

**SCHEDULE A**  
**FULLY DISCLOSED CLEARING AGREEMENT**

Pursuant to the terms and conditions of the Fully Disclosed Clearing Agreement to which it is attached, this Schedule A provides for fees and other charges made to Introducing Firm by Clearing Firm. All capitalized terms shall have the same meaning as defined in the Fully Disclosed Clearing Agreement.

The pricing outlined in this Schedule A is based upon the information provided by the Broker Dealer which included various business volumes, balances and account information. Should any of the volumes, balances or account information be materially different than those represented, Hilltop Securities reserves the right to adjust the pricing contained herein accordingly. Hilltop Securities also reserves the right to pass through to the Broker Dealer any charges or changes in expenses incurred in processing the business of the Broker Dealer whether foreseen or unforeseen. These charges or fees may include, but are not limited to, increases from Industry Utilities, Data Providers, Regulatory changes or increases in execution fees. Broker Dealer will be advised of any of the changes mentioned above prior to their implementation.

<u>Base Clearing Fees</u>	<u>Customer Trades<sup>1</sup></u>	<u>Dealer Trades<sup>2</sup></u>	<u>Execution by Clearing Firm<sup>3</sup></u>
Listed Equities, Rights & Warrants (non-DVP; executed on exchange)	\$12.50	\$12.50	\$.0025/share
OTC & Listed Equities, Rights & Warrants	\$12.50	\$12.50	No charge
Options	\$12.50	\$12.50	\$1.25/contract <sup>4</sup>
Municipals and OTC Corporates	\$15.00	\$15.00	No charge
U.S. Treasuries, Agencies & CMOs	\$15.00	\$15.00	No charge
UITs	\$18.00	\$15.00	No charge
Money Market Instruments (CDs, BAs, Commercial Paper)	\$18.00	\$10.00	No charge
Average Price Account Executions <sup>5</sup> (all products)	\$1.00	N/A	as defined above
DVP Settlement <sup>6</sup>	\$1.00	N/A	N/A
Euroclear - Foreign Securities, in US dollars	\$25.00	\$25.00	

<sup>1</sup>A Customer Trade is defined as a single order if executed by Clearing Firm or as a single execution if executed by Introducing Firm or its agent.

<sup>2</sup>A Principal Trade is defined as a single execution whether executed by Clearing Firm, Introducing Firm, or Introducing Firm's agent.

<sup>3</sup>In the event Clearing Firm incurs execution or other handling fees from an execution provider, Clearing Firm may revise the execution fees defined herein without prior notice to Introducing Firm.

<sup>4</sup>Unless otherwise specified herein, the per-contract charge for options is the same whether the order is executed by Introducing Firm, its agent, or Clearing Firm.

<sup>5</sup>An Average Price Account Execution is defined as a single execution versus the street posted to an average price account. Customer trades posted versus an average price account are charged at the Customer Trade rate. Principal trades are not eligible for average price trades.

<sup>6</sup>A DVP Settlement is assessed in addition to applicable Base Clearing Fee as defined by product.

<sup>7</sup>Euroclear transactions require prefunding by HTS. Interest charges on cost of capital will be charged in addition to this ticket charge.

### Mutual Fund Pricing

<u>Transaction Type</u>	<u>Ticket Charge</u>
Initial Purchases & Non SWP Liquidations	
Principal Dollars	
\$0.00 - \$2,000.99	\$2.45
\$2,001.00 - \$5,000.99	\$4.55
\$5001.00 - \$25,000.99	\$7.00
\$25,001.00 - \$75,000.99	\$10.50
\$75001.00+	\$14.00
Additional Purchases	\$1.50
Exchanges (round trip)	\$1.50 per trade
PIPs/SWPs	\$1.50
12b-1 Trail Commissions	10% of gross trail commission

the Municipal Securities Rulemaking Board rules and how to file a complaint with an appropriate regulatory authority. Registration with the organizations does not imply any endorsement or approval has been granted to HTS.

**SCHEDULE A: COMMISSIONS AND OTHER FEES**

Your Financial Professional will set the commissions or miscellaneous fees, if any, to be charged to you on security transactions reflected on your confirmation. You should consult your Financial Professional for details of his commission charges. Commission and fees are subject to change without notice. Please contact your Financial Professional with any questions. Additional fees may apply.

**Interest:** HTS reserves the right to charge interest on: (i) payments to you before the settlement date on securities; (ii) payments to you for securities sold where good delivery of securities has not been made; and (iii) on debit balances where payment has not been received from you on or before the settlement date on securities purchased.

**The fee schedule below lists the fees that your Financial Professional may be charged by Hilltop Securities Inc. Your Financial Professional may have different fees and charges, and your Financial Professional should disclose those to you in writing.**

<b>MONEY MARKET</b>	
Vision Check - Reorders	\$15
Vision Check - Rush Orders	\$22.50
Vision Check - Stop Payment	\$25
Vision Check - Returned Check	\$25
Vision Check - Photocopy of canceled check	\$10
Vision Check Writing Termination	\$25
Visa Platinum Debit Card - Annual Fee	\$50
<b>ACCOUNT TRANSFER/DELIVERIES BETWEEN BROKER DEALERS OR OTHER AGENTS/MUTUAL FUND COMPANIES</b>	
Account Transfer Fee (ACAT)	\$100
Account Transfer Fee (Non-ACAT)	\$150
Delivery of Book Entry Securities (Per Issue)	\$25
Receipt/Delivery of Foreign Securities	\$100
<b>GENERAL</b>	
Wire Transfer - US Bank	\$20
Wire Transfer - Foreign Bank	\$50
Prepay Fee	\$20
Cleared Check Copy	\$20
Stop Payment	\$25
Returned Deposit Item	\$35
Returned Outgoing Wire Transfer Fee	\$25
Accommodation Fee	\$25
<b>DELIVERIES - MINIMUM FEES</b>	
Regular Next Day	\$25
Priority Next Day	\$30
Saturday Delivery	\$40
Foreign Address	\$60
USPS Priority Mail	\$6
<b>CERTIFICATES, DRS, DWAC, W/T &amp; PROCESSING</b>	
Low-Priced/Large Quantity Review/Processing Fee	\$300*
Legal Transfer Fee	\$50*
Non-Equity Physical Processing Fee	\$150*
Non-DTCC Eligible Receipt/Delivery	\$100*
RVP/DVP Fee	\$50*
Certificate Handling Fee	\$50
DRS Deposit/Withdrawal	\$50*
DWAC Deposit/Withdrawal	\$75*
Exercising Employee Stock Options	\$50*
Canadian Deposit	\$150*
Foreign Deposit	\$250*
Canadian Settlement	\$50*
Foreign Settlement	\$100*
Transfer Agent Fee	Pass through fees*
DTCC Deposit	\$12
DTCC Legal Deposit	\$50
DTCC Withdrawal by Transfer	\$500
DTCC/TA Reject	\$125
DTCC DRS Reject	\$75
DTCC New York Window Settlement	\$50*
DTCC Envelope Settlement Service	\$35
<b>OTHER FEES</b>	
Customer Research or Document Reproduction Fee	\$25 per hour
Annual Safekeeping Fee	\$50 per position
Bond Fees (Purchase or Sale)	\$5 for T-Bills and \$15 for T- Notes, T-Bonds and other Government Instruments
Redemption / Termination	\$25
Corporate Action Deposits	\$90
Corporate Action Physical Certificates	\$6*

Foreign Tax Elections	\$50
Mandatory Corporate Action	\$10 per event
Mutual Fund Positions Networking Fee	\$50
Mutual Fund Transaction Fee	Service fees may be charged
Option Reporting Fee	\$0.04 per contract
Private Placement /Limited Partnership Annual Safekeeping fee	\$100
Private Placement /Limited Partnership Re-registration of any kind	\$75
Private Placement /Limited Partnership Transfer in Purchase and Sale	\$75
Voluntary Corporate Action Instruction	\$50 per instruction
<b>IRA</b>	
Annual Fee	\$45
Account Termination	\$50
<b>OTHER RETIREMENT ACCOUNTS</b>	
Qualified Plans	\$250 Primary Annual
<b>HOLDING and REPORTING FEE</b>	
\$50	
*Pass through fees may include, but are not limited to, charges from DTCC, transfer agents, third party custodians and foreign exchanges.	
The HTS Margin Base Rate is:	6.49+

### **HILLTOP SECURITIES INC. BUSINESS CONTINUITY PLANNING DISCLOSURE**

Hilltop Securities Inc., ("HTS"), provides services using computer systems and financial relationships. The events of September 11, 2001 emphasized the importance of the capital markets to our economy. As a result, we have been working to improve our responses to various situations that have the potential to impact our ability to serve you. This disclosure document is designed to provide you with information on how we have approached and/or plan to approach various situations that we may encounter.

#### **Overview of Hilltop Securities Inc.**

Hilltop Securities Inc., a Member Firm of the New York Stock Exchange, is a full-service brokerage firm providing customers with execution services on all major exchanges and access to all major markets. In addition, HTS performs, as agent, certain execution and clearing functions for independent brokerage firms. These functions are provided primarily in Dallas, Texas with various financial professional, trading, stock-loan and investment banking offices located in other locations in the United States.

HTS uses various mission critical systems to provide these services to our customers. These systems are housed at one of our data centers, one of our offices, or at a third party service provider, exchange or utility.

Our business continuity planning ("BCP") first insures the safety and security of our employees. The events of 9/11 emphasized the unique skill sets of personnel who work in our industry and the need to put their safety first so that after an interruption they are available to continue serving our customers. In addition to protecting our personnel, our BCP and daily operations are focused on preserving our critical firm and customer data through regular backups which are moved offsite either via media and/or real time and near real time electronic copies of our data at remote locations. In 1996 we added a second data center in one of the suburbs of Dallas which houses our backup hardware/software, real time data copies and back office recovery space. We have constructed high bandwidth networks between our two data centers allowing us to utilize the resources of both centers during normal production, as well as facilitating the real time movement of data from the primary data servers to the backup data servers. Finally, our industry is heavily interconnected with data connections ranging from dial-up modem communication, dedicated private lines, frame relay technology and, in many cases, the Internet through encrypted sessions. Where mission critical systems are involved, we have installed, where possible, redundant connections to the exchanges, utilities and counterparties involved.

#### **Business Continuity Planning Response Scenarios**

The details of our BCP are proprietary and contain information which is confidential and in many cases potentially harmful to HTS and our customers if publicly available. The following series of event scenarios are presented to disclose to you our planned approach for dealing with a variety of hypothetical Significant Business Disruptions ("SBD's"), but based on the number of variables present in each situation, HTS can't guarantee we will follow these plans.

Scenario: An event occurs that, like 9/11, causes the complete shutdown of securities trading, clearance/ settlement or other banking services nationwide. (Impact: Nationwide) HTS plans to continue business during this type of event and will await the reopening of the affected institutions. Unless a securities industry holiday is declared, we plan to be open each business day until full functionality is restored. The recovery time in this scenario will be dependent on the timing specified by the impacted organizations. We plan to be ready to open when they reopen.

Scenario: A specific exchange is unable to trade. (Impact: Nationwide) HTS plans to continue business during this type of event and will route its order flow away from that exchange to alternative exchanges for the securities that exchange trades. Our recovery time objective for this scenario is less than one hour.

Scenario: One of our major telecommunications vendors loses a key central office or service offering. (Impact: Nationwide and/or firm only) HTS plans to continue business during this type of event and will use alternative dialing plans (e.g. placing/receiving local calls through a long distance vendor different from the failed vendor), backup lines from a different vendor for mission critical data applications (e.g. use the Sprint backup connection to an exchange when AT&T is down). Our planned recovery time objective is less than four hours.

Scenario: The power grid (ERCOT) that serves the majority of our Texas locations is down. (Impact: Regional) HTS plans to continue business during this type of event and will utilize the backup generators that are located at both the primary data center location and the backup data center location to power our operations during the outage. Where necessary, we will relocate personnel among our facilities to compensate for any workspace outages. Our planned recovery time objective for power to our data centers from the backup generators is less than fifteen minutes. If we are required to activate our business resumption space for operations recovery, the planned recovery time objective is four hours for mission critical functions.

Scenario: Our headquarters location is closed. (Impact: Single building, city wide, business district) HTS plans to continue business during this type of event and will transfer its mission critical activities to the backup data center and our other offices and affiliate offices. Assuming no access to and no power to the building, the planned recovery time objective for mission critical activities is four hours. Our planned recovery times for business resumption may be negatively impacted by the unavailability of external resources and other circumstances beyond our control. In the event of a significant business disruption, Hilltop Securities Inc. will supply additional information at 866-SWS-5BCP (866-797-5227).

Scenario: Your Financial Professional/Dealer firm which clears through Hilltop Securities Inc. experiences a significant business disruption and cannot be contacted. HTS has set up operational procedures to assist the clients of Financial Professional/Dealers for which we clear. For more information please go to [www.hilltopsecurities.com](http://www.hilltopsecurities.com).

#### **Updates to this disclosure**

As we continue to test our plans and as conditions in our firm and the industry change, we will continuously revise the plans as considered necessary. Whenever we update this disclosure document we will promptly place a copy of it on our website. You may request a hard copy of this disclosure in its current revision be sent to you at any time by mail.

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