstanding as of March 31, 2016 as provided in the Issuer's 6-K filed on April 26, 2016. Although Kyle R. Washington holds less than 5% of shares of the Issuer (as defined in the Explanatory Statement of this report), Kyle R. Washington joins this Schedule 13D as a reporting person in light of the history of dealings between the Reporting Persons (defined below) and the disclosure regarding possible group status in Item 5 of Amendment 12 to this Schedule 13D.

Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Shares held by Kyle R. Washington, and Kyle R. Washington disclaims beneficial ownership of the shares held by the other Reporting Persons.

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## EXPLANATORY STATEMENT

This Amendment No. 22 to Schedule 13D (Amendment No. 22) relates to Class A Common Shares, par value \$0.01 per share (the Common Shares) of Seaspan Corporation, a corporation organized and existing under the Republic of the Marshall Islands (the Issuer). This Amendment No. 22 is being filed on behalf of the following persons (collectively, the Reporting Persons): Deep Water Holdings, LLC, The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust), Mr. Dennis R. Washington, the Kyle Roy Washington 2014 Trust (the Kyle Washington 2014 Trust), the Kyle Roy Washington 2005 Irrevocable Trust created under agreement dated July 15, 2005, including all subsequent amendments, modifications and restatements (the Kyle Washington 2005 Trust), the Kevin Lee Washington 2014 Trust (the Kevin Washington 2014 Trust), Copper Lion, Inc. and Mr. Kyle R. Washington.

This Amendment No. 22 amends and supplements the Schedule 13D previously filed with the Securities and Exchange Commission on February 11, 2009, as amended on May 15, 2009 and as subsequently amended on May 27, 2009, August 20, 2009, August 31, 2009, September 11, 2009, October 6, 2009, May 28, 2010, June 23, 2010, March 18, 2011, April 19, 2011, December 13, 2011, January 31, 2012, March 13, 2012, March 28, 2012, August 2, 2012, August 23, 2012, January 8, 2013, February 7, 2014, November 12, 2014, January 13, 2015, and February 22, 2016 (the Schedule 13D). This Amendment No. 22 reflects information regarding certain of the Reporting Persons' entrance into a Shareholders Agreement, as described in Item 5 below.

Unless otherwise noted, capitalized terms used herein without definitions shall have the meanings assigned to them in the Schedule 13D. Except as specifically set forth in this Amendment No. 22, the Schedule 13D remains unmodified.

### **Item 4. Purpose of Transaction**

Item 4 of this Schedule 13D is hereby amended and supplemented by adding the following text to the end of Item 4.

The Reporting Persons hold the Common Shares for investment purposes only and will continue to evaluate their ownership and voting positions in the Issuer and may consider the following future courses of action, among others: (i) continuing to hold the Common Shares for investment; (ii) disposing of all or a portion of the Common Shares in open market sales or in privately-negotiated transactions; (iii) acquiring additional shares of Common Shares in the open market or in privately-negotiated transactions; or (iv) entering into short sales or other hedging transactions with respect to the Common Shares. The Reporting Persons have not as yet determined which, if any, of the courses of action specified in this paragraph they may ultimately take. The Reporting Persons' future actions with regard to this investment are dependent on their evaluation of a variety of circumstances affecting the Issuer in the future, including the market price of the Common Shares, the Issuer's prospects, and the Reporting Persons' respective portfolios.

Except as set forth above and in Item 6, none of the Reporting Persons has any present intent or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any material change in the present capitalization or dividend policy of the Issuer; (e) any other material change in the Issuer's business or corporate structure; (f) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (g) causing a class of securities of the Issuer to be delisted from a national securities exchange; (h) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (i) any action similar to those enumerated above.

The Reporting Persons do not have any current plans or proposals to change the number or term of directors or to fill any vacancies on the board.

The Reporting Persons reserve the right to determine in the future whether to change the purpose or purposes described above or whether to adopt plans or proposals of the type specified above.

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

(a) See items 11 and 13 of the cover pages to this Schedule 13D for the aggregate number of shares of Common Shares and percentage of Common Shares beneficially owned by each of the Reporting Persons.

Under the terms of the Shareholders Agreement dated as of May 17, 2016 (the Shareholders Agreement ), among certain of the Reporting Persons and Tiger Container Shipping Company Limited (Tiger ), Gerry Wang Family Enterprises Limited (GWF ), Gerry Wang, Graham Porter and all other shareholders that become a party thereto, all shareholders party to the Shareholders Agreement have agreed to certain procedures for the election of the board of directors and amendments to the Issuer's Amended and Restated Articles of Incorporation, as amended, or the Issuer's Amended and Restated Bylaws, as amended, to vote their shares in accordance with those procedures. In addition, (i) all of the shareholders that are a party to the Shareholders Agreement have agreed that they will not transfer any shares of Common Stock that they hold, subject to certain exceptions. Accordingly, the Reporting Persons, Tiger, GWF, Gerry Wang, and Graham Porter may be deemed to comprise a group within the meaning of the Exchange Act Rule 13d-5(b). The Reporting Persons expressly disclaim membership in such a group except as to shared voting power to the extent provided for in Sections 2.01 and 2.02 of the Shareholder Agreement. If the Reporting Persons are deemed to be a member of such group, then combined with the shares of Common Stock held of record by Tiger, GWF, Gerry Wang, and Graham Porter, the group would beneficially own an aggregate of 59,801,404.606 shares of Common Stock, which represent 60.86% of the Issuer's outstanding shares of Common Stock. The Reporting Persons expressly disclaim beneficial ownership of 8,532,317.606 Common Shares beneficially owned by Tiger, GWF, Gerry Wang and Graham Porter for all purposes except as to shared voting power for the nomination and selection of the members of the Board of Directors of the issuer as provided for in Sections 2.01 and 2.02 of the Shareholder Agreement. See the Statement on Schedule 13D filed with the Securities and Exchange Commission by Tiger and Graham Porter on May 18, 2016, and the Statement on Schedule 13D filed with the Securities and Exchange Commission by GWF and Gerry Wang on May 18, 2016.

(b) See items 7 through 10 of the cover pages to this Schedule 13D for the number of shares of Common Shares beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition.

(c) None.

(d) Except as set forth in this Schedule 13D, to the knowledge of the Reporting Persons, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Schedule 13D.

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

On May 17, 2016, the Reporting Persons, Tiger, GWF, Gerry Wang and Graham Porter entered into the Shareholders Agreement, which sets forth provisions relating to, among other things, transfers of shares of Common Stock and participation in the board of directors of the Issuer. The Shareholders Agreement is effective for five years subject to the termination provisions contained therein.

The foregoing description of the Shareholders Agreement is qualified in its entirety by reference to the Shareholders Agreement a copy of which is filed as Exhibit 1 to this Schedule 13D and is incorporated herein by reference.

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

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Shareholders Agreement, dated May 17, 2016, by and among the Reporting Persons, Tiger, GWF, Gerry Wang and Graham Porter.

**SIGNATURES**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 18, 2016

DEEP WATER HOLDINGS, LLC (1)

/s/ Lawrence R. Simkins

Lawrence R. Simkins, Manager

Dated: May 18, 2016

THE ROY DENNIS WASHINGTON  
REVOCABLE LIVING TRUST CREATED  
UNDER AGREEMENT DATED NOVEMBER 16,  
1987, INCLUDING ALL SUBSEQUENT  
AMENDMENTS, MODIFICATION AND  
RESTATEMENTS (1)

/s/ Dennis R. Washington

Dennis R. Washington, Trustee

Dated: May 18, 2016

DENNIS R. WASHINGTON (1)

/s/ Dennis R. Washington

Dennis R. Washington

Dated: May 18, 2016

THE KYLE ROY WASHINGTON 2014 TRUST (1)

/s/ Christopher Hawks

Christopher Hawks, President, Copper Lion, Inc.,  
Trustee

Dated: May 18, 2016

KYLE ROY WASHINGTON 2005  
IRREVOCABLE TRUST CREATED UNDER  
AGREEMENT DATED JULY 15, 2005,  
INCLUDING ALL SUBSEQUENT  
AMENDMENTS, MODIFICATIONS AND  
RESTATEMENTS (1)

/s/ Christopher Hawks

Christopher Hawks, President, Copper Lion, Inc.,  
Trustee

Dated: May 18, 2016



THE KEVIN LEE WASHINGTON 2014 TRUST  
(1)

/s/ Christopher Hawks

Christopher Hawks, President, Copper Lion, Inc.,  
Trustee

Dated: May 18, 2016

COPPER LION, INC. (1)

/s/ Christopher Hawks  
Christopher Hawks, President, Copper Lion, Inc.

Dated: May 18, 2016

KYLE R. WASHINGTON (1)

/s/ Kyle R. Washington  
Kyle R. Washington

- (1) This amendment is being filed jointly by Deep Water Holdings, LLC, the Dennis Washington Trust, Mr. Dennis R. Washington, the Kyle Roy Washington 2014 Trust, the Kyle Roy Washington 2005 Trust, the Kevin Lee Washington 2014 Trust, Copper Lion, Inc., and Mr. Kyle R. Washington pursuant to the Joint Filing Agreement dated February 22, 2016 and included as Exhibit 10.4 to Amendment No. 21 to this Schedule 13D.