

Conversion Procedures

Orion Tech

Following the Effective Date of the Technology Services Agreement, Orion shall load and analyze Customer's historical data, if applicable, AS IS. Assuming Customer's historical data is in reasonable condition, this shall be completed for free, as part of Orion's Services. To be in reasonable condition, the historical data must satisfy all of the following conditions: it (1) is fully available for conversion without delay upon the execution of this Agreement, (2) does not omit accounts, transactions, or other details needed to make it usable on the Orion Platform, (3) requires minimal manual intervention from Orion in order to be usable on the Orion Platform, and (4) must be under direct access and control of Customer. Orion shall complete the analysis process of the historical data received from Customer and shall provide feedback to Customer. Due to the highly inconsistent and uncertain nature of historical data, it is necessary for Orion to engage in this analysis in order to identify, diagnose, and fix potential issues and Customer agrees to allow Orion a reasonable time to accomplish this analysis. Customer acknowledges that the conversion includes the asset reconciliation and balance confirmation of normal accounts downloading from the custodian into the Orion Platform. Any non-downloading or manually managed accounts provided as part of your historical data will be loaded into Customer's Orion database AS IS; Orion does not have a live custodian position file to reconcile these accounts against, therefore Orion is unable to confirm the historic values of these types of accounts. Non-downloading and manually managed accounts will be included in any database-wide updates made in an effort to convert and clean up the historical data of Customer's normal downloading accounts.

If, however, the analysis of Customer's historical data is not in reasonable condition or it requires over 50 hours of manual intervention to clean and make compatible with the Orion Platform, Customer will be charged at a rate of \$100.00 per hour. Customer may endeavor to clean up their historical data prior to transitioning to Orion. By way of example, past advisers and firms have confirmed that all securities prices are present and accurate, position files for each security is reconciled to the custodian, transactions are current, complete and as accurate as possible; also, names, personal information and account numbers are current, and performance numbers are up to date for households and accounts. If Customer's historical data is determined to be in an unreasonable and unrepairable state, Customer may decide to leave the historical data in the Orion Platform for use as trade blotter and compliance reporting purposes, but not use for performance reporting. In any event, Customer shall have the option of supplementing bad historical data with historical performance intervals and Customer shall have the option to pay the above hourly fee for Orion to clean up and restore historical data. Upon receiving Customer's historical data in Orion's system and following any necessary analysis, Orion and Orion's data engineers shall provide Customer with a complete diagnostic report.

With the foregoing in mind, it is optimal for Customer to provide Orion with clean historical data. Furthermore, the above offer for Orion to process Customer's clean historical data at no extra charge is only good for Customer's initial conversion or for a maximum 90 days after the Effective Date, whichever occurs later. For any conversion provided after that time, Customer shall be charged the \$100.00 per hour fee to convert the data.

Customer acknowledges and understands that the Invoice Start Date set forth in the Technology Services Agreement will not be impacted by the completion timeline for Customer's historical data conversion, and that the completion timeline is subject to the timelines, deliverables, and requirements set forth in the Implementation and Onboarding Milestones available at <https://orion.com/download/onboarding-milestones>, maintained and updated by Orion from time.

Redtail Technology (CRM)

Orion will provide Customer transitioning on to Redtail CRM with one complimentary database import for each IAR for most common database structures, subject to compatibility with the Platform.