



RESTRICTED AND CONTROL SECURITIES DISCLOSURE

Important Information About Your Responsibility Concerning the Buy, Sale, Transfer or Deposit of Control, Restricted, or Unregistered Securities

Before instructing Victory Capital Services, Inc. ("VCS") us to buy/sell/transfer/deposit securities that are: (a) "restricted securities" or securities of an issuer of which you are an "affiliate" (as those terms are defined in Rule 144/144(b)1 under the Securities Act of 1933); (b) securities that are being bought/sold in reliance on Rule 701, Rule 144A, Regulation D, or Regulation S under said Act; or (c) securities of which you and the issuer or its underwriter have entered into an agreement restricting the transferability of such securities, you agree to tell us the status of your restricted/control securities, including any restrictions (including contractual lock-up or blackout restrictions) on your ability to buy/sell/transfer/deposit such securities, and to promptly furnish whatever information and documents we need to comply with our regulatory duties. VCS will assume that any securities or transactions in your account are not subject to the laws and regulations regarding restricted/control securities unless you specifically tell us otherwise.

You acknowledge that furnishing the necessary information and documents to VCS does not constitute an order to buy or sell your restricted/control securities, and that you must place a separate order to buy or sell your securities. You agree that you are responsible for all costs, including the cost to repurchase or resell stock, if you buy/sell/transfer/deposit stock that is later found to be restricted or nontransferable.

You further acknowledge that proceeds from the sale of your restricted/control securities may not be made available to you for withdrawal or trading purposes until VCS receives what it, in its sole opinion, considers to be adequate verification that your restricted/control shares have been transferred or cleared for transfer. Because restricted/control securities transactions require special handling by both VCS and third parties, processing your transaction may require several weeks, during which time the price of your securities may fluctuate. You agree not to hold VCS responsible for market fluctuations that may occur to the market price or settlement of your securities while your transaction is processed. You further agree not to hold VCS liable for delays in the buy or sale (or settlement of such buy or sale) of your restricted/control securities resulting from the failure of issuer's counsel to issue or approve any necessary legal opinion, the failure of the transfer agent to process your shares, or any other action or failure to act of a third party.