

Restricted-Stock Handling Guidelines Rule 701



Return Options:

Regular Mail:
PO Box 2760, Omaha, NE 68103-2760

Overnight Mail:
200 South 108th Avenue
Omaha, NE 68154-2631

(Please do not fax this form; an original is required.)

Important information:

Please retain for future reference.

- Restricted stock requires legal items and special handling, and will be subject to a \$250 restricted-security processing fee per submission to the transfer agent.
Please note: You may be subject to multiple restricted-security processing fees.
- TD Ameritrade must receive your stock certificate and a completed Rule 701 Client Pledge before your sale is initiated.
- TD Ameritrade must receive a legal opinion prior to sending the shares to the transfer agent for processing.
- Under Rule 701, shares must be liquidated prior to the removal of the restriction.
- If all of the shares are not sold by settlement of the first trade executed, shares sold will be sent to the transfer agent for a breakdown. The breakdown allows the sold shares to be cleared and delivered. New sales of the restricted security may be prohibited during the process of clearing, breaking down, and delivering of shares. A certificate for the remaining shares will also be issued with the restrictive legend reinstated. A new Rule 701 Client Pledge and a Stock Power is required to initiate selling after the initial clear and deliver. Additional restricted security processing fees may be assessed at this time.
- Sell trades of restricted securities must be placed by a restricted-stock broker. A licensed restricted-stock broker may be reached Monday through Friday, 8 a.m.–4:30 p.m. CT at 888-723-8504, Option 7.
- The total processing time normally ranges from four to six weeks.
- TD Ameritrade will file the required forms on your behalf.
- Shares not sold may be sent back to you or held for continued processing. Additional restricted-security processing fees may be assessed at this time.
- Your transactions may also be subject to additional fees:
 - Extension fees of \$25 per executed order may apply. These charges will occur every 10 business days per executed order until shares have cleared.
 - Fees charged to TD Ameritrade (“Pass Through” fees) may also be assessed to your account. These fees may vary in amount. If funds are not available in the account, you will be contacted to deposit funds.

Proceeds from sale transactions are not available for withdrawal or trading purposes until processing has been completed, funds are cleared, and shares are delivered. Your account is subject to repurchase of shares if, for any reason, processing of the request cannot be completed.

This list is not all-inclusive and may vary with each issue. If you have any questions or concerns, please contact a Safekeeping Specialist at 888-723-8504, option 7.



Rule 701 Client Pledge

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Account Number:

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Number of Shares:

Name of Stock:

Date Stock Acquired: (MM-DD-YYYY)

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In connection with my sale of:

Number of Shares:

Name of Stock (the "Company"):

Shares of the:

Common Preferred Other:

Certificate Number(s):

Trade Date: (MM-DD-YYYY)

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Shares of the:

Common Preferred Other:

Pursuant to Rule 144 of the Securities Act of 1933 and without compliance with paragraphs (c), (d), (e), and (h) thereof, as provided by Rule 701 of the Securities Act of 1933, I hereby affirm that:

- 1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons or entities other than TD Ameritrade Clearing, Inc.
- 2. I have not solicited or arranged for the solicitation of orders to buy the securities in anticipation of or in connection with the above transaction.
- 3. I am not, and have not been during the preceding three months, an "affiliate" to the Company as that term is defined in Rule 144(a)(1).
- 4. I presented the shares for sale under the "Manner of Sale" provisions as contained in Rule 144(f).
- 5. I received the shares to be sold, in connection with the above order, pursuant to a transaction in compliance with Rule 701(c), through a compensatory benefit plan and have received a copy of the plan.

I am familiar with Rule 144 and Rule 701, and agree that you may rely upon the above statements in executing the order referred to above.

I understand that you will not pay me the net proceeds of any sales made pursuant to this order, nor will I receive interest credit on such proceeds, until the certificates have been transferred (by the issuer or its transfer agent at the issuer's instructions) to the purchasers or to you (or your correspondent broker's street name) for delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand that if for any reason the shares being sold cannot be transferred, you will be required to purchase shares in the open market to cover my sale.



I hereby accept responsibility for any such buy-in and for any deficit resulting from such action.

Printed name exactly as on certificate:

Sign Here

Signature exactly as on certificate:

X

Date

□□□-□□□-□□□□□□

Printed name exactly as on certificate: *(if more than one owner)*

Sign Here

Signature exactly as on certificate:

X

Date

□□□-□□□-□□□□□□

Original signatures required; electronic signatures and/or signature fonts are not authorized.

Restricted-Stock Questionnaire Rule 701



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Please note that your stock certificate indicates that it is a "restricted" security. Please answer the following questionnaire to help us determine how to process your security in accordance to SEC regulations. Your assistance will help us to efficiently process your securities.

Account Number:

Daytime Phone:

Issuing Company Name:

Name/Registration on Certificate:

Fax Number:

Symbol:

Are you a current employee of the above-listed company? Yes No

If yes, are you subject to company blackouts in regard to trading this stock? Yes No

Are you considered an affiliate of the issuer? Yes No

How did you acquire the share?

Private Placement Stock Options Exercise Merger or Acquisition Gift Other:

When did you acquire the securities? (MM-DD-YYYY)

When were the securities fully paid? (MM-DD-YYYY)

In order to most efficiently process your request, please provide the following contact information regarding the Issuing Company and their Corporate Counsel.

Issuing Company Contact Name:

Title:

Phone Number:

Issuing Company Corporate Counsel Name:

Phone Number:

Fax Number:



Comments/Other Pertinent Information:

I understand that this form is only a questionnaire, and other documents may be required before processing occurs.
I certify that every statement made above is true to the best of my knowledge.

Sign Here

Signature:

X

Date:

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Original signatures required; electronic signatures and/or signature fonts are not authorized.

Investment Products: Not FDIC Insured * No Bank Guarantee * May Lose Value

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