



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Barclays Capital Inc.
c/o Christopher E. Duffy
Boies, Schiller & Flexner LLP
575 Lexington Avenue
New York, New York 10022

Re: Interim Agreement in Analyst Surveys Investigation

Dear Mr. Duffy:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Barclays Capital Inc. ("Barclays") voluntarily agrees to the Attorney General's request that Barclays will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Barclays in has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Barclays understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please promptly confirm Barclays' understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Ch. E. Duffy
Christopher E. Duffy &
Of: Boies, Schiller & Flexner LLP

On behalf of and as authorized by Barclays

Dated: February 25, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Merrill Lynch, Pierce, Fenner & Smith Incorporated
c/o Timothy Burke, Esq.
Bingham McCutchen LLP
399 Park Avenue
New York, NY 10022-4689

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Burke:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, Merrill Lynch, Pierce, Fenner & Smith Incorporated voluntarily agrees to the Attorney General’s request that Merrill Lynch, Pierce, Fenner & Smith Incorporated will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Merrill Lynch, Pierce, Fenner & Smith Incorporated has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Merrill Lynch, Pierce, Fenner & Smith Incorporated understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

Please confirm Merrill Lynch, Pierce, Fenner & Smith Incorporated's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Justin P. Alca

Of: Bingham McCook LLP

On behalf of and as authorized by Merrill Lynch, Pierce, Fenner & Smith Incorporated

Dated: 2/24/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Citigroup Global Markets Inc.
c/o Angela T. Burgess, Esq.
Davis Polk
450 Lexington Avenue
New York, NY 10017

Re: Interim Agreement in Analyst Survey Investigation

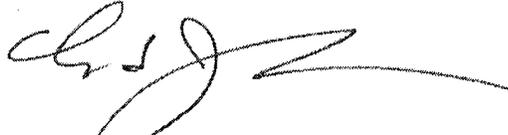
Dear Ms. Burgess:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, Citigroup Global Markets Inc. voluntarily agrees to the Attorney General’s request that Citigroup Global Markets Inc. will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Citigroup Global Markets Inc. has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Citigroup Global Markets Inc. understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

Please confirm Citigroup Global Markets Inc.'s understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Agyle T. Burgess
of: Davis Polk & Wardwell LLP

On behalf of and as authorized by Citigroup Global Markets Inc.

Dated: 2/25/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Credit Suisse Securities (USA) LLC
c/o Herbert S. Washer, Esq.
Anirudh Bansal, Esq.
Cahill Gordon & Reindel LLP
Eighty Pine Street
New York, NY 10005-1702

Re: Interim Agreement in Analyst Surveys Investigation

Dear Messrs. Washer and Bansal:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Credit Suisse Securities (USA) LLC ("Credit Suisse") voluntarily agrees to the Attorney General's request that Credit Suisse will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Credit Suisse has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Credit Suisse understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please promptly confirm Credit Suisse's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by:  / ANIRUDH BANSAL

Of: CAHILL GORDON + REINDEL LLP

On behalf of and as authorized by Credit Suisse Securities (USA) LLC

Dated: Feb. 25, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Deutsche Bank Securities Inc.
c/o Pamela Chepiga, Esq.
Allen & Overy LLP
1221 Avenue of the Americas
New York, NY 10020

Re: Interim Agreement in Analyst Survey Investigation

Dear Ms. Chepiga:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Deutsche Bank Securities Inc. voluntarily agrees to the Attorney General's request that Deutsche Bank Securities Inc. will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Deutsche Bank Securities Inc. has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Deutsche Bank Securities Inc. understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please confirm Deutsche Bank Securities Inc.'s understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Samela Rogers Chappiga

Of: Allen & Overy

On behalf of and as authorized by Deutsche Bank Securities Inc.

Dated: 2/25/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 24, 2014

Via Electronic Mail

Goldman, Sachs & Co.
c/o Michael T. Tomaino, Jr., Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Tomaino:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Goldman, Sachs & Co. voluntarily agrees to the Attorney General's request that Goldman, Sachs & Co. will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Goldman, Sachs & Co. has indicated that this agreement will go into effect as of February 24, 2014, and its terms will be implemented no later than March 3, 2014.

Goldman, Sachs & Co. understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please confirm Goldman, Sachs & Co.'s understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,

A handwritten signature in black ink that reads "Chad Johnson" followed by a large, stylized flourish and the initials "AK".

Chad Johnson
Bureau Chief

Executed by:

A handwritten signature in black ink, appearing to be "MT Tomaino, Jr.", written over a horizontal line.

/s/ Michael T. Tomaino, Jr.

Of: Sullivan & Cromwell LLP

On behalf of and as authorized by Goldman, Sachs & Co.

Dated: February 25, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

J.P. Morgan Securities LLC
c/o Stephanie Avakian, Esq.
WilmerHale
7 World Trade Center
250 Greenwich Street
New York, NY 10007

Re: Interim Agreement in Analyst Survey Investigation

Dear Ms. Avakian:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, J.P. Morgan Securities LLC voluntarily agrees to the Attorney General’s request that J.P. Morgan Securities LLC will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. J.P. Morgan Securities LLC has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

J.P. Morgan Securities LLC understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

Please confirm J.P. Morgan Securities LLC's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: 

Of: WilmerHale LLP

On behalf of and as authorized by J.P. Morgan Securities LLC

Dated: 2/25/2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

John Polanin, Esq.
Regional Head of Compliance
Macquarie Capital (USA) Inc.
125 West 55th Street
New York, NY 10019

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Polanin:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Macquarie Capital (USA) Inc. voluntarily agrees to the Attorney General's request that Macquarie Capital (USA) Inc. will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Macquarie Capital (USA) Inc. has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Macquarie Capital (USA) Inc. understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please confirm Macquarie Capital (USA) Inc.'s understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by:

John Polanik Jr.

Of:

Chief Compliance Officer

On behalf of and as authorized by Macquarie Capital (USA) Inc.

Dated:

2/21/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Morgan Stanley & Co. LLC
c/o Nader Hossain Salehi, Esq.
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Salehi:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, Morgan Stanley & Co. LLC voluntarily agrees to the Attorney General’s request that Morgan Stanley & Co. LLC will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Morgan Stanley & Co. LLC has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Morgan Stanley & Co. LLC understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

Please confirm Morgan Stanley & Co. LLC's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by:



Of:

Sidley Austin, LLP

On behalf of and as authorized by Morgan Stanley & Co. LLC

Dated:

February 25, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

Sanford C. Bernstein & Co., LLC
c/o Jonathan C. Pressman, Esq.
WilmerHale
7 World Trade Center
250 Greenwich Street
New York, NY 10007 USA

Re: Interim Agreement in Analyst Surveys Investigation

Dear Mr. Pressman:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, Sanford C. Bernstein & Co., LLC (“Sanford Bernstein”) voluntarily agrees to the Attorney General’s request that Sanford Bernstein will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Sanford Bernstein has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

Sanford Bernstein understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

Please promptly confirm Sanford Bernstein's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Jonathan Preiron

Of: Wilmer Hale

On behalf of and as authorized by Sanford, ^{Gi}Bernstein & Co., LLC

Dated: 2/25/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 20, 2014

Via Electronic Mail

UBS Securities LLC
c/o Michael Gertzman, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064

Re: Interim Agreement in Analyst Surveys Investigation

Dear Mr. Gertzman:

While the Office of the Attorney General (“OAG”) continues its investigation into this matter, UBS Securities LLC (“UBS”) voluntarily agrees to the Attorney General’s request that UBS will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. “Surveys” means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. UBS has indicated that this agreement will go into effect as of February 20, 2014, and its terms will be implemented no later than March 3, 2014.

UBS understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG’s ongoing investigation.

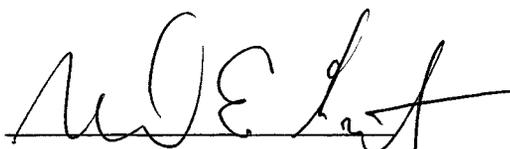
Please promptly confirm UBS's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by:



Of: Paul, Weiss, Ruffalo, Chanin & Garrison, LLP

On behalf of and as authorized by UBS

Dated:

February 25, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 25, 2014

Via Electronic Mail

Sandra Pallante
Chief Compliance Officer
Wolfe Research
420 Lexington Avenue, Suite 648
New York, New York 10170

Re: Interim Agreement in Analyst Surveys Investigation

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Wolfe Research voluntarily agrees to the Attorney General's request that Wolfe Research will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Wolfe Research has indicated that this agreement will go into effect as of February 25, 2014.

Wolfe Research understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please promptly confirm Wolfe Research's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by:  Sandra Pallante
Chief Compliance Officer
of: Wolfe Research, LLC

On behalf of and as authorized by Wolfe Research

Dated: 2/25/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU

February 10, 2014

Via Electronic Mail

James T. (Tim) Shearin, Esq.
Pullman & Comley LLC
850 Main Street
P.O. Box 7006
Bridgeport, CT 06601-7006
(203) 330 2240
jtshearin@pullcom.com

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Shearin:

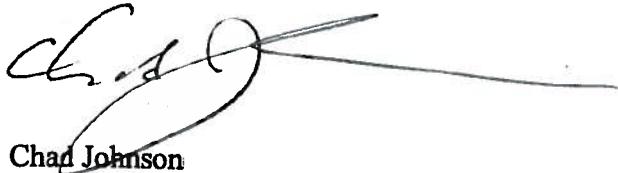
This will confirm that while the Office of the Attorney General continues its investigation into whether unfair trading advantage may be given to clients receiving the answers to analyst surveys, Vertical Research Partners agrees that its research analysts will not respond to, and/or will continue not to respond to, any analyst surveys. "Surveys" means and includes any formal, systematic, and periodic question or set of questions directed to research analysts by clients, whether via telephone, email, online, or in hard copy. By agreeing to this request, Vertical Research Partners does not admit to or concede any liability whatsoever.

Vertical Research Partners has indicated that this agreement will go into effect immediately.

Vertical Research Partners understands that this interim agreement is not a final resolution of the investigation by the OAG, and agrees to continue cooperating with the OAG's ongoing investigation as it has done to date.

Please confirm Vertical Research Partners' understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: 

Of: JAMES T. SHOVLIN, ESS
Fullmer + Conley LLC, its agents

On behalf of and as authorized by Vertical Research Partners

Dated: February 18, 2014



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU
CHAD JOHNSON
BUREAU CHIEF

February 25, 2014

Via Electronic Mail

Cynthia Adams, Esq.
Managing Director
Litigation, Regulatory & Employment Legal
Jefferies LLC
520 Madison Avenue
New York, NY 10022

Re: Interim Agreement in Analyst Survey Investigation

Dear Ms. Adams:

While the Office of the Attorney General ("OAG") continues its investigation into this matter, Jefferies LLC voluntarily agrees to the Attorney General's request that Jefferies LLC will instruct its research analysts to not respond to, or continue to not respond to, any analyst surveys. "Surveys" means, for the purposes of this interim agreement, any formal, systematic, and periodic question or set of questions concerning the U.S.-listed equity securities of a company or companies that are directed to research analysts by buy-side clients in order to gather non-published analyst sentiment. Jefferies LLC has indicated that this agreement will go into effect as of February 25, 2014, and its terms will be implemented no later than March 3, 2014.

Jefferies LLC understands that this interim agreement is not indicative of wrongdoing or a final resolution of the investigation by the OAG and agrees to continue cooperating with the OAG's ongoing investigation.

Please confirm Jefferies LLC's understanding and agreement with the foregoing by executing and returning a copy of this letter to me.

Sincerely,



Chad Johnson
Bureau Chief

Executed by: Cynthia B. Adams / JAK

Of: Jefferies LLC

On behalf of and as authorized by Jefferies LLC

Dated: 2/25/14



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU

February 10, 2014

Via Electronic Mail

Theodore A. Krebsbach
One Exchange Plaza
55 Broadway
New York, New York 10006
(212) 880-3975
tkrebsbach@mmlawus.com

Re: Interim Agreement in Analyst Survey Investigation

Dear Mr. Krebsbach:

This will confirm that while the Office of the Attorney General continues its investigation into this matter, Stifel, Nicolaus & Company, Inc., Thomas Weisel Partners, and Keefe, Bruyette & Woods, Inc. ("Stifel Entities") agree that their respective research analysts will not respond to, and/or will continue to not respond to, any analyst surveys. "Surveys" means and includes any formal, systematic, and periodic question or set of questions directed to research analysts by clients, whether via telephone, email, online, or in hard copy. The Attorney General has made the above request because of his concern that an unfair trading advantage may be given to the clients receiving the answers to such surveys. The Stifel Entities have indicated that this agreement will go into effect as of February 10, 2014.

The Stifel Entities understand that this interim agreement is not a final resolution of the investigation by the OAG, and the Stifel Entities agree to continue cooperating with the OAG's ongoing investigation.

