

Verity Asset Management, Inc.
Transaction Fee-Based Schedule

10/07/2013

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Gordon Wegwart
Verity Asset Management, Inc
280 S. Mangum St.
Suite 550
Durham, NC 27701

| Dear Gordon,

Enclosed please find an updated commission schedule for your review and approval. Once we receive a signed copy from you, we will process the changes for all applicable clients.

Please don't hesitate to contact me if you have any questions.

Sincerely,
Krystle Murray
VP, Relationship Manager
Fidelity Institutional Wealth Services

10/04/2013

I. CONFIDENTIAL TRANSACTIONAL BASED FEE SCHEDULE PREPARED FOR VERITY ASSET MANAGEMENT, INC.

Below is the fee schedule for Verity Asset Management, Inc. with Fidelity Investments (Fidelity). Fidelity reserves the right to review and revise the fee schedule with notice to you. Please review the fee schedule in its entirety and sign at the end of the document. This proposal will not be final until signed and processed.

EQUITIES

Domestic Online Orders:

- For householded accounts under \$1M which are enrolled for eDelivery and all householded accounts over \$1M (plus \$0.01 per share for every share over 10,000 shares) \$ 7.95¹
- For householded accounts under \$1M that are not enrolled in eDelivery (plus \$0.015 per share for every share over 1,000 shares) \$ 12.95¹

Domestic Manual Orders via Trading Desk (includes any broker assistance through the order process)² \$0.05 per share with \$29.95 Minimum

International (USD settlement)⁴

Equity Component of Trade:
- \$40.00 flat rate plus 30 bps on principal (except for Canada)
- \$0.03 per share if share price is greater than \$1.00 (Canada)
- \$0.01 per share if share price is less than \$1.00

FX Component of Trade
(included in price of trade):
- .06% of principal (Canada)
- .30% of principal (all others)

International (local currently settlement – direct customer charge)

See International Schedule addendum

Trade Here Settle Anywhere Orders⁵ (DVP Accounts):

- Domestic \$ 0.03 per share
- International (direct customer charge) Negotiated basis

Orders Placed Online Using Algorithmic Strategies⁶ (direct customer charge):

- Basic \$0.000 per share premium above the regular equity rate
- Premium and Fidelity ATS (DarkSweep[®]) \$0.015 per share premium above the regular equity rate

Step-In Orders

Negotiated Premium above Domestic Online rates³

EXCHANGE TRADED FUNDS (ETFs)

- Online orders for 65 iShares® ETFs[†] and the Fidelity® Nasdaq Composite Index® Tracking Fund (ONEQ)⁷ \$ 0.00

Online ETF Orders (excluding the ETFs referenced above)

- For householded accounts under \$1M which are enrolled for eDelivery and all householded accounts over \$1M (plus \$0.01 per share for every share over 10,000 shares) \$ 7.95¹
- For householded accounts under \$1M that are not enrolled in eDelivery (plus \$0.015 per share for every share over 1,000 shares) \$ 12.95¹

Manual Orders via Trading Desk (includes any broker assistance through the order process)² \$0.05 per share with \$29.95 Minimum

MUTUAL FUNDS (Including Money Markets)

No Transaction Fee (“NTF”) Funds

- Fidelity retail funds No transaction fee
- Fidelity advisor funds No transaction fee
- Fidelity money market funds No transaction fee
- Non-Fidelity funds that participate in NTF program No transaction fee

Transaction Fee (“TF”) Funds

A \$20.00 surcharge above TF rates will apply on buy side transactions for certain fund families. Contact your Sales Representative or Relationship Manager or check WealthCentral for a listing of impacted fund families.

- Non-Fidelity funds that do not participate in NTF program (no load) \$40.00 flat ticket
 - Periodic Investment Plan (PIP) Transactions \$5.00 flat ticket
 - Systematic Withdrawal Plan (SWP) Transactions \$5.00 flat ticket
- Non-Fidelity load funds with a front-end or back-end sales charge No transaction fee
- Non-Fidelity load funds with a front-end or back-end sales charge, where a load waiver applies (direct customer charge) \$40.00 flat ticket

FIXED INCOME - Direct Customer Charge**Principal Business:**⁸

- | | |
|---|--|
| • Municipal bonds, corporate bonds, certificates of deposit, government bonds (including agencies), mortgage-backed securities and U.S. treasury and related securities, commercial paper and structured notes. | Competitive basis |
| • Government auction orders (notes and bonds) | \$50.00 per order |
| • Government treasury bills auction orders | \$0.00 per order |
| • Variable rate demand notes (VRDN) | \$0.00 per order |
| • Variable rate demand obligation (VRDO) | \$0.00 per order |
| • International (USD settlement) ⁹ | Negotiated basis (includes FX charge) |
| • International (local currency settlement) ⁹ | Negotiated basis (includes FX charge where applicable) |

Agency Business:

- | | |
|---|---|
| • Crossing fee ¹⁰ | \$30.00 per side of the order |
| • Auction rate securities | \$50.00 Per order |
| • Exchange traded fixed income securities | \$ 2.50 Per bond with \$40.00 minimum per order |

OPTIONS

- | | |
|-----------------|---------------------------------|
| • Online orders | \$7.95 plus \$0.75 per contract |
|-----------------|---------------------------------|

OTHER SECURITIES

- | | |
|--|-------------------|
| • Unit investment trust (direct customer charge) | \$30.00 Per order |
|--|-------------------|

MARGIN BORROWING - Direct Customer Charge

- | | |
|---------------------------|---|
| • Average debit balance | Interest rate basis FABLR ¹¹ |
| • \$0-\$9,999 | FABLR + 2.00% |
| • \$10,000-\$24,999 | FABLR + 1.50% |
| • \$25,000-\$49,999 | FABLR + 1.00% |
| • \$50,000-\$249,999 | FABLR + 0.75% |
| • \$250,000-\$999,999 | FABLR + 0.50% |
| • \$1,000,000-\$4,999,999 | FABLR + 0.25% |
| • \$5,000,000+ | FABLR + 0.20% |

ALTERNATIVE INVESTMENTS - Direct Customer Charge**Alternative Investments Custody - Transaction Fee Funds:**

- Buys/sells \$100.00 per transaction
- Transfers/reregistrations \$100.00 per transaction
- Annual custody fee (maximum account charge of \$500.00) \$250.00 per position

Alternative Investment Network® - No Transaction Fee Funds No fees**Alternative Investment Network® - Transaction Fee Funds:**

- Buys/sells \$100.00 per transaction
- Transfers/reregistrations \$100.00 per transaction
- Annual custody fee \$0.00 per position

PRECIOUS METALS***Buy Orders**

- <\$10,000 1.45%
- \$10,000 - \$49,999 1.25%
- \$50,000 - \$100,000 .99%
- >\$100,000 .50%

Sell Orders

- <\$50,000 1.00%
- \$50,000 - \$250,000 .50%
- >\$250,000 .38%

Storage Fee (direct customer charge) 0.125% per quarter of the total value of the holdings or \$3.75 (minimum), whichever is greater.

- Charged in advance of each quarter based on the value of the holding or coins at the time of billing

Fabrication Fee (direct customer charge) Varies by conversion and metal. Customers should refer to statements**Delivery Fee** (direct customer charge) Varies by location. Customers should refer to statements

*Fidelity may incur additional fees from third party providers. Such charges, if any, shall be charged to the customer.

TRADE AWAY

- Trade-away fee \$ 20.00
- International trade-away fee⁹ Negotiated premium above Trade-Away Fee³

OTHER FEES - Direct Customer Charge

• Foreign exchange transaction	See international schedule addendum
• International dividends/reorganization	FX charge up to 1.0% of principal; 0.50% for trades over \$1,000,000 USD national ¹²
• Wire fee (including foreign currency)	\$ 15.00
• Wire fee (if the online cashiering feature is not used)	\$ 30.00
• Check reorder	\$ 6.00
• Overnight check request	\$ 8.00
• Account closeout fee	\$ 75.00 per account
• ADR wind/un-wind fee	Competitive basis

ADDITIONAL SERVICES PROVIDED AT NO CHARGE

- Custody
- EFT
- Dividend postings
- Retirement accounts

ADDITIONAL PRICING

An additional platform fee of \$2,500.00, per quarter, may be charged to an advisor's master account if their assets fall under \$15,000,000 held with Fidelity Brokerage Services LLC. and custodied with National Financial Services LLC.

ADDENDUM: 65 iSHARES® EXCHANGE TRADED FUNDS			
DOMESTIC EQUITY			
	Value	Blend	Growth
Large Cap	<ul style="list-style-type: none"> S&P 500 Growth Index (IVW) 	<ul style="list-style-type: none"> Core S&P Total U.S. Stock Market (ITOT) Core S&P 500 (IVV) S&P 100 Index (OEF) 	<ul style="list-style-type: none"> S&P 500 Value Index (IVE)
Mid Cap	<ul style="list-style-type: none"> S&P Mid-Cap 400 Growth Index (IJK) 	<ul style="list-style-type: none"> Core S&P Mid-Cap (IJH) 	<ul style="list-style-type: none"> S&P Mid-Cap 400 Value Index (IJJ)
Small Cap	<ul style="list-style-type: none"> S&P Small-Cap 600 Growth (IJT) 	<ul style="list-style-type: none"> Core S&P Small-Cap (IJR) Russell Micro-Cap Index (IWC) 	<ul style="list-style-type: none"> S&P Small-Cap 600 Value Index (IJS)
Specialty	<ul style="list-style-type: none"> Dow Jones Select Dividend Index (DVY) Dow Jones U.S. Real Estate Index (IYR) S&P U.S. Preferred Stock Index (PFF) MSCI USA Minimum Volatility (USMV) 		
INTERNATIONAL EQUITY			
Global/Broad	<ul style="list-style-type: none"> MSCI ACWI Index (ACWI) Core MSCI Total International Stock ETF (IXUS) 		
Developed Markets	<ul style="list-style-type: none"> Core MSCI EAFE ETF (IEFA) MSCI EAFE Small-Cap Index (SCZ) S&P Europe 350 Index (IEV) MSCI All Country Asia ex Japan Index (AAXJ) MSCI Japan Index (EWJ) 		
Emerging Markets	<ul style="list-style-type: none"> Core MSCI Emerging Markets (IEMG) MSCI Emerging Markets Small-Cap (EEMS) MSCI Frontier 100 Index (FM) S&P India Nifty 50 Index (INDY) S&P Latin America 40 Index (ILF) MSCI BRIC Index (BKF) MSCI Emerging Markets EMEA (EEME) MSCI China Index (MCHI) 		
Specialty	<ul style="list-style-type: none"> Dow Jones International Select Dividend Index (IDV) Emerging Markets Dividend (DVYE) MSCI EAFE Minimum Volatility (EFAV) MSCI Emerging Market Minimum Volatility Index (EEMV) FTSE EPRA/NAREIT Dev RE ex-U.S. (IFGL) 		
FIXED INCOME			
Domestic Multisector	<ul style="list-style-type: none"> Core Total U.S. Bond Market (AGG) Barclays Intermediate Government Credit Bond (GVI) Floating Rate Note (FLOT) Core Short-Term U.S. Bond (ISTB) Core Long-Term U.S. Bond (ILTB) 		

Domestic Corporate Bonds	<ul style="list-style-type: none"> • iBoxx \$ High Yield Corporate Bond (HYG) • iBoxx \$ Investment Grade Corp Bond (LQD)
Domestic Government Bonds	<ul style="list-style-type: none"> • Barclays U.S. Treasury Bond (GOVT) • Barclays 1-3 Year Treasury Bond (SHY) • Barclays 7-10 Year Treasury (IEF) • Barclays 20+ Year Treasury Bond (TLT) • Barclays TIPS Bond (TIP) • Barclays 0-5 Year TIPS Bond (STIP)
Domestic Collateralized Debt	<ul style="list-style-type: none"> • Barclays GNMA Bond (GNMA) • Barclays Agency Bond (AGZ) • Barclays MBS Bond (MBB)
Domestic Municipal Bonds	<ul style="list-style-type: none"> • S&P National AMT-Free Muni Bond (MUB) • S&P CA AMT-Free Municipal Bond (CMF) • S&P S/T National AMT-Free Muni Bond (SUB) • S&P NY AMT-Free Municipal Bond (NYF)
International	<ul style="list-style-type: none"> • S&P/Citi 1-3 Yr International Treasury Bond (ISHG) • S&P/Citi International Treasury Bond (IGOV) • International Inflation-Linked Bond Fund (ITIP) • JPMorgan USD Emerging Markets Bond (EMB) • Emerging Markets Local Currency Bond (LEMB)
COMMODITY	
Commodity	<ul style="list-style-type: none"> • MSCI Global Agriculture Producers (VEGI) • MSCI Global Metals & Mining Producers (PICK) • MSCI Global Gold Miners (RING) • MSCI Global Silver Miners (SLVP)

ADDENDUM: INTERNATIONAL SCHEDULE
INTERNATIONAL EQUITY TRADES (IN LOCAL CURRENCY)

The schedule below applies to foreign securities that are traded directly on non-U.S. (local) markets and settled in Local Currency. Please note the following:

- These fees will reflect in the “Estimated Commissions” section of the Trade Verification page.
- When stocks are listed in a currency other than the local market currency, commissions are charged in the listed currency.
- The local currency BASE FEE listed below may be subject to change on a periodic basis, based on prevailing exchange rates.
- Note: There may be additional fees charged for trading in certain countries, and the list of countries and fees is subject to change without notice. These fees reflect in the “Market Fees” section of the Trade Verification page.

Country:	Local Currency	LOCAL CURRENCY BASE FEE	ONLINE ORDERS BASE FEE + % OF PRINCIPAL
UK	GBP	10£	0.30%
Netherlands	EUR	21€	0.30%
Italy	EUR	21€	0.30%
Germany	EUR	21€	0.30%
Ireland	EUR	21€	0.30%
Switzerland	CHF	30CHF	0.30%
Japan	YEN	3,600¥	0.30%
France	EUR	21€	0.30%
Sweden	SEK	250kr	0.30%
Belgium	EUR	24€	0.30%
Australia	AUD	40\$	0.30%
Finland	EUR	24€	0.30%
Denmark	DKK	180kr	0.30%
South Africa	ZAR	260R	0.30%
Norway	NOK	310kr	0.30%
Portugal	EUR	38€	0.30%
HK	HKD	430\$	0.30%
Austria	EUR	38€	0.30%
Singapore	SGD	80\$	0.30%
Spain	EUR	24€	0.30%
New Zealand	NZD	100\$	0.30%
Mexico	MXN	400\$	0.45%
Poland	PZN	200zł	0.45%
Greece	EUR	50€	0.45%
<hr/>			
CANADA ONLY (Below):	CAD	MINIMUM FEE (CAD)	CENTS PER SHARE (CAD)
Stock Price			
<1.00 CAD		15.00\$	0.01
>=1.00 CAD		15.00\$	0.03

LOCAL MARKET FEES

The schedule below reflects additional fees assessed for trading in certain countries and subject to change without notice.

- These fees will display in the “Market Fees” section of the Trade Verification page.

Country:	Local Currency	Notional Principal (Local Currency)	Buy / Sell	Type of Fee	% OF PRINCIPAL
Greece	EUR	All Transactions	Buy / Sell	Transfer Fee	0.0600%
			Sell	Sales Tax	0.1500%
Hong Kong	HKD	All Transactions	Buy/Sell	Transaction Levy	0.0040%
				Trading Fee	0.0050%
				Stamp Duty	0.1000%
Singapore	SGD	All Transactions <=600 SGD, 3,095 HKD or \$393 USD	Buy/Sell	SGX Access Fee	0.0075%
			Buy	Clearing Fee	0.0400%
Ireland	EUR	> 12.5k EUR	Buy/Sell	PTM Levy	1.25 Flat Fee (EUR)
			Buy	Stamp Duty	1.0000%
UK	GBP	> 10k GBP All Transactions	Buy/Sell	PTM Levy	1 Flat Fee (GBP)
			Buy	Stamp Duty	0.5000%
South Africa	ZAR	All Transactions	Buy	UST Tax	0.2500%

FOREIGN CURRENCY EXCHANGE TRADES

The schedule below will be charged (in the form of a markup or markdown on the exchange rate) based on the size of the currency conversion.

- A foreign currency exchange does not need to be linked with the trades above done on non-U.S. markets. A foreign currency exchange can be performed independently.
- These foreign currency exchange fees are subject to change without notice.

FOREIGN CURRENCY EXCHANGE	
US\$ NOTIONAL PRINCIPAL	% OF PRINCIPAL
<\$100k	1.0%
\$100k-\$249k	0.75%
\$250k-499k	0.5%
\$500k-\$999k	0.3%
\$1m-\$10m	0.2%
> \$10m	Competitive

II. DISCLOSURES

FOR INVESTMENT PROFESSIONAL USE ONLY. NOT FOR DISTRIBUTION TO THE PUBLIC AS SALES MATERIAL IN ANY FORM.

[†]FBS receives compensation from the fund's advisor or its affiliates in connection with an exclusive, long-term marketing program that includes the promotion of certain iShares funds to customers and/or third-party intermediaries who conduct business through Fidelity's Institutional Wealth Services as well as a reduced commission rate for online or automated purchases and sales of certain iShares funds for customers ("Marketing Program"). FBS is entitled to receive additional payments after termination of the Marketing Program based on a number of criteria, including the overall success of the Marketing Program. The Marketing Program creates significant incentives for FBS to encourage the purchase of iShares funds. Additional information about the sources, amounts, and terms of compensation is in the ETF's prospectus and related documents.

¹Where the stock price is less than \$1.00, a \$7.95 flat fee will be charged, not applicable if the firm master account is being billed.

²Includes assistance with the order or block allocation.

³With the exception of mark-ups and mark-downs on principal trades, charges outlined within this schedule may be reflected as commissions and/or fees on trade confirmations.

⁴Foreign orders submitted through a standard USD order ticket. This includes Nasdaq five-letter (pink sheet symbol), ordinary, and ETF shares executed through a U.S. market maker or through the local market settled in USD. Standard equity rates may apply to firms that bill the Master Account.

⁵Custodial jurisdiction is subject to Fidelity Investments approval. Settlement instructions are subject to review and approval by Fidelity. Fidelity Investments reserves the right to limit or prohibit trading to any custodian and country at its discretion. System availability and response times may be subject to market conditions.

⁶Not available on Advisor CHANNEL.

⁷For a list of the 65 iShares ETFs, please see the addendum. Commission-free pricing applies only if the trade is placed online and through Fidelity. Orders executed away from Fidelity are not eligible. A short-term trading fee will be charged to the customer account upon sale if the ETF is held for less than 60 days. Fidelity may change the list of qualifying ETFs from time to time with notice to you.

⁸Fidelity's affiliate, National Financial Services LLC ("NFS") may receive additional compensation or other benefits from principal trades because of the dealer spread or because of any gains resulting from changes in the prices of securities and other property held for NFS' own account before sale to, or after purchase from the customer or advisor block trading account.

⁹Currently available on an exception basis and is subject to further review, approval and documentation requirements.

¹⁰Client approves the trade between two customer accounts managed by the same advisor or other intermediary

¹¹The Fidelity Advisor Base Lending Rate (FABLR) is set at the discretion of Fidelity with reference to commercially recognized interest rates, industry conditions regarding the extension of margin credit, and general credit conditions.

¹²An FX charge occurs when a dividend is paid or a reorganization event occurs on a foreign asset held in an account in USD

Accounts must be enabled for International Trading before trading in local currency can commence.

All clients are expected to use Fidelity's electronic channel services, which include, but are not limited to, Fidelity's Online Service Center, Online Cashiering, Alerts, and electronic delivery of statements and confirmations. Failure to use these services may also result in the assessment of the platform fee.

An issuer, sponsor or exchange may charge additional fees to Fidelity for processing, custody, or otherwise. Fidelity shall pass through any such fees to the customer.

Short-term Trading Fee (direct to customer)

Fidelity reserves the right to change the funds available without transaction fees and reinstate the fees on any funds. Fidelity will charge a short-term trading fee each time you sell or exchange shares of Institutional FundsNetwork[®] No Transaction (NTF) funds held less than 60 days (short-term trade), with certain exceptions. If these funds are held for more than 60 days, they may be sold without a short-term trading fee. Fidelity funds, money market funds, funds redeemed through a systematic withdrawal program, shares purchased through a periodic purchase program, and shares purchased through dividend reinvestment may be sold without this fee. Fidelity Investments reserves the right to exempt certain funds (including funds that allow short-term trading) or accounts from this fee.

The fee will be based on the following fee schedule:

- 0.50% of the principal amount of the transaction
- Maximum: \$200
- Minimum: \$30

Please be aware that certain Institutional FundsNetwork[®] funds may be subject to separate and additional redemption fees imposed by the particular fund. Please remember to inform your customers regarding these fees and commissions. Please refer to that fund's current prospectus for details. Fidelity Brokerage Services LLC, or its brokerage affiliate, may receive remuneration for providing certain recordkeeping or shareholder services to these fund families.

All pricing is subject to change without notice.

Nasdaq[®], Nasdaq Composite[®], and Nasdaq Composite Index[®] are registered service of The NASDAQ OMX Group, Inc. (which, with its Affiliates, are the "Corporations") and are licensed for use by Fidelity. The product(s) have not been passed on by the Corporations as to their legality or suitability. The product(s) are not issued, endorsed, or sold by the Corporations. THE CORPORATIONS MAKE NO WARRANTIES AND BEAR NO LIABILITY WITH RESPECT TO THE PRODUCT(S).

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Fidelity Investments and pyramid design logo is a registered service mark of FMR LLC. Fidelity Capital Markets is a division of National Financial Services LLC (NFS). NFS is a Fidelity Investments company. Currency exchanges are completed on behalf of Fidelity Brokerage Services LLC and National Financial Services LLC (together "Fidelity") by Fidelity FOREX, Inc., an affiliate of Fidelity. Fidelity sends the transaction to Fidelity FOREX, Inc., for the foreign exchange transaction. Fidelity serves as agent and Fidelity FOREX, Inc., as principal to the foreign exchange transaction. Fidelity FOREX, Inc., may in turn share a portion of any foreign exchange commission or markup with Fidelity. More favorable exchange rates may be available through third parties not affiliated with Fidelity.

Fidelity Institutional Wealth Services is a division of Fidelity Brokerage Services LLC. Clearing, custody, or other brokerage services may be provided by National Financial Services LLC or Fidelity Brokerage Services LLC, member NYSE, SIPC, 200 Seaport Boulevard, Z2B1, Boston, MA 02210.

632729.1.0

10/04/2013

III. AGREEMENT TERMS

By signing below, Verity Asset Management, Inc. agrees to the terms of the Transaction Based Fee Schedule.

Accepted and agreed upon

Name

Signature

Title

Date

Name

Signature

Title

Date

Select Method for Billing:

___ **Bill Firm Master.** Please charge all commissions and related account administration charges to the Firm's master account. I understand that interest and certain fees will be charged directly to customers as noted above as a direct customer charge.

___ **Bill Customer Accounts.** Please charge all commission, fees, interest and other account administration charges identified in this fee schedule directly to the customer through the brokerage account.