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**David A. Commons**  
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**FAO The Tax Division  
Association for Financial Markets in Europe  
St. Michael's House  
1 George Yard  
London  
EC3V 9DH  
United Kingdom**

5 February 2015

Dear Sirs

**AFME French Financial Transactions Tax Protocol – Adherence Letter**

**1. ADHERENCE**

The purpose of this letter is to declare our adherence and that of each other party whose name is listed in paragraph 2 below (for whom we act as agent for the purposes of this Adherence Letter), to the AFME French Financial Transactions Tax Protocol (the *Protocol*).

By executing this letter, we make the representations set out in paragraph 5.1 of the Protocol and confirm our intention to be bound by the terms of the Protocol as amended from time to time. This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter.

**2. PARTIES TO WHOM THIS ADHERENCE LETTER APPLIES**

**First Southwest Company, LLC**  
DTC#: 309  
SEC#: 8-1523  
FINRA CRD#: 316  
Delaware (USA) Secretary of State Number: 3715039  
IRS EIN: 75-07085002

Each party listed above shall be a separate Adhering Party.

**3. APPOINTMENT AS ADMINISTRATOR AND RELEASE**

We hereby appoint AFME as administrator for the limited purposes of the Protocol and accordingly we waive, and hereby release AFME from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by AFME.

**4. CONTACT DETAILS**

Our contact details for the purposes of the Protocol are:

Name: First Southwest Company, LLC  
FAO: Brian L. Wittneben, General Counsel and Secretary  
Address: 325 North Saint Paul Street, Suite 800, Dallas, TX 75201  
Telephone: (214) 953-8761  
Fax: (214) 953-4166  
E-mail: Brian.Wittneben@firstsw.com

We undertake to notify AFME of any changes to these details at any time throughout our adherence to the Protocol, by delivering to AFME by (i) certified or registered mail (or airmail, if overseas) or equivalent; (ii) courier; or (iii) personal delivery to AFME's address set out in this Adherence Letter, two copies of such notice: one a manually signed original and the other a conformed copy containing, in place of each signature, the printed or typewritten name of each signatory. In addition, we will send scanned pdf copies of the manually signed original and conformed copies of the notice of change of details to AFME at [fitprotocol@afme.eu](mailto:fitprotocol@afme.eu).

We agree to the publication by AFME of the conformed copy of any such notice.

**5. AGENT FOR SERVICE OF PROCESS**

We have appointed **TMF Corporate Services Limited, 6 St Andrew Street, 5<sup>th</sup> Floor, London EC4A 3AE** as our agent for service of process and any other documents in proceedings in England. We agree that we will at all times while we remain an Adhering Party to the Protocol maintain an agent for service of process and any other documents in proceedings in England. Any claim form, judgment or other notice of legal process will be sufficiently served on us if delivered to such agent at its address for the time being. We undertake not to revoke the authority of the above agent without giving prior notification to the AFME of a replacement agent.

We consent to the publication of the conformed copy of this letter by AFME and to the disclosure by AFME of the contents of this letter.

Yours faithfully

FIRST SOUTHWEST COMPANY, LLC

Signed by: David A. Commons  
Name: David A. Commons  
Title: Senior Vice President and Chief Financial Officer