

BERKSHIRE HATHAWAY FINANCE CORP  
Form 424B2  
August 08, 2016  
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Filed Pursuant to Rule 424(b)(2)  
Registration Statement No. 333-209122  
Registration Statement No. 333-209122-01

**The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell or a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale of these securities is not permitted.**

**Subject to Completion, dated August 8, 2016**

**Prospectus Supplement to Prospectus dated January 26, 2016**

**\$**

**Berkshire Hathaway Finance Corporation**

**\$ % Senior Notes due**

**\$ Floating Rate Senior Notes due**

**Unconditionally and irrevocably guaranteed by**

**Berkshire Hathaway Inc.**

We are offering (i) \$ of our % Senior Notes due and (ii) \$ of our Floating Rate Senior Notes due (together, the notes ).

Interest on the % Senior Notes due will accrue from the date of original issuance, expected to be , 2016 and will be payable semi-annually in arrears on and of each year, commencing on , 2017. Interest on the Floating Rate Senior Notes due will accrue from the date of original issuance, expected to be , 2016, and will be payable quarterly in arrears on , , and of each year, commencing on , 2016.

The % Senior Notes due will mature on and the Floating Rate Senior Notes due will mature on . All of Berkshire Hathaway Finance Corporation's obligations under the notes will be unconditionally and irrevocably guaranteed by Berkshire Hathaway Inc.

We will not have the right to redeem the Floating Rate Senior Notes due . We may redeem the % Senior Notes due , in whole or in part, at any time at the redemption prices as described under Description of the Notes and Guarantees Optional Redemption.

The notes will be senior unsecured indebtedness of Berkshire Hathaway Finance Corporation and will rank equally with all of its other existing and future senior unsecured indebtedness. The guarantees will be senior unsecured obligations of Berkshire Hathaway Inc. and will rank equally with all of its other existing and future senior unsecured obligations.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Concurrently with this offering, under a separate prospectus supplement, Berkshire Hathaway Inc. is offering \$ in aggregate principal amount of senior notes. The closing of this offering of notes is not conditioned upon the closing of the concurrent offering of senior notes by Berkshire Hathaway Inc.

**The risks involved in investing in our debt securities are described in the Risk Factors section on page S-6 of this prospectus supplement.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

	Per % Senior Note due	Per Floating Rate Senior Note due	Total
Initial public offering price (1)	%	%	\$
Underwriting discount	%	%	\$
Proceeds, before expenses, to Berkshire Hathaway Finance Corporation	%	%	\$

(1) Plus accrued interest from \_\_\_\_\_, 2016 until the date of delivery.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company and its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about \_\_\_\_\_, 2016.

*Joint Book-Running Managers*

**BofA Merrill Lynch      Goldman, Sachs & Co.      J.P. Morgan      Wells Fargo Securities**

**Prospectus Supplement dated \_\_\_\_\_, 2016**

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You should read this prospectus supplement, the accompanying prospectus, and any related free writing prospectus we file with the Securities and Exchange Commission (the "SEC") carefully before you invest in the notes. This document contains or incorporates by reference important information you should consider before making your investment decision. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, and any such free writing prospectus. None of Berkshire Hathaway Finance Corporation ("BHFC"), Berkshire Hathaway Inc. ("Berkshire"), and the underwriters has authorized anyone else to provide you with any different or additional information. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus (as updated by this prospectus supplement), or any such free writing prospectus is accurate as of any date other than its respective date or the date that is specified in those documents, or that the information Berkshire previously filed with the SEC and incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of the document

incorporated by reference or the date that is specified in such document. The business, financial condition, results of operations and prospects of Berkshire and BHFC may have changed since those dates.

We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer or sale is not permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the notes in some jurisdictions may be restricted by law. The notes are offered globally for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. Persons into whose possession this prospectus supplement and the accompanying prospectus come are required by us and the underwriters to inform themselves about, and to observe, any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See Underwriting (Conflicts of Interest) Offering Restrictions in this prospectus supplement.

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**FORWARD-LOOKING INFORMATION**

Certain statements contained, or incorporated by reference, in this prospectus supplement are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, that include words such as expects, anticipates, intends, plans, believes, estimates, or similar expressions. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future actions by BHFC or Berkshire, which may be provided by management are also forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on our current expectations and projections about future events and are subject to risks, uncertainties and assumptions about BHFC and Berkshire, economic and market factors and the industries in which they do business, among other things, that may cause actual events and results to differ materially from the forward-looking statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors. The principal risk factors that could cause Berkshire's actual performance and future events and actions to differ materially from such forward-looking statements include, but are not limited to, continuing volatility in the capital or credit markets and other changes in the securities and capital markets, changes in market prices of Berkshire's investments in fixed maturity and equity securities, losses realized from derivative contracts, the occurrence of one or more catastrophic events, such as an earthquake, hurricane, or act of terrorism that causes losses insured by Berkshire's insurance subsidiaries, changes in laws or regulations affecting Berkshire's insurance, railroad, utilities and energy and finance subsidiaries, changes in tax laws, and changes in general economic and market factors that affect the prices of securities or the industries in which Berkshire and its affiliates do business. You are advised to consult any additional disclosures Berkshire makes in its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K filed with the SEC.

Forward-looking statements are not guarantees of future performance. Neither BHFC nor Berkshire undertakes any obligation to update or revise any forward-looking statements to reflect events or developments after the date of this prospectus supplement, except as required by law.

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which provides more general information. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated herein and therein by reference, on the other hand, you should rely on the information contained in this prospectus supplement.

In this prospectus supplement, unless otherwise specified or the context otherwise implies, references to dollars and \$ are to U.S. dollars. Unless we indicate otherwise or unless the context requires otherwise, all references in this prospectus supplement to we, us, our, or similar references are references to either Berkshire or BHFC or both. However, in the Description of the Notes and Guarantees and related summary sections of this prospectus supplement, references to we, us, our, or similar references are to BHFC only.

This prospectus supplement is based on information provided by us and by other sources that we believe are reliable. We cannot assure you that this information is accurate or complete. This prospectus supplement summarizes certain

documents and other information and we refer you to them for a more complete understanding of what we discuss in this prospectus supplement.

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**INCORPORATION BY REFERENCE**

In this document BHFC and Berkshire incorporate by reference the information that Berkshire files with the SEC, which means that we can disclose important information to you by referring you to another document. The information incorporated by reference is considered to be a part of this prospectus from the date Berkshire files that document, and later information filed with the SEC will automatically update and supersede this information.

BHFC and Berkshire incorporate by reference the documents listed below and any future filings made by either of them with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (but excluding any information furnished to, rather than filed with, the SEC) prior to the termination of any offering of securities made by this prospectus:

Berkshire's Annual Report on Form 10-K for the year ended December 31, 2015 (including information specifically incorporated by reference from Berkshire's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 11, 2016);

Berkshire's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016; and

Berkshire's Current Reports on Form 8-K filed with the SEC on March 15, 2016 and May 4, 2016.

We will provide to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request and at no cost to such person, a copy of any or all of the information that has been incorporated by reference in this prospectus but not delivered with this prospectus. You may request a copy of such information by writing or telephoning Berkshire at:

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

Attn: Corporate Secretary

Tel: (402) 346-1400

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**SUMMARY**

*The following summary is qualified in its entirety by the more detailed information included elsewhere in or incorporated by reference into this prospectus supplement or the accompanying prospectus. Because this is a summary, it does not contain all the information that may be important to you. You should carefully read the entire prospectus supplement and the accompanying prospectus, together with documents incorporated by reference, in their entirety before making an investment decision.*

**Berkshire Hathaway Inc.**

Berkshire, a Delaware corporation, is a holding company owning subsidiaries that engage in a number of diverse business activities including insurance and reinsurance, freight rail transportation, utilities and energy, finance, manufacturing, services and retailing. Included in the group of subsidiaries that underwrite insurance and reinsurance is GEICO, the second largest private passenger auto insurer in the United States and two of the largest reinsurers in the world, General Re and the Berkshire Hathaway Reinsurance Group. Other subsidiaries that underwrite insurance include National Indemnity Company, Columbia Insurance Company, National Fire & Marine Insurance Company, National Liability and Fire Insurance Company, Berkshire Hathaway Homestate Insurance Company, Cypress Insurance Company, Berkshire Hathaway Specialty Insurance Company, Medical Protective Company, the Berkshire Hathaway GUARD Insurance Companies, Applied Underwriters, U.S. Liability Insurance Company, Central States Indemnity Company, and Berkshire Hathaway Life Insurance Company of Nebraska. Berkshire's finance and financial products businesses primarily engage in proprietary investing strategies (BH Finance), consumer lending (Clayton Homes, Inc.) and transportation equipment and furniture leasing (UTLX, XTRA and CORT).

Burlington Northern Santa Fe, LLC ( BNSF ) is a holding company that, through its subsidiaries, is engaged primarily in the freight rail transportation business. BNSF's rail operations make up one of the largest railroad systems in North America. Berkshire Hathaway Energy Company ( BHE ) is an international energy holding company owning a wide variety of operating companies engaged in the generation, transmission and distribution of energy. Among BHE's operating energy businesses are Northern Powergrid; MidAmerican Energy Company; PacifiCorp; NV Energy; BHE Pipeline Group; BHE Renewables; and AltaLink. In addition, BHE owns HomeServices of America, a real estate brokerage firm. McLane Company is a wholesale distributor of groceries and nonfood items to discount retailers, convenience stores, restaurants and others. The Marmon Group ( Marmon ) is an international association of approximately 180 manufacturing businesses, including UTLX, that operate independently within diverse business sectors. The Lubrizol Corporation is a specialty chemical company that produces and supplies chemical products for transportation, industrial and consumer markets. IMC International Metalworking Companies (Iscar) is an industry leader in the metal cutting tools business. Additionally, on January 29, 2016, Berkshire acquired Precision Castparts Corp. ( PCC ), a worldwide diversified manufacturer of complex metal components and products serving the aerospace, power and general industrial markets, in a transaction valued at approximately \$37.2 billion, including the assumption of \$5.0 billion of outstanding PCC net debt as of January 29, 2016.

Numerous business activities are conducted through Berkshire's other manufacturing, services and retailing subsidiaries. Shaw Industries is the world's largest manufacturer of tufted broadloom carpet. Benjamin Moore is a formulator, manufacturer and retailer of architectural and industrial coatings. Johns Manville is a leading manufacturer of insulation and building products. Acme Building Brands is a manufacturer of face brick and concrete masonry products. MiTek produces steel connector products and engineering software for the building components market. Fruit of the Loom, Russell Athletic, Vanity Fair, Garan, Fechheimer, H.H. Brown Shoe Group, Justin Brands, and Brooks manufacture, license and distribute apparel and footwear under a variety of brand names. FlightSafety International provides training to aircraft operators. NetJets provides fractional

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ownership programs for general aviation aircraft. Nebraska Furniture Mart, R.C. Willey Home Furnishings, Star Furniture and Jordan's Furniture are retailers of home furnishings. Borsheims, Helzberg Diamond Shops and Ben Bridge Jeweler are retailers of fine jewelry.

In addition, other manufacturing, service and retail businesses include: Buffalo News and the BH Media Group, publishers of daily and Sunday newspapers; See's Candies, a manufacturer and seller of boxed chocolates and other confectionery products; Scott Fetzer, a diversified manufacturer and distributor of commercial and industrial products; Larson-Juhl, a designer, manufacturer and distributor of high-quality picture framing products; CTB International, a manufacturer of equipment for the livestock and agricultural industries; International Dairy Queen, a licensor and service provider to about 6,700 stores that offer prepared dairy treats and food; Pampered Chef, a leading direct seller of kitchen tools in the United States; Forest River, a leading manufacturer of leisure vehicles in the United States; Business Wire, the leading global distributor of corporate news, multimedia and regulatory filings; TTI, Inc., a leading distributor of electronic components; Richline Group, a leading jewelry manufacturer; Oriental Trading Company, a direct retailer of party supplies and novelties; Charter Brokerage, a leading global trade services company; Berkshire Hathaway Automotive, which includes 83 automobile dealerships located in 10 states; and Detlev Louis Motorrad, a retailer of motorcycle accessories based in Germany. Additionally, on February 29, 2016, we acquired Duracell, a leading manufacturer of high-performance alkaline batteries.

Operating decisions for the various Berkshire businesses are made by managers of the business units. Investment decisions and all other capital allocation decisions are made for Berkshire and its subsidiaries by the Berkshire senior management team which is led by Warren E. Buffett, in consultation with Charles T. Munger. Mr. Buffett is Chairman and Mr. Munger is Vice Chairman of Berkshire's Board of Directors. The Berkshire businesses collectively employ approximately 365,000 people.

Berkshire's executive offices are located at 3555 Farnam Street, Omaha, Nebraska 68131, and its telephone number is (402) 346-1400.

**Berkshire Hathaway Finance Corporation**

BHFC is a Delaware corporation that was created by Berkshire on August 4, 2003. Assets of BHFC consist of term loans to Vanderbilt Mortgage and Finance, Inc. (Vanderbilt) and 21st Mortgage Corporation (21st Mortgage), indirect wholly owned subsidiaries of Clayton Homes, Inc. and indirect wholly owned subsidiaries of Berkshire. BHFC also provides financing to the tank car and crane leasing business of Berkshire's indirect wholly owned subsidiary, UTLX Company. BHFC currently charges Vanderbilt, 21st Mortgage and UTLX interest at a rate which is either 50 or 100 basis points higher than it pays on its related debt obligations.

BHFC's executive offices are located at 3555 Farnam Street, Omaha, Nebraska 68131, and its telephone number is (402) 346-1400.



Each series of notes will be unsecured senior obligations of BHFC, will rank *pari passu* in right of payment with all of BHFC's unsecured, unsecured indebtedness and will be senior in right of payment to all of its subordinated indebtedness. As of June 30, 2016, BHFC had no secured indebtedness and \$14.2 billion of indebtedness.

The guarantees will be unsecured senior obligations of Berkshire, will rank *pari passu* with all of its unsecured, unsecured indebtedness and senior to all of its subordinated indebtedness, and will be effectively subordinated to all of its existing and future secured indebtedness to the extent of the assets securing such indebtedness and structurally subordinated to all existing and future indebtedness of its subsidiaries (secured or unsecured). As of June 30, 2016, Berkshire had no secured indebtedness and \$18.0 billion of indebtedness, and its subsidiaries had \$83.4 billion of indebtedness.

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**Optional Redemption**

We will not have the right to redeem the Floating Rate Senior Notes due

We will have the option to redeem the % Senior Notes due , in whole or in part, at any time at a redemption price equal to the greater of (A) 100% of the principal amount of such notes to be redeemed or (B) as determined by the quotation agent and as described herein under Description of the Notes and Guarantees Optional Redemption, the sum of the present values of the remaining scheduled payments of principal and interest on such notes to be redeemed, not including any portion of such payments of interest accrued as of the date on which such notes are to be redeemed, discounted to the date on which such notes are to be redeemed on a semi-annual basis assuming a 360-day year consisting of twelve 30-day months, at the adjusted treasury rate described herein under Description of the Notes and Guarantees Optional Redemption plus basis points, plus accrued and unpaid interest to, but excluding, the date on which the notes are to be redeemed.

**Repayment**

The notes will not be repayable at the option of the holder prior to maturity.

**Sinking Fund**

The notes are not subject to a sinking fund provision.

**Form and Denomination**

The Depository Trust Company ( DTC ) will act as securities depository for the notes, which will be issued only as fully registered global securities registered in the name of DTC or its nominee for credit to an account of a direct or indirect participant in DTC, except in certain circumstances. One or more fully registered global notes will be issued to DTC for each series of the notes. The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Use of Proceeds**

We expect to use the net proceeds of this offering to repay at maturity our 0.950% Senior Notes due 2016 (\$1,000,000,000 aggregate principal amount outstanding). The remaining proceeds will be used for general corporate purposes. See Use of Proceeds in this prospectus supplement.

**Trustee**

The Bank of New York Mellon Trust Company, N.A.

**Governing Law**

New York

**Risk Factors**

You should carefully consider the specific factors set forth under **Risk Factors** on page S-6 of this prospectus supplement as well as the information and data included elsewhere or incorporated by reference in this prospectus supplement or the accompanying prospectus, before making an investment decision.

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**Conflicts of Interest**

Berkshire owns more than 10% of the outstanding preferred stock of Bank of America Corporation, the parent company of Merrill Lynch, Pierce, Fenner & Smith Incorporated and more than 10% of the outstanding common stock of Wells Fargo & Company, the parent company of Wells Fargo Securities, LLC. Accordingly, this offering is being made in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority. Because the notes to be offered will be rated investment grade, pursuant to Rule 5121, the appointment of a qualified independent underwriter is not necessary.

**Concurrent Offering**

Concurrently with this offering, under a separate prospectus supplement, Berkshire is offering \$            in aggregate principal amount of senior notes. The closing of this offering of notes is not conditioned upon the closing of the concurrent offering of senior notes by Berkshire.



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**RISK FACTORS**

An investment in our securities involves some degree of risk. Prior to making a decision about investing in our securities, you should carefully consider the risks described in the section entitled "Risk Factors" in any prospectus supplement and the risks described in Berkshire's most recent Annual Report on Form 10-K filed with the SEC, in each case as these risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10-Q. The occurrence of any of these risks could materially adversely affect our business, operating results and financial condition.

The risks and uncertainties we describe are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business or operations. Any adverse effect on our business, financial condition or operating results could result in a decline in the value of our securities and the loss of all or part of your investment.

**There is currently no trading market for the notes and an active trading market for the notes may not develop.**

The notes are new issues of securities with no established trading market, and we do not intend to list them on any securities exchange or automated quotation system. As a result, an active trading market for the notes may not develop, or if one does develop, it may not be sustained. If an active trading market fails to develop or cannot be sustained, you may not be able to resell your notes at their fair market value or at all.

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**USE OF PROCEEDS**

We expect to use the net proceeds of this offering to repay at maturity our 0.950% Senior Notes due 2016 (\$1,000,000,000 aggregate principal amount outstanding). The remaining proceeds will be used for general corporate purposes.

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**DESCRIPTION OF THE NOTES AND GUARANTEES**

The following description of certain material terms of the notes and the guarantees does not purport to be complete.

This description of the notes and guarantees is intended to be an overview of the material provisions of the notes and the guarantees and is intended to supplement, and to the extent of any inconsistency replace, the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus, to which we refer you. The notes and the guarantees will be issued under an indenture, dated as of January 26, 2016 (the "indenture"), among Berkshire, BHFC and The Bank of New York Mellon Trust Company, N.A., a national banking association, as trustee (the "trustee"). Since this description of the notes and guarantees is only a summary, we urge you to read the indenture (including definitions of terms used therein) and the forms of notes and guarantees because they, and not this description, define your rights as a beneficial holder of the notes. You may request copies of these documents from us at our address set forth above under "Summary" Berkshire Hathaway Finance Corporation. The indenture and the forms of the notes, including the guarantees to be endorsed thereon, are included or incorporated by reference as an exhibit to the registration statement of which this prospectus supplement forms a part.

**General**

Each series of the notes offered by this prospectus supplement will be issued as a separate series under the indenture. The notes will be our senior unsecured obligations and will be initially limited in aggregate principal amount to \$ \_\_\_\_\_ in the case of the \_\_\_\_\_ % Senior Notes due \_\_\_\_\_ and \$ \_\_\_\_\_ in the case of the Floating Rate Senior Notes due \_\_\_\_\_.

The Floating Rate Senior Notes due \_\_\_\_\_ will be referred to herein as the floating rate notes. The \_\_\_\_\_ % Senior Notes due \_\_\_\_\_ will be referred to herein as the fixed rate notes. The floating rate notes and the fixed rate notes will be collectively referred to herein as the notes.

We may at any time, without notice to or consent of the holders of the notes offered by this prospectus supplement, issue additional notes of the same series as any series of the notes offered hereby. Any such additional notes will have the same ranking, interest rate, maturity date and other terms as such series of notes offered hereby, except for possible variations permitted under the indenture. Any such additional notes, together with the notes offered hereby of such series, will constitute a single series of notes under the indenture.

Unless earlier redeemed, the entire principal amount of the \_\_\_\_\_ % Senior Notes due \_\_\_\_\_ will mature and become due and payable, together with any accrued and unpaid interest thereon, on \_\_\_\_\_. The entire principal amount of the Floating Rate Senior Notes due \_\_\_\_\_ will mature and become due and payable, together with any accrued and unpaid interest thereon, on \_\_\_\_\_. The notes will have the benefit of an unconditional and irrevocable guarantee from Berkshire.

The notes of each series will be evidenced by one or more global notes deposited with a custodian for and registered in the name of a nominee of DTC. Except as described herein, beneficial interests in the global notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants. See "Book-Entry Delivery and Form."

You will not have the right to cause us to repurchase the notes in whole or in part at any time before they mature. The notes are not subject to a sinking fund provision.

**Interest**

***Fixed Rate Notes***

The % Senior Notes due will accrue interest at a rate of % per annum. The fixed rate notes offered by this prospectus supplement will accrue interest on their stated principal amount from , or

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from the most recent date to which interest has been paid or duly provided for. Accrued and unpaid interest on the % Senior Notes due will be payable semi-annually in arrears on and of each year, which we refer to as fixed rate note interest payment dates, commencing on , 2017.

Interest on the % Senior Notes due will be paid to the person in whose name a % Senior Note due is registered at the close of business on the and (whether or not a business day), which we refer to as record dates, immediately preceding the relevant fixed rate note interest payment date.

The amount of interest payable on the fixed rate notes for any full semi-annual interest period will be computed on the basis of a 360-day year of twelve 30-day months. The amount of interest payable for any period shorter than a full semi-annual interest period for which interest is computed will be computed on the basis of 30-day months and, for periods of less than a month, the actual number of days elapsed per 30-day month. If any date on which interest is payable on the fixed rate notes is not a business day, then payment of the interest payable on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) with the same force and effect as if made on such fixed rate note interest payment date. For purposes of this prospectus supplement, a business day means any day, other than a Saturday or Sunday, that is not a day on which banking institutions in the Borough of Manhattan, The City of New York are authorized or required by law, regulation or executive order to close.

***Floating Rate Notes***

The Floating Rate Senior Notes due will accrue interest from , or from the most recent date to which interest has been paid or duly provided for, at a rate per annum equal to LIBOR (as defined below) plus % per annum, as determined by the calculation agent as described below.

Interest on the Floating Rate Senior Notes due will be payable quarterly in arrears on , , and of each year, which we refer to as floating rate note interest payment dates, commencing on , 2016, to the person in whose name a Floating Rate Senior Note due is registered at the close of business on the preceding , , and , as applicable (whether or not a business day), which we also refer to as record dates. If any floating rate note interest payment date (other than the maturity date of the floating rate notes) falls on a day that is not a business day, the floating rate note interest payment date will be postponed to the next day that is a business day and interest will accrue to but excluding the date interest is paid. However, if the postponement would cause the day to fall in the next calendar month, the floating rate note interest payment date will instead be brought forward to the immediately preceding business day. If the maturity date of the floating rate notes is not a business day, then payment of the principal and interest payable on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) with the same force and effect as if made on such maturity date.

The rate of interest on the floating rate notes will reset quarterly (the interest reset period, and the first day of each interest reset period will be an interest reset date ). The interest reset dates will be the same dates as the floating rate note interest payment dates.

The calculation agent for the notes is The Bank of New York Mellon Trust Company, N.A., which we refer to as the calculation agent.

The calculation agent will determine the initial interest rate on the second London business day preceding the issue date for the floating rate notes and the interest rate for each succeeding interest reset period on the second London business day preceding the applicable interest reset date, in each case by reference to LIBOR, each of which days we

refer to as an interest determination date.

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London business day means any day on which dealings in deposits in U.S. Dollars are transacted in the London interbank market.

The interest rate for the floating rate notes will be based on the London interbank offered rate, which we refer to as LIBOR, and will be determined by the calculation agent as follows:

- (i) As of an interest determination date, LIBOR will be the rate for deposits in U.S. dollars for a period of three months, commencing on the date of issuance of the floating rate notes or on each interest reset date, as the case may be, that appears on the Reuters Screen LIBOR01 Page, or any successor service, at approximately 11:00 a.m., London time, on that interest determination date. The Reuters Screen LIBOR01 Page is the display designated as the Reuters screen LIBOR01, or such other page as may replace the Reuters screen LIBOR01 on that service or such other service or services as may be nominated for the purpose of displaying London interbank offered rates for U.S. dollar deposits by ICE Benchmark Administration Limited (IBA) or its successor or such other entity assuming the responsibility of IBA or its successor in calculating the London interbank offered rate in the event IBA or its successor no longer does so.
- (ii) If no rate appears, then the calculation agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected and identified by us, to provide the calculation agent with its offered quotation for deposits in U.S. dollars for a period of three months, commencing on the date of issuance of the floating rate notes or on the interest reset date, as the case may be, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that interest determination date and in a principal amount that is representative of a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, LIBOR determined on that interest determination date will be the arithmetic mean of those quotations. If fewer than two quotations are provided, LIBOR will be determined for the issue date of the floating rate notes or the interest reset date, as the case may be, as the arithmetic mean of the rates quoted at approximately 11:00 a.m., New York City time, on that interest determination date, as the case may be, by three major banks in New York City, as selected and identified by us, for loans in U.S. dollars to leading European banks, for a period of three months, commencing on the issue date of the floating rate notes or the interest reset date, as the case may be, and in a principal amount that is representative of a single transaction in U.S. dollars in that market at that time. If the banks so selected and identified by us are not quoting as set forth above, LIBOR determined on that determination date will remain LIBOR in effect on that interest determination date.

Accrued interest on the floating rate notes will be calculated by multiplying the principal amount of such notes by an accrued interest factor. The accrued interest factor will be computed by adding the interest factors calculated for each day in the period for which interest is being paid. The interest factor for each day is computed by dividing the interest rate applicable to that day by 360. The interest rate in effect on any interest reset date will be the applicable rate as reset on that date. The interest rate applicable to any other day is the interest rate from the immediately preceding interest reset date, or if none, the initial interest rate. All percentages used in or resulting from any calculation for the rate of interest on the notes will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with .000005% rounded up to .00001%), and all U.S. dollar amounts used in or resulting from these calculations will be rounded to the nearest cent (with one-half cent rounded upward).

Any amounts payable on any notes that are not punctually paid on any payment date will cease to be payable to the person in whose name such notes are registered on the relevant record date, and such defaulted payment will instead be payable to the person in whose name such notes are registered on the special record date or other specified date

determined in accordance with the indenture.

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### **Guarantee of Notes**

Berkshire will unconditionally and irrevocably guarantee the payment of all of BHFC's obligations under the notes offered hereby pursuant to a guarantee to be endorsed on the notes offered hereby, the form of which is included in the indenture, which is filed as an exhibit to the registration statement of which this prospectus forms a part. If we default in the payment of the principal of, or premium, if any, or interest on, such notes when and as the same shall become due, whether upon maturity, acceleration, or otherwise, without the necessity of action by the trustee or any holder of such notes, Berkshire shall be required promptly and fully to make such payment.

### **Ranking**

The notes will be our senior unsecured obligations and will rank *pari passu* in right of payment with all of our unsubordinated, unsecured indebtedness and will be senior in right of payment to all of our subordinated indebtedness. As of June 30, 2016, BHFC had no secured indebtedness and \$14.2 billion of indebtedness.

The guarantees will be senior unsecured obligations of Berkshire, will rank *pari passu* with all of Berkshire's unsubordinated, unsecured indebtedness and senior to all of Berkshire's subordinated indebtedness, and will be effectively subordinated to all of Berkshire's existing and future secured indebtedness to the extent of the assets securing such indebtedness and structurally subordinated to all existing and future indebtedness of Berkshire's subsidiaries (secured or unsecured). As of June 30, 2016, Berkshire had no secured indebtedness and \$18.0 billion of indebtedness, and its subsidiaries had \$83.4 billion of indebtedness.

### **Optional Redemption**

We will not have the right to redeem the floating rate notes.

We will have the option to redeem the fixed rate notes in whole or in part, at any time, at a redemption price equal to the greater of (A) 100% of the principal amount of the fixed rate notes to be redeemed or (B) as determined by the quotation agent described below, the sum of the present values of the remaining scheduled payments of principal and interest on the fixed rate notes to be redeemed, not including any portion of such payments of interest accrued as of the date on which the fixed rate notes are to be redeemed, discounted to the date on which the fixed rate notes are to be redeemed on a semi-annual basis assuming a 360-day year consisting of twelve 30-day months, at the adjusted treasury rate described below plus \_\_\_\_\_ basis points, plus accrued and unpaid interest on the fixed rate notes to be redeemed to, but excluding, the date on which such notes are to be redeemed.

We will utilize the following procedures to calculate the adjusted treasury rate described in the previous paragraph. We will appoint Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and a primary U.S. government securities dealer in New York City selected by Wells Fargo Securities, LLC or their respective successors, and one or more other primary U.S. Government securities dealers in New York City as reference dealers, and we will appoint Merrill Lynch, Pierce, Fenner & Smith Incorporated or its successor to act as our quotation agent. If any of the foregoing or their respective successors are no longer a primary U.S. Government securities dealer in New York City, we will substitute another primary U.S. Government securities dealer in New York City in its place as a reference dealer.

The quotation agent will select a United States Treasury security which has a maturity comparable to the remaining maturity of the fixed rate notes to be redeemed which would be used in accordance with customary financial practice to price new issues of corporate debt securities with a maturity comparable to the remaining maturity of such notes. The reference dealers will provide us with the bid and asked prices for that comparable United States Treasury

security as of 5:00 p.m. (New York City time) on the third business day before the redemption date. We will calculate the average of the bid and asked prices provided by each reference dealer, eliminate the highest and the lowest reference dealer quotations and then calculate the average of the remaining

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reference dealer quotations. However, if we obtain fewer than three reference dealer quotations, we will calculate the average of all the reference dealer quotations and not eliminate any quotations. We call this average quotation the comparable treasury price. The adjusted treasury rate with respect to the fixed rate notes to be redeemed will be the semi-annual equivalent yield to maturity of a security whose price is equal to the applicable comparable treasury price, in each case expressed as a percentage of its principal amount.

We may redeem the fixed rate notes at any time on a redemption date of our choice. However, we must give the holders of such notes notice of the redemption not less than 30 days or more than 60 days before the redemption date. We will give the notice in the manner described under Notices. If we elect to redeem fewer than all the fixed rate notes, the trustee will select the particular notes to be redeemed by such method that the trustee deems fair and appropriate.

## **Book-Entry Delivery and Form**

### ***General***

The notes offered hereby will be issued in registered, global form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will be issued on the issue date therefor only against payment in immediately available funds.

The notes of each series offered hereby initially will be represented by one or more permanent global certificates (which may be subdivided) in definitive, fully registered form without interest coupons, which we refer to as the global notes.

The global notes will be deposited upon issuance with the trustee as custodian for DTC in New York, New York, and registered in the name of DTC or its nominee for credit to an account of a direct or indirect participant in DTC (including the Euroclear Bank S.A./N.V. ( Euroclear ) or Clearstream Banking, société anonyme ( Clearstream )), as described below under Depository Procedures.

Except as set forth below, the global notes may be transferred, in whole and not in part, only to DTC, to another nominee of DTC or to a successor of DTC or its nominee. Beneficial interests in the global notes may not be exchanged for notes in certificated form except in the limited circumstances described below under Exchange of Book-Entry Notes for Certificated Notes.

Transfers of beneficial interests in the global notes will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

### ***Depository Procedures***

The following description of the operations and procedures of DTC, Euroclear and Clearstream is provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. We take no responsibility for these operations and procedures and urge investors to contact the systems or their participants directly to discuss these matters.

DTC is a limited-purpose trust company created to hold securities for its participating organizations, referred to as participants, and facilitate the clearance and settlement of transactions in those securities between DTC's participants through electronic book-entry changes in accounts of its participants. DTC's participants include securities brokers and

dealers (including the underwriters), banks, trust companies, clearing corporations and certain other organizations. Access to DTC's system is also available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC participant, either directly or indirectly, which entities are referred to as indirect participants. Persons who are not DTC

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participants may beneficially own securities held by or on behalf of DTC only through participants or indirect participants. DTC has no knowledge of the identity of beneficial owners of securities held by or on behalf of DTC. DTC's records reflect only the identity of its participants to whose accounts securities are credited. The ownership interests and transfer of ownership interests of each beneficial owner of each security held by or on behalf of DTC are recorded on the records of DTC's participants and indirect participants.

Pursuant to procedures established by DTC:

upon deposit of the global notes, DTC will credit the accounts of its participants designated by the underwriters with portions of the principal amount of the global notes; and

ownership of such interests in the global notes will be maintained by DTC (with respect to its participants) or by DTC's participants and indirect participants (with respect to other owners of beneficial interests in the global notes).

Investors in the global notes may hold their interests therein directly through DTC, if they are participants in such system, or indirectly through organizations (including Euroclear and Clearstream) that are participants or indirect participants in such system. Euroclear and Clearstream will hold interests in the notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositories. The depositories, in turn, will hold interests in the notes in customers' securities accounts in the depositories' names on the books of DTC.

All interests in a global note, including those held through Euroclear or Clearstream, will be subject to the procedures and requirements of DTC. Those interests held through Euroclear or Clearstream will also be subject to the procedures and requirements of these systems. The laws of some jurisdictions require that certain persons take physical delivery of certificates evidencing securities they own. Consequently, the ability to transfer beneficial interests in a global note to such persons will be limited to that extent. Because DTC can act only on behalf of its participants, which in turn act on behalf of indirect participants, the ability of beneficial owners of interests in a global note to pledge such interests to persons or entities that do not participate in the DTC system, or otherwise take actions in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests. For certain other restrictions on the transferability of the notes, see Exchange of Book-Entry Notes for Certificated Notes.

Except as described below, owners of interests in the global notes will not have notes registered in their names, will not receive physical delivery of notes in certificated form and will not be considered the registered owners or holders thereof under the indenture for any purpose.

Payments in respect of the principal of, and interest on, a global note registered in the name of DTC or its nominee will be payable by the trustee (or the paying agent if other than the trustee) to DTC in its capacity as the registered holder under the indenture. We and the trustee will treat the persons in whose names the notes, including the global notes, are registered as the owners thereof for the purpose of receiving such payments and for any and all other purposes whatsoever. Consequently, neither we nor the trustee or any of our respective agents has or will have any responsibility or liability for:

any aspect of DTC's records or any participant's or indirect participant's records relating to or payments made on account of beneficial ownership interests in the global notes, or for maintaining, supervising or reviewing any of DTC's records or any participant's or indirect participant's records relating to the beneficial ownership interests in the global notes; or

any other matter relating to the actions and practices of DTC or any of its participants or indirect participants.

DTC has advised us that its current practice, upon receipt of any payment in respect of securities such as the notes (including principal and interest), is to credit the accounts of the relevant participants with the payment on

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the payment date in amounts proportionate to their respective holdings in the principal amount of the relevant security as shown on the records of DTC, unless DTC has reason to believe it will not receive payment on such payment date. Payments by the participants and the indirect participants to the beneficial owners of notes will be governed by standing instructions and customary practices and will be the responsibility of the participants or the indirect participants and will not be the responsibility of DTC, the trustee or us. Neither we nor the trustee will be liable for any delay by DTC or any of its participants in identifying the beneficial owners of the notes, and we and the trustee may conclusively rely on and will be protected in relying on instructions from DTC or its nominee for all purposes.

Transfers between participants in DTC will be effected in accordance with DTC's procedures, and will be settled in same day funds, and transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

Cross-market transfers between participants in DTC, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by their depositaries. Cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in that system in accordance with the rules and procedures and within the established deadlines (Brussels time) of that system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depositaries to take action to effect final settlement on its behalf by delivering or receiving interests in the relevant global note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear and Clearstream participants may not deliver instructions directly to the depositaries for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in a global note from a participant in DTC will be credited and reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a business day for Euroclear and Clearstream) immediately following the settlement date of DTC. DTC has advised us that cash received in Euroclear or Clearstream as a result of sales of interests in a global note by or through a Euroclear or Clearstream participant to a participant in DTC will be received with value on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following DTC's settlement date.

DTC has advised us that it will take any action permitted to be taken by a holder of notes only at the direction of one or more participants to whose account with DTC interests in the global notes are credited and only in respect of such portion of the aggregate principal amount of the notes as to which such participant or participants has or have given such direction.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the global notes among participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and the procedures may be discontinued at any time. None of us, Berkshire or the trustee will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

The information in this section concerning DTC, Euroclear and Clearstream and their book-entry systems has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy thereof.





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**Exchange of Book-Entry Notes for Certificated Notes**

The global notes for a series are exchangeable for certificated notes of the same series in definitive, fully registered form without interest coupons only in the following limited circumstances:

DTC notifies us that (1) it is unwilling or unable to continue as depository for the global notes of such series or (2) it has ceased to be a clearing agency registered under the Exchange Act,

if there shall have occurred and be continuing an event of default with respect to the notes of such series, or

if we determine, in our sole discretion, that the global notes of such series are exchangeable in accordance with the terms of the indenture.

In all cases, certificated notes delivered in exchange for any global note or beneficial interests therein will be registered in the names, and issued in any approved denominations, requested by or on behalf of DTC (in accordance with its customary procedures).

**Notices**

Except as otherwise described herein, notice to registered holders of the notes will be given by mail to the addresses as they appear in the security register. Notices will be deemed to have been given on the date of such mailing.

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**CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS**

The following is a summary of certain U.S. federal income tax considerations that may be relevant to initial holders of the notes. The summary is limited to holders that purchase notes in the initial offering for cash at their initial offering price and that hold the notes as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Code), which generally means as property held for investment. The summary does not purport to address all of the tax considerations that may be relevant to a particular holder or to deal with the tax considerations that may be relevant to holders in special tax situations, such as banks, thrifts, real estate investment trusts, regulated investment companies, partnerships and other pass-through entities, insurance companies, dealers in securities or currencies, traders in securities electing to use a mark-to-market method of accounting, foreign persons (except to the extent specifically provided below), tax-exempt organizations, United States expatriates and certain former citizens or long-term residents of the United States, persons holding notes as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment, persons deemed to sell the notes under the constructive sale provisions of the Code, or U.S. holders (as defined below) whose functional currency is not the U.S. dollar, nor does it address federal estate, gift or alternative minimum taxes or state, local, or foreign taxes.

If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) or other pass-through entity holds notes, the tax treatment of a partner or a member in that partnership or pass-through entity generally will depend upon the status of the partner or the member and upon the activities of the partnership or pass-through entity. A partnership or pass-through entity considering a purchase of the notes, and partners or members in such a partnership or pass-through entity, should consult their own tax advisors regarding the tax consequences to them of the purchase, ownership and disposition of the notes.

This summary is based upon the Code, Treasury regulations, Internal Revenue Service (IRS) rulings and pronouncements and administrative and judicial decisions currently in effect, all of which are subject to change (possibly with retroactive effect) or possible differing interpretations. No ruling has been or will be sought from the IRS with respect to the U.S. federal income tax consequences of the purchase, ownership and disposition of the notes. As a result, the IRS could disagree with portions of this discussion.

**This discussion is for general purposes only. Persons considering a purchase of the notes should consult their own tax advisors with respect to the tax consequences to them of the purchase, ownership and disposition of the notes in light of their own particular circumstances, including the tax consequences under federal, state, local and foreign tax laws and tax treaties and the possible effects of any changes in applicable tax laws.**

**Payments Under Certain Events**

Under the terms of the fixed rate notes, we may be obligated in certain circumstances to pay amounts in excess of stated interest or principal on the fixed rate notes. It is possible that the IRS could assert that the payment of such excess amounts is a contingent payment and the fixed rate notes are therefore contingent payment debt instruments for U.S. federal income tax purposes. Under the applicable Treasury regulations, however, for purposes of determining whether a debt instrument is a contingent payment debt instrument, remote or incidental contingencies (determined as of the date the notes are issued) are ignored. Although the issue is not free from doubt, we believe that the possibility of making additional payments is remote and/or incidental. Accordingly, we do not intend to treat the fixed rate notes as contingent payment debt instruments. Our position will be binding on holders of the fixed rate notes, unless a holder timely and explicitly discloses to the IRS that it takes a position different from ours. Our position, however, is not binding on the IRS. If the IRS successfully challenges this position, the timing and amount of income included and the character of the income recognized with respect to the fixed rate notes may be materially different from the consequences discussed herein. Holders should consult their own tax advisors regarding the tax consequences of the

fixed rate notes being treated as contingent payment debt instruments. The remainder of this discussion assumes that the fixed rate notes are not treated as contingent payment debt instruments.

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### **Consequences to U.S. Holders**

The following discussion summarizes certain U.S. federal income tax considerations relevant to a U.S. holder. For purposes of this discussion, the term *U.S. holder* means a beneficial owner of the notes that is (1) an individual who is a citizen or resident of the United States, (2) a corporation or other entity treated as a corporation for U.S. federal income tax purposes, in each case, that is created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (3) a trust if it (i) is subject to the primary supervision of a U.S. court and the control of one or more United States persons (as defined in the Code) or (ii) has a valid election in effect under applicable Treasury regulations to be treated as a United States person (as defined in the Code), or (4) an estate, the income of which is subject to U.S. federal income tax regardless of its source.

### ***Payments or Accruals of Interest***

Payments or accruals of interest on a note will be taxable to U.S. holders as ordinary interest income at the time such U.S. holders receive or accrue such amounts (in accordance with a holder's regular method of tax accounting).

### ***Sale, Exchange, Redemption or Other Disposition of the Notes***

When a U.S. holder disposes of a note by sale, exchange, redemption or other disposition, the holder will generally recognize gain or loss equal to the difference between the amount the holder realizes on the transaction (less any amount attributable to accrued and unpaid interest, which will be taxable as such) and the holder's adjusted tax basis in the note. A U.S. holder's adjusted tax basis in a note will generally equal the cost of the note to the holder.

The gain or loss that a U.S. holder recognizes on the sale, exchange, redemption or other disposition of a note will generally be capital gain or loss and will be long-term capital gain or loss if the holder held the note for more than one year on the date of disposition. Long-term capital gains recognized by non-corporate U.S. holders (including individuals) are subject to taxation at preferential rates. The tax deductibility of capital losses is subject to limitations.

### ***3.8% Medicare Tax On Net Investment Income***

U.S. holders that are individuals, estates, and certain trusts are s