

Individual	Entity, Affiliation and Industry	Pre-existing Fiduciary or Contractual Obligations
	Universal Trailer Corp. Director Cargo and Livestock Trailers	Mr. DiCamillo will be required to present all business opportunities which are suitable for Universal Trailer Corp. to it prior to presenting them to us.
	Select Staffing Corp., Director and Chairman of Compensation Committee Contract Staffing	Mr. DiCamillo will be required to present all business opportunities which are suitable for Select Staffing Corp. to it prior to presenting them to us.
Pano Anthos	Eaglepoint Advisors, Partner Consulting	Mr. Anthos will be required to present all business opportunities which are suitable for Eaglepoint Advisors to it prior to presenting them to us. However, he believes that as a consulting firm it is not itself in the business of engaging in business combinations, and thus he believes there will be no conflicts with us.

Accordingly, if any of the above executive officers, directors or director nominees becomes aware of a business combination opportunity which is suitable for any of the above entities to which he or she has then current fiduciary or contractual obligations, he or she will honor his or her fiduciary or contractual obligations to present such business combination opportunity to such entity, and only present it to us if such entity rejects the opportunity. We do not believe, however, that any of the foregoing fiduciary duties or contractual obligations will materially affect our ability to complete our business combination. Our amended and restated certificate of incorporation will provide that we renounce our interest in any corporate opportunity offered to any director unless such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company and such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue.

We are not prohibited from pursuing an initial business combination with a company that is affiliated with members of our management team or their affiliates. In the event we seek to complete our initial business combination with a company that is affiliated with any member of our management team or their affiliates, we, or a committee of independent directors, will obtain an opinion from an independent accounting firm or an independent investment banking firm which is a member of FINRA that our initial business combination is fair to our company from a financial point of view.

In the event that we submit our initial business combination to our public stockholders for a vote, our initial stockholder has agreed to vote its founder shares and any public shares purchased during or after the offering in favor of our initial business combination and our officers, directors and director nominees have also agreed to vote any public shares purchased during or after the offering in favor of our initial business combination. As a result, we would need only 5,062,501 of the 13,500,000 public shares, or 37.5%, sold in this offering to be voted in favor of our initial business combination in order to have such transaction approved (assuming the over-allotment option is not exercised and no shares are purchased by such parties in this offering).

Limitation on Liability and Indemnification of Officers and Directors

Our amended and restated certificate of incorporation will provide that our officers, directors and director nominees will be indemnified by us to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended. In addition, our amended and restated

certificate of incorporation will provide that our directors will not be personally liable for monetary damages to us for breaches of their fiduciary duty as directors, except to the extent such exemption from liability or limitation thereof is not permitted by the DGCL.

We will enter into agreements with our officers, directors and director nominees to provide contractual indemnification in addition to the indemnification provided for in our amended and restated certificate of incorporation. Our bylaws also permit us to maintain insurance on behalf of any officer, director or employee for any liability arising out of his or her actions, regardless of whether Delaware law would permit such indemnification. We will purchase a policy of directors' and officers' liability insurance that insures our officers, directors and director nominees against the cost of defense, settlement or payment of a judgment in some