

Statement of Policy regarding the Impoundment of Proceeds

Amended April 27, 1997

- I.** Introduction. The North American Securities Administrators Association, Inc. (NASAA) has determined that the following guideline relating to impoundment of proceeds is consistent with public investor protection and is in the public interest. Nothing shall prevent the Securities Administrator (Administrator) from applying different standards than those contained in this Statement of Policy.
- II.** When an impoundment Agreement (Agreement) is necessary, the proceeds from the sale of the securities must be deposited in an interest bearing escrow or trust account with an IMPOUNDMENT AGENT. The IMPOUNDMENT AGENT may not be affiliated with the Issuer, its AFFILIATES, its officers or directors, the UNDERWRITER, or any PROMOTER.
- III.** The Agreement
 - A.** A signed copy of the Agreement must be filed with the Administrator and shall become part of the registration statement;
 - B.** The Agreement must be signed by an officer of the Issuer, an officer of the UNDERWRITER (if applicable), and an officer of the IMPOUNDMENT AGENT. The aforesaid individuals must have the authority to sign such documents;
 - C.** The Agreement shall provide that the Impounded Proceeds (Proceeds) are not subject to claims by creditors of the Issuer, AFFILIATES, or ASSOCIATES, or UNDERWRITERS until the Proceeds have been released to the Issuer pursuant to the terms of the Agreement;
 - D.** A summary of the principal terms shall be included in the registration statement;
 - E.** The Agreement shall provide that the Administrator has the right to inspect and make copies of the records of the IMPOUNDMENT AGENT at any reasonable time wherever the records are located.
- IV.** The IMPOUNDMENT AGENT shall notify the Administrator in writing upon the release of the proceeds. If the proceeds are insufficient to meet the minimum requirements within the time prescribed by the Agreement:
 - A.** The IMPOUNDMENT AGENT must release and return the proceeds directly to the investors; and
 - B.** The proceeds shall be released and returned to the investors without deduction for expenses, including IMPOUNDMENT AGENT fees. All interest earned shall be submitted pro rata to the investors, along with the proceeds.

- V. If a PERSON, who is an UNDERWRITER or an officer, director, PROMOTER, AFFILIATE, or an ASSOCIATE of the Issuer, purchases securities, that are a part of the public offering being sold pursuant to the registration statement, and if the proceeds from that purchase are used for the purpose of completing the impoundment requirements imposed under this Statement of Policy, the following conditions shall be met:
- A. The PERSONS are purchasing the securities on the same terms as unaffiliated public investors;
 - B. The prospectus contains a disclosure that such PERSONS may purchase securities of the Issuer for purposes of completing the impoundment requirements imposed by this Statement of Policy; and
 - C. All securities so purchased will neither be defined as "promotional shares," nor be a part of the calculation of the promotional shares subject to escrow under the Statement of Policy Regarding Promotional Shares. However, all such securities shall be immediately subject to the escrow/lock-up provisions of the Statement of Policy Regarding Promotional Shares.