

**EXHIBIT "A"**

**CMAX NDSE LLC PLACEMENT ORDER CONTRACT**

Company Name: \_\_\_\_\_  
Contact Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_  
E-mail: \_\_\_\_\_  
Post Sale Support Contact Name: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Secure E-mail Address: \_\_\_\_\_

**Portfolio Name:** \_\_\_\_\_

**Sale Strategy:** *The strategy refers to the manner in which the portfolio will be sold on NDSE.*

**Non-Bid Portfolio Sales**

State \_\_\_\_\_  
National \_\_\_\_\_

**Bid Portfolio Sale**

State \_\_\_\_\_  
National \_\_\_\_\_

**Listing Period** *The period of time in which the portfolio will be available for sale on NDSE.*

Non-Bid Portfolio Sale (Days) \_\_\_\_\_  
Bid Portfolio Sale \_\_\_\_\_  
Due Diligence (Days) \_\_\_\_\_  
Bidding Period (Days) \_\_\_\_\_

**Pricing Information (Gross):** *If the sale strategy for the portfolio is individual or state sales, the pricing sheet will be an attachment to this exhibit.*

Non-Bid Account Sales/National (NDSE Disclosed List Price)  
(If State Sale: Please refer to individual Reserve and List state pricing sheet)

Bid Period Pricing (If Bid Process – No Disclosed List Price)

Gross List National Price (Buy It Now Price) %: \_\_\_\_\_  
Gross National Reserve Price %: \_\_\_\_\_  
Gross Opening Price (%): \_\_\_\_\_  
Gross Reserve Price (%): \_\_\_\_\_

**Services**

**CMAX (Automated)**

**Seller (Issued)**

Issuance of Closing Stmt \_\_\_\_\_  
Acceptance of Funds \_\_\_\_\_  
Issuance of Bill of Sale \_\_\_\_\_  
(If Seller receives funds, Seller must provide Bill of Sale to Buyer.)

**CMAX NDSE Fee % of Sales Proceeds:** \_\_\_\_\_

**Wiring Instructions**

Account Name: \_\_\_\_\_  
Account Number: \_\_\_\_\_  
Routing Number: \_\_\_\_\_  
Bank Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

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**[SIGNATURE PAGE OF PLACEMENT ORDER CONTRACT]**

**IN WITNESS WHEREOF** the parties have set their hands and seals as of this \_\_\_\_ day of \_\_\_\_\_ 2011.

**SELLER COMPANY NAME:**

\_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**CMAX NDSE LLC, a Delaware Limited Liability Company**

Signature: \_\_\_\_\_

Printed Name: Scott Manganelli \_\_\_\_\_

Title: Vice President of Sales \_\_\_\_\_