

**TRANSFER AGENT'S STATEMENT OF
WARRANTY FOR CERTIFICATED SECURITIES**

Transfer Agent: _____ Fax: _____

To: <Issuer's Transfer Agent >

Please confirm that there are no **STOPS** regarding the certificate specified below, a copy of which is attached hereto (see attached). Furthermore, kindly confirm that the certificate identified is validly issued as indicated on its face and that to your knowledge there are no adverse claims pertaining to this certificate.

Please sign and return this form together with the additional document(s) requested below to Axos Clearing, LLC ("Axos Clearing"), via facsimile or mail, at your earliest convenience. The fax number for Axos Clearing is 402-384-6161. By executing your signature below, pursuant to U.C.C. Article 8, you as transfer agent, warrant to Axos Clearing that:

- (1) the certificate is genuine, validly issued and freely transferable;
- (2) the transfer agent's own participation in the issue of the security is within its capacity and within the scope of the authority received by the transfer agent from the issuer; and
- (3) the transfer agent has reasonable grounds to believe that the certificated security is in the form and within the amount the issuer is authorized to issue.

Moreover U.C.C. Article 8 imposes on transfer agents strict liability for failure to satisfy certain affirmative obligations in registering the transfer of a certificate. Among other things, the transfer agent has an express statutory obligation to confirm that:

- (1) the person seeking registration of the transfer is eligible to have the security registered in its name; (2) the endorsement is made by the appropriate person or his authorized agent; (3) reasonable assurance is given that the endorsement is genuine and authorized; (4) the transfer does not violate certain restrictions; and (5) the transfer is in fact rightful or to a protected purchaser.

Attn: Axos Clearing – Certificate Transfer Dept

Date: _____

From : _____

(Transfer Agent Name)

Certificate Description (Name of Security) (Cusip) (Number of Shares) (Certificate Number)

(Certificate Holder of Record)

This is a letter to notify you that there are no **STOPS** regarding the above specified certificate. Moreover, this certificate is validly issued as indicated on its face and as of this date, there are no adverse claims pertaining to this certificate. If at any subsequent time we, as the transfer agent, are made aware of **any** adverse claim with respect to this certificate we further warrant that we shall immediately notify Axos Clearing within 24 hours in writing.

(Representative of Transfer Agent) (Title)

_____ (Printed Name)

Notary Stamp or Medallion: