

TERMS AND CONDITIONS

In consideration of SCA accepting this Deposited Securities Checklist, the Security Owner understands and agrees to each of the following:

1. The Security Owner agrees to keep the foregoing Questionnaire information up to date and current with SCA as long as the Security shares are being sold.
2. The Security Owner agrees to indemnify and hold SCA and its clearing firm harmless from and against any and all claims, damages, liabilities and expenses which SCA or its clearing firm incurs as a result of or in connection with any inaccuracy or omission in the Security Owner's responses to the Questionnaire.
3. To cooperate with any internal or external audit or regulatory inquiry relating to this Deposited Securities Checklist by providing any information or documentation reasonably requested by SCA to support the information provided in the Questionnaire and any Security sale complies with the Securities Laws (as defined below). This obligation to cooperate will remain in effect before and after the complete of the transfer of the assets.
4. The acceptance of any sale of the related securities are expressly subject to the Security Owner's strict adherence to all applicable federal securities laws, including, without limitation, those described below (the "Securities Laws"):

Selling Unregistered Securities: Federal securities law make it unlawful for a person to make use of any means or instrument of interstate commerce or of the mails to sell a security which has not been registered, or to deliver through the mail a security which has not been registered. Accordingly, unless a person can apply an exemption to its sales of securities, all securities sold are required to be registered pursuant to Section 5 of the Securities Act of 1933 (the "1933 Act").

Securities Fraud: Federal securities law make it unlawful for any person to offer or sell any securities by the use of any means of interstate communication or transportation, including the mails, in order to employ a scheme to defraud, to obtain money by omitting material information, or to engage in a course of business that would operate as a fraud on the purchaser. .

Insider Trading: Federal securities law prohibits insider trading, which generally refers to buying or selling a security, in breach of a fiduciary duty or other relationship of trust and confidence, while in possession of material, nonpublic information about the security. Insider trading violations may also include "tipping" such information, securities trading by the person "tipped," and securities trading by those who misappropriate such information.

Market Manipulation: Market manipulation describes a deliberate attempt to interfere with the free and fair operation of the market and create artificial, false or misleading appearances with respect to the price of, or market for, a security, commodity or currency. Market manipulation is prohibited under federal securities law. Market manipulation can occur in multiple ways, including:

- **Pools** - Agreements, often written, among a group of traders to delegate authority to a single manager to trade in a specific stock for a specific period of time and then to share in the resulting profits or losses.
- **Churning** – Placing both buy and sell orders at about the same price. The increase in activity is intended to attract additional investors, and increase the price.
- **Runs** – Creating activity or rumors in order to drive the price of a security up. This activity is usually referred to as "Painting the Tape."
- **Ramping** (the market) - Actions designed to artificially raise the market price of listed securities and to give the impression of voluminous trading, in order to make a quick profit.
- **Wash sale** - Selling and repurchasing the same or substantially the same security for the purpose of generating activity and increasing the price.
- **Bear raid** - Attempting to push the price of a stock down by heavy selling or short selling.

Anti-Money Laundering: The Bank Secrecy Act (BSA), and its implementing regulations, is a tool the U.S. government uses to fight drug trafficking, money laundering, and other crimes. Congress enacted the BSA to prevent banks and other financial service providers from being used as intermediaries for, or to hide the transfer or deposit of money derived from, criminal activity. Federal law makes money laundering a criminal act. Money laundering is the criminal practice of filtering ill-gotten gains or "dirty" money through a maze or series of transactions, so the funds are "cleaned" to look like proceeds from legal activities