**Non-Cash Compensation Form**

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| **Submission Date:**  |  |
| **Event Date:**  |  |
| **Name of the offeror:** |  |
| **Name of the associate persons:** |  |
| **Location of training and education meetings (if applicable):** |  |
| **Purpose of the meeting:** |  |
| **The nature and value of non-cash compensation received:**  | Example:Airfare Round Trip $0Hotel Accommodations $0Ground Transfers (Round trip) $0Meals $0 Total Estimated Cost $0 |

The following conditions are satisfied in relation to the event:

1. The location of the meeting is appropriate to its purpose, e.g., an office of the issuer or issuer affiliate, a firm office, or a facility located in the vicinity of such office, or a regional location with respect to regional meetings.
2. The attendance at the meeting of the aforementioned Registered Representative(s) is not conditioned on the achievement of a previously specified sales target or any other non-cash compensation arrangement.
3. The payments made by the Offeror will not be applied to the expenses of any guests of the Registered Representatives.

 Approved By:

 Signature:

 Date:

*"Non-cash compensation"* shall mean any form of compensation received in connection with the sale and distribution of securities that is not cash compensation, including but not limited to merchandise, gifts and prizes, travel expenses, meals and lodging.

*"Offeror"* shall mean an issuer, an adviser to an issuer, an underwriter and any affiliated person of such entities.