

Appendix V-1

Rule 137. Definition of “offers”, “participates”, or “participation” in relation to certain publications by non-participants in a distribution.

The term “offers”, “participates”, or “participation” in Section 2(11) shall not be deemed to apply to the publication or distribution of information, opinions or recommendations with respect to the securities of an issuer which has a class of securities registered under Section 12 of the Securities Exchange Act of 1934 and has filed or proposes to file a registration statement under the Act if: (1) such information, opinions and recommendations are published and distributed in the regular course of its business by a dealer or an investment adviser which is not and does not propose to be a member of the underwriting syndicate or dealer group in connection with the distribution of the security to which the registration statement relates, and (2) such dealer or investment adviser receives no consideration, directly or indirectly, in connection with the publication and distribution of such information, opinions or recommendation from the issuer of, or any member of the underwriting syndicate or dealer group with respect to, the securities to which the registration statement relates and such information, opinions or recommendations are not published or distributed pursuant to any arrangement or understanding, direct or indirect, with such issuer, underwriter or dealer; provided, however, that nothing herein shall forbid payment of the regular subscription or purchase price of the document or other written communication in which such information, opinions or recommendations appear.