



PARTICIPATING LICENSED ADVISOR DEALER AGREEMENT

TO THIS BUSINESS ADVISORY AGREEMENT (this Agreement) is made and entered into as of

(month) _____ (date) _____, 2016, by and among the (**BROKER/DEALER/ADVISOR** name including CRD number)

and/or the related information for an international BROKER/DEALER/ADVISOR (*outside the USA*) and **NASH HOLDINGS, INC. (“NHI”)**.

Each of the BROKER/DEALER/ADVISOR and NHI is a “Party” and sometimes referred to as (NHI) and the (BROKER/DEALER/ADVISOR).

NOW, THEREFORE, for and in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

Agreement: The BROKER/DEALER/ADVISOR and NHI hereby agree as follows:

Financing Fee: In the event the Licensed FINRA Approved BROKER/DEALER/ADVISOR or International Approved BROKER/DEALER/ADVISOR (*outside the USA*) effects or introduces a financing by offering or selling any of the securities (common stock class B “Securities”) of NHI, in a private debt and/or equity transaction (PPM and REG D 506C related), pursuant to which the Broker/Dealer/Advisor obtains financing or other consideration, the Advisor shall receive a “financing fee” to be received pursuant to this Agreement. In consideration of the services provided herein, NHI shall pay the following through incoming proceeds received by Accredited Investors introduced to NHI by the BROKER/DEALER/ADVISOR.

(a) Concurrent with each closing of the sale of Securities (each such event a “Closing” and all such events together the “Closings”), the NHI shall pay to BROKER/DEALER/ADVISOR a cash fee equal to TEN Percent (.10) of the gross proceeds received from the sale of Securities to be paid at the Closing (“Cash Fee”).

Each Cash Fee will be paid upon each Closing from Accredited Investor proceeds being delivered to NHI and NHI Corporate Bank account. An escrow, trust or similar third party agent or a NHI approved Bank (example: TD BANK 2 Wall St., NY, NY) will be used for each closing to which NHI shall be a party.

All Cash Fees due BROKER/DEALER/ADVISOR shall be paid to BROKER/DEALER/ADVISOR directly from the proceeds at each Closing. (b) Furthermore, upon any Closing of Securities, the Company shall grant to BROKER/DEALER/ADVISOR (and/or your (designees)




_____ (print name) warrants to purchase the Company's equity in an amount equal to TEN Percent (.10) of the gross proceeds received from the sale of Securities through a NHI Subscription Agreement and/or actual Securities; if Securities are available through NHI(s) Stock Transfer Company presently or future. The Subscription Agreement will be exercisable into securities similar to those issued at the Closing on a net "cashless" basis and on the same terms issued to the Accredited Investor(s).

This is an option to CASH only TEN Percent (.10) or combination of CASH and/or Securities/Subscription Agreement. The Subscription Agreement/Securities shall be included in any future registration statements filed by NHI.

Counterparts and Facsimile Signatures

This Agreement may be executed in any number of counterparts, and signature pages may be delivered by email/telecopy, with the original executed signature pages to be furnished promptly thereafter: Nash Holdings 8666 Gaskin Rd. Baldwinsville, NY 13027. IN WITNESS WHEREOF, and intending to be legally bound thereby, each of the Parties has signed or caused to be signed its name, all as of the day and year first above written.

By: **NASH HOLDINGS, INC.** By: 
President, CEO and Chairman

By: **BROKER/DEALER/ADVISOR** _____ (signature)

(Print Company Name) _____ Company Phone: _____

(Print Broker Name) _____ Broker Phone: _____

Email: _____

Please provide your Broker Firm and/or Investment Advisor License Information to be verified with SEC.gov or your Country Stock Exchange.

SEC.gov - Check Out Brokers and Investment Advisers **or outside USA - your Country Stock Exchange Member License Number.**

In the U.S.A. - FINRA Broker License No. _____

Outside USA - License Stock Exchange Member No. _____