

PO Box 2760 ■ Omaha, NE 68103-2760  
200 S 108th Ave ■ Omaha, NE 68154-2631

Please keep in mind that there are many different exemptions from registration available. The information below outlines the most common exemption of SEC Rule 144. Questions? Call a Safekeeping representative at 888-723-8504, option 7.

#### General Guidelines:

- If the Issuing Company is a fully Reporting Company under the Securities Exchange Act of 1934, and has been for the previous 90 days, you must hold your restricted certificate for six months from the time that it is fully paid.
- If the Issuing Company is not a fully Reporting Company under the Securities Exchange Act of 1934, or if the Issuing Company does not have adequate public information available, you must hold your restricted certificate for 12 months from the time that it is fully paid.
- TD Ameritrade must receive your stock certificate and 144 Non-Affiliate Client Pledge before we can begin processing to open a selling window on your behalf.
- Total processing time normally ranges from four to six weeks.

#### Conditional Requirements:

(Depending on the specific processing required for your restricted stock, these conditions may apply).

- You will be notified if a sale is needed to comply with conditions in the legal opinion at which point you may opt not to continue with the process. Any fees from the Issuer's Attorney will still be passed through to your account.
- By settlement of the first trade executed, the certificate will be subject to delivery of any shares sold, which can include a breakdown of your certificate. New sales of the restricted security may be prohibited during the process of clearing, breaking down, and delivering of shares. Additional restricted security processing fees may be assessed at this time.
- Proceeds from sale transactions may not be available for withdrawal or trading purposes until processing has been completed, funds are cleared, and shares are delivered.
- 130% of the value of any sales of restricted securities may be withheld until this process is complete.
- Your account may be subject to repurchase of shares at any stage of this process, until the shares have been successfully delivered to the buying party.

#### Fees:

- TD Ameritrade charges a \$250 restricted stock processing fee.
- The \$250 restricted stock processing fee may be charged more than once during processing.
- FINRA trade extension fees of \$25 per executed order may apply. These charges can occur every 10 business days until the shares are cleared and delivered to the buying party.
- Fees charged to TD Ameritrade may also be passed through to your account. These could be charged by the Transfer Agent of the Issuing Company, or by the attorney who has issued your legal opinion. If funds are not available in the account, you will be contacted to deposit additional funds.

#### Step-by-Step Process: *(please note, this process can vary by specific issues)*

- 1) Submit originals of your:
  - a. Stock certificate, properly endorsed
  - b. Restricted-Stock Questionnaire
  - c. Non-Affiliate 144 packet
- 2) We will review the documentation provided to verify if you are currently eligible for an exemption from registration under Rule 144 and will contact you via email if we require any additional documentation.
- 3) We will issue a Rule 144 Broker Pledge document when provided with the appropriate documents from Step 1 above.
- 4) We will send a copy of the restricted certificate, Rule 144 Client Pledge, Rule 144 Broker Pledge, and any other pertinent documentation to the Issuing Company's Corporate Counsel, requesting that they issue a Legal Opinion.
- 5) Once we have received the Legal Opinion from the Corporate Counsel of the Issuer, we will send the original certificate, Rule 144 Client Pledge, Rule 144 Broker Pledge, Legal Opinion, and any other pertinent documentation to the Issuing Company's Transfer Agent, with a request that they issue a free trading certificate pursuant to Rule 144. You will be notified if a sale is required to complete this process.
- 6) Once we receive the certificate back from the Transfer Agent, we will credit your account with the shares, and you may begin trading!



# Rule 144 Client Pledge, Non-Affiliate

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

PO Box 2760 ■ Omaha, NE 68103-2760  
200 S 108th Ave ■ Omaha, NE 68154-2631

Account Number:

The undersigned hereby affirms the following: **(Please check all that apply.)**

In connection with the legend removal request and/or order placed with TD Ameritrade to sell for my account:

Number of Shares:

Shares of the:

Common  Preferred  Other, please specify: \_\_\_\_\_

Full Name of Security:

In the manner permitted by Rule 144 of the Securities Act of 1933, I hereby affirm that:

1. I have held the securities for at least  6 months, fully paid  12 months, fully paid. *(Must Select One)*
2.  The Issuing Company is a fully reporting company under the Securities Exchange Act of 1934, as amended, and has been current in all required filings for the previous 90 days. I agree to notify TD Ameritrade if the Issuing Company becomes delinquent in filings.
3.  I am not an Affiliate of the Issuing Company, as such term is defined under Rule 144(a)(1) and (2), and have not been for the past 90 days. I do not have any material, non-public information about the issuer.
4.  I have not made, and will not make, any payment in connection with the sale of the above securities to any person other than TD Ameritrade, Inc., who will receive no more than the usual and customary broker's commission for executing this transaction.
5.  I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction. I will place no orders to purchase this security with TD Ameritrade, or any other broker, pending execution or cancellation of this transaction; and further affirm that I am not coordinating with any other party to place trades on this security, including:
  - a. any person related to me, or by any person, firm, corporation, trust, or estate acting in my behalf, jointly or in concert with me, or over which I have control;
  - b. any pledgor, donor, or trust from which I may have acquired shares of such security; or
  - c. any pledge, donee, or trust from which I may have acquired shares of such security.
6.  I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually, or together with others, engaged in making a distribution of these securities.
7.  I confirm that the Issuing company is not, and has not been at any time in the preceding 12 months, a shell or blank-check company as defined in Rule 144(i)(1).

I further understand that you will not pay me the proceeds of any sales made pursuant to this order, nor will I receive credit on such proceeds, until the certificates have been transferred to the purchasers, or to you for delivery to the purchaser, and you have been fully paid by the buying brokers.

I also understand that if for any reason the shares being sold cannot be delivered in good order, you will be required to purchase shares in the open market to cover my sale.

I am familiar with Rule 144 of the Securities Act of 1933, and with the Securities Exchange Act of 1934, and agree that you may rely upon the above statements in executing the order that I have given you. Additionally, the Issuing Company may rely on these statements when considering providing approval for these transactions.

I hereby certify that every statement I have made above is true, understanding that you will rely on said information.

Printed name exactly as on certificate:

X

Signature exactly as on certificate:

Date:

\_\_\_\_ \_

Printed name exactly as on certificate:

X

Signature exactly as on certificate:

Date:

\_\_\_\_ \_





# Restricted-Stock Questionnaire Rule 144, Non-Affiliate

PO Box 2760 ■ Omaha, NE 68103-2760  
200 S 108th Ave ■ Omaha, NE 68154-2631

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: _____	
Name/Registration on Certificate: _____	
Daytime Phone: _____	Fax Number: _____
Issuing Company Name: _____	Symbol: _____
Are you a current employee of the above-listed company? <input type="checkbox"/> Yes <input type="checkbox"/> No	If yes, are you subject to company blackouts in regard to trading this stock? <input type="checkbox"/> Yes <input type="checkbox"/> No
Are you considered an affiliate of the issuer? <input type="checkbox"/> Yes <input type="checkbox"/> No	
How did you acquire the share? <input type="checkbox"/> Private Placement <input type="checkbox"/> Stock Options Exercise <input type="checkbox"/> Merger or Acquisition <input type="checkbox"/> Gift <input type="checkbox"/> Other: _____	
When did you acquire the securities? (MM-DD-YYYY) _____	When were the securities fully paid? (MM-DD-YYYY) _____
Original Purchase or Acquisition Price: _____	

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.**

Signature: _____	Date: _____
------------------	-------------

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

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

TD Ameritrade, Inc., member FINRA/SIPC. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2019 TD Ameritrade.

