

To the extent that one of Standard Chartered Securities (North America) Inc.'s non-US affiliates executed this transaction in accordance with 15a-6, please note that we have acted as your 15a-6 agent for the purposes of arranging, booking and confirming this transaction, and not as principal. Please note that Standard Chartered Securities (North America) Inc. is a member of the Securities Investor Protection Corporation ("SIPC"); its non-US affiliates are not.

STANDARD CHARTERED SECURITIES (NORTH AMERICA) INC. WILL NOT BE LIABLE FOR ANY COSTS OR LOSSES IT INCURS AS A RESULT OF CLIENT FAILURE TO SETTLE THIS TRANSACTION ON THE CONTRACTED SETTLEMENT DATE.

THE ASSUMPTION IS THAT THE DETAILS SHOWN ABOVE ARE CORRECT. IF NOT, IT IS IMPERATIVE THAT YOU CONTACT THE UNDERSIGNED WITH 24 HOURS.

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### **Terms and Agreement**

Standard Chartered Securities (North America), Inc. ("SCSNA", "we", "us", "our") is sending this confirmation of the transaction(s) described herein (the Transaction"), which is subject to the following terms:

1. You and/or the account owner should review the details of the Transaction and the terms set forth in this confirmation carefully. If the details of the Transaction are incorrect, you must notify us immediately. Failure to make such notification within three (3) days of receipt of this document constitutes your acceptance of the transaction.
2. The Transaction is subject to the constitution, by-laws, rules, regulations, practices, customs, and interpretations of the exchange or marketplace and the clearing house, if any, where it was executed and to applicable law, the rules of any government agency and any regulatory or self-regulatory organization having authority with respect thereto, including without limitation: (1) in the case of securities traded on the NASDAQ Stock Market Inc., and (2) in the case of securities traded in the over the counter market, whether traded on the NASDAQ Stock Market or Financial Industry Regulatory Authority (FINRA).
3. If the Transaction is a purchase in a cash account and payment has not yet been received into the account, you agree: (i) to make payment upon request and no later than settlement date; and (ii) not to sell the securities prior to making the payment. If the Transaction is a sale in a cash account, and the securities sold have not yet been received into the account, you agree to deliver those securities upon request, and no later than settlement date if the Transaction is in a margin account, you agree to deposit sufficient payment or acceptable collateral upon demand, and no later than settlement date. Failure to comply with these terms may result in cancellation, liquidation, purchase or other market action by us as to this Transaction or any other without notice. You agree to accept all liability for any loss or damage resulting therefrom.
4. Until payment is made -- and thereafter, if the securities are held on margin -- we may hypothecate the securities under circumstances that permit commingling thereof with securities of other customers either for the sum due thereon or for a greater sum in accordance with your prior written consent thereto.
5. Orders handled by us may have been executed in an agency, dual agency, and/or principal capacity (including as market maker).
6. SCSNA does not receive payment for order flow.
7. If either SCSNA or Your Broker acted as your agent in the Transaction, the name of the person or entity from whom the security was purchased, or to whom it was sold, and the time of the Transaction will be furnished to you upon written request.
8. If either SCSNA or Your Broker acted as principal in a trade involving an equity security, then any mark-up or mark-down shown on the front of this confirmation represents the difference between the reported price and your price. SCSNA and Your Broker receive a portion of any mark-up or mark-down as compensation in connection with these transactions, and may receive additional compensation from these transactions. Per share prices and per share mark-ups or mark-downs will be furnished on request to Your Broker. If either SCSNA or Your Broker acted as principal, and, after having received your order executed an offsetting contemporaneous order for its own account, the difference between your price and our or Your Brokers price is shown on the front of this confirmation. SCSNA and Your Broker may also receive a payment that constitutes a commission equivalent.
9. In addition to sales loads and 12b-1 fees described in the prospectus, we or Your Broker may receive

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compensation that may be based on the average daily net assets of certain mutual funds in connection with your purchase of those mutual funds and/or the on-going maintenance of your brokerage account with respect to those shares. This compensation is paid by the mutual fund and/or its affiliate. Additional information about the source and amount of the compensation will be furnished to you upon your written request.

10. If the Transaction relates to when-issued or when distributed securities, then the sale of the securities and the purchase of the securities are separate and distinct transactions wholly severable from one another. The information contained herein is an estimate based upon information available at the time of your order. The contract for the Transaction to which this confirmation relates shall be settled and payment therefore made at such time and place, in such manner, and by delivery of such securities and/or other property as the exchange or association determines in its sole discretion that the plan or proposal pursuant to which the securities were to be issued or distributed has been abandoned or materially changed or that the securities which are the subject of said contract have been materially changed. We may demand deposits to secure this transaction and we reserve the right to close it if you fail to provide such deposit.
11. If shares loaned for a short sale are no longer available, we reserve the right to decide by manual selection which positions will be subject to a buy-in. Details of the manual selection process for options, loaned securities and bonds are available upon request.
12. For Transactions in securities done pursuant to a registration statement, and other Transactions in which delivery of a prospectus or offering document is otherwise required, you may contact SCSNA during normal business hours to request a copy of the final prospectus or offering document. SCSNA does not offer tax advice. To obtain information concerning the tax consequences of any transaction, you should contact a tax professional.

#### **Debts and Asset Backed Securities-**

1. Call features may exist in addition to those described on the front of the confirmation. Debt securities subject to call features or other redemption features, such as sinking funds, may be redeemed in whole or in part before maturity. Such occurrences may affect yield. Yields on mortgage-backed securities (MBS) are quoted as a Corporate Bond Equivalent Yields. Actual yield may vary based on prepayment rates. Total amount due on MBS may be subject to change after settlement date due to factor changes. If the security is shown as "variable" the coupon rate for the security may vary.
2. For Zero Coupon, Compound Interest and Multiplier securities, no periodic payments of interest or principal are generally made. These securities may be callable at a price below their maturity value without further notice. This will take place by mail to you unless you requested that these securities be held in registered form. Unless specifically requested and agreed to by Your Broker, your securities will not be held in registered form. For certain asset-backed debt securities, including collateralized mortgage obligations which represent an interest in or is secured by a pool of receivables or other financial assets that are subject continuously to prepayment, the actual yield of the security may vary according to the rate at which the underlying receivables or other financial assets are prepaid
3. Structured debt securities differ substantially from standard fixed income obligations. Risks include unpredictable movements of the related index, increased volatility, reduced liquidity, and unusual call features leading to premature returns of capital that can reduce expected yield.
4. The Transaction may involve a security that is "not rated", which means that, as of the end of business on the business day prior to the date of this confirmation, neither the security nor the short-term debt of the issuer thereof has been assigned a rating from any of the nationally recognized statistics ratings organizations (NRSROs). Pricing information on some debt securities is publicly available at no charge by accessing the Internet Web site at <http://cxa.marketwatch.com/finra/BondCenter/Default.aspx>. However, certain debt securities may trade infrequently, therefore, prices for those securities may not be reflective of the current prevailing market price of the security.
5. If this confirmation relates to a debt obligation in bearer form, we will satisfy the conditions set forth in US Treasury regulation sections 1.165-12(c)(3), and will deliver the obligation in bearer form in accordance with the requirements of paragraph (c)(1)(ii) and (iv) of those regulations. The regulations prohibit deliveries, and restrict re-sales of obligations in bearer form within the United States, and may affect the resale market for such obligations. Consult your tax advisor.
6. Bonds and preferred stocks which are callable in part and which we hold for customers are held in bulk segregation. In the event of a call, the securities to be called will be selected on a random manual selection basis.

#### **Brokerage Charges on Debt Securities-**

1. If either SCSNA or Your Broker acted as agent or as principal in your sale of a bond, then the proceeds you received from the sale of the debt security were reduced by a payment for those services. If either

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- SCSNA or Your Broker acted as agent or as principal in your purchase of a bond, then a payment for those services was incorporated in the price you paid for the debt security you purchased.*
- 2. You may be required to make a payment of deferred commission or other charge if imposed upon redemption of such security, or as a condition for payment of principal or interest*
  - 3. SCB has adopted the U.S. Treasury Securities Fails Charge Trading Practice published by the Treasury Market Practices Group ("TMPG") and the Securities Industry Financial Markets Association ("SIFMA"). Accordingly, all delivery versus payment or delivery versus transfer transactions for U.S. Treasury securities that we have with you is subject to the U.S. Treasuries Securities Fails Charge Trading Practice published by TMPG and SIFMA at [www.sifma.org/capital/markets/docs/fails-charge-trading-practice.pdf](http://www.sifma.org/capital/markets/docs/fails-charge-trading-practice.pdf),*

**Further Information on Debt Securities-**

- 1. A disclosure document discussing your rights as a bondholder and some of the risks related to buying and holding bonds, titled "Important Information You Need to Know About Investing in Corporate Bonds" has been prepared by FINRA and is available online at [www.finra.org](http://www.finra.org). A paper version of that document is available from SCSNA upon your written request made not later than six months from the date of settlement of the Transaction.*
- 2. Offering materials relating to GSE Securities (Government Sponsored Enterprises) issued by the Federal Farm Credit Banks Funding Corporation, Government National Mortgage Association, Federal Home Loan Banks Office of Finance, Federal Home Loan Mortgage Corporation and Federal National Mortgage Association may be obtained on each issuer's sponsored website. A printed copy of the offering materials is available upon request by calling SCSNA or sending written request.*
- 3. You may also contact Your Broker for further information regarding (i) call features of debt securities and callable common stock, (ii) information concerning factors that affect yield (including estimated yield, weighted average life and the prepayment assumptions underlying yield); (iii) additional information relating to the calculation of a debt security's interest and principal payments; (iv) the names of the NRSROs who provided the rating information for the security involved in the Transaction and (v) information concerning any deferred commission or other redemption charge*

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