

## **Merger of Jefferies Execution Services, Inc. with and into Jefferies LLC**

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Please be advised that effective as of November 17, 2017 at 6:00 p.m., Jefferies Execution Services, Inc. (“Jefex”) has merged with and into Jefferies LLC, with Jefferies LLC as the surviving company. All assets and liabilities of Jefex became assets and liabilities of Jefferies LLC by operation of law upon the effectiveness of the merger.

The Certificate of Merger filed with the Secretary of State of the State of Delaware merging Jefex into Jefferies LLC and an updated Form W-9 are attached for your records.

Please do not hesitate to contact your Jefferies representative if you have any questions.

We appreciate your business and continued support.

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"JEFFERIES EXECUTION SERVICES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "JEFFERIES LLC" UNDER THE NAME OF "JEFFERIES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2017, AT 9:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2017 AT 6 O'CLOCK P.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

720607 8100M  
SR# 20177139828

Authentication: 203591122  
Date: 11-17-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF MERGER**  
**of**  
**JEFFERIES EXECUTION SERVICES, INC.**  
**into**  
**JEFFERIES LLC**  
**November 17, 2017**

(Under Section 1108 of the California General Corporation Law (the “CGCL”) and Section 18-209 of the Delaware Limited Liability Company Act (the “DLLCA”))

The undersigned, Jefferies LLC, a Delaware limited liability company, hereby certifies as follows:

**FIRST:** The name, jurisdiction of formation and domicile and type of entity of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation and Domicile</u>
Jefferies Execution Services, Inc.	corporation	California
Jefferies LLC	limited liability company	Delaware

**SECOND:** The Merger Agreement, dated as of November 17, 2017, by and between Jefferies Execution Services, Inc. and Jefferies LLC (the “**Merger Agreement**”), has been approved, adopted, executed and acknowledged by each of the constituent entities in accordance with Section 1108 of the CGCL, Section 18-209 of the DLLCA, and any other applicable law.

**THIRD:** The name of the surviving limited liability company is Jefferies LLC (the “**Surviving Company**”).

**FOURTH:** The Certificate of Formation of Jefferies LLC, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Formation of the Surviving Company.

**FIFTH:** The merger shall be effective as of 6:00 p.m. on November 17, 2017.

**SIXTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is 520 Madison Avenue, New York, New York 10022.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of the constituent entities.

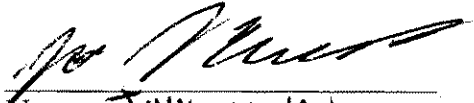
**EIGHTH:** Any time prior to the time this Certificate of Merger becomes effective, the

merger may be abandoned and this Certificate of Merger terminated in accordance with Section 1108 of the CGCL, Section 18-209 of the DLLCA and any other applicable law.

[Signature Page Follows]

**IN WITNESS WHEREOF**, this Certificate of Merger has been duly executed as of the date first set forth above.

**JEFFERIES LLC**

By:   
Name: JOHN NUONAN  
Title: Managing Director

## Request for Taxpayer Identification Number and Certification

Give Form to the  
requester. Do not  
send to the IRS.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.  
**LEUCADIA NATIONAL CORPORATION**

2 Business name/disregarded entity name, if different from above  
**JEFFERIES LLC**

3 Check appropriate box for federal tax classification; check only **one** of the following seven boxes:  
☐ Individual/sole proprietor or single-member LLC  
☒ C Corporation  
☐ S Corporation  
☐ Partnership  
☐ Trust/estate  
☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ \_\_\_\_\_  
**Note.** For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner.  
☐ Other (see instructions) ▶ \_\_\_\_\_

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):  
Exempt payee code (if any) **5**  
Exemption from FATCA reporting code (if any) **D**  
(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.)  
**520 MADISON AVENUE**

6 City, state, and ZIP code  
**NEW YORK, NY 10022**

7 List account number(s) here (optional)

Requester's name and address (optional)

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number								
			-					

or

Employer identification number								
1	3	-	2	6	1	5	5	7

### Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here Signature of U.S. person ▶  Date ▶ **11/17/2017**

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at [www.irs.gov/fw9](http://www.irs.gov/fw9).

#### Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.