



A subsidiary of Axos Financial™

INSTITUTIONAL SUITABILITY CERTIFICATE

INSTITUTIONAL SUITABILITY CERTIFICATE AFFIRMATIVE INDICATION OF EXERCISE OF INDEPENDENT JUDGMENT (Pursuant to FINRA Rule 2111) 1

In November 2010, the SEC announced a new rule (FINRA Rule 2111) which requires that each registered broker-dealer confirm that its institutional customers have affirmatively indicated that they are exercising independent judgment in evaluating the Firm's products and services. The effective date of the new rule is July 9, 2012. The full text of the Rule is available at: <http://www.finra.org/web/groups/industry/@ip/@reg/@notice/documents/notices/p122778.pdf>

In connection with any recommended² transaction or investment strategy by a registered broker-dealer, the undersigned acknowledges on behalf of the Institution named below that:

- I. It is an Institutional Account as defined in FINRA Rule 4512(c)³;
- II. It (1) is capable of evaluating investment risks independently, both in general and with regard to all transactions and investment strategies involving a security or securities; and (2) will exercise independent judgment in evaluating the recommendations of any broker-dealer or its associated persons, unless it has otherwise notified the broker-dealer in writing;
- III. It will notify {Vendor} and each broker-dealer servicing the Institutional Account if anything in this Certificate ceases to be true;
- IV. This Certificate and the information contained herein may be shared with broker-dealers or third parties, and
- V. He or she is authorized to sign on behalf of the Institutional Account named below.

By signing this Certificate, the undersigned affirms that the above statements are accurate but does not waive any rights afforded under U.S. federal or state securities laws, including without limitation, any rights under Section 10(b) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

NOTE: This Certificate shall apply with respect to all recommended transactions and investment strategies involving securities that are entered into by the "Institutional Account" named in this Certificate, whether for the account of such Institutional Account or for the account of any beneficial owner that has delegated decision making authority with respect to such Institutional Account.

1. Available at <http://www.finra.org/Industry/Regulation/FINRARules/>. To the extent the "Institutional Account" named in this Certificate is engaged in municipal securities transactions, this Certificate may also be used by Sophisticated Municipal Market Participants in connection with recommended and non-recommended transactions with a broker, dealer, or municipal securities dealer in accordance with MSRB Rule G-17.

2. As defined in FINRA Rules.

3. The term "Institutional Account" means the account of: (1) a bank, savings and loan association, insurance company or registered investment company; (2) an investment adviser registered either with the SEC under Section 203 of the Investment Advisers Act or with a state securities commission (or any agency or office performing like functions); or (3) any other person (whether a natural person, corporation, partnership, trust or otherwise) with total assets of at least \$50 million as of the date of this Certificate (whether such assets are invested for such person's own account or under management for the account of others)

Institution Name:	Address, City, State, Zip:
Title of Authorized Signatory:	U.S. Tax ID/EIN (if applicable):
Authorized Signatory Printed Name:	Telephone: Email Address:
Signature of Authorized Signatory:	Date: