

ACCREDITED INVESTOR QUESTIONNAIRE

The undersigned prospective investor (“Prospective Investor”), in connection with its proposed purchase of certain securities (the “Securities”) of [COMPANY NAME] (the “Company”) hereby represents that it is an “Accredited Investor” as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”) for *one or more* of the reasons specified below. The Prospective Investor also agrees to furnish any additional information that the Company deems necessary to verify the information provided below.

The Prospective Investor agrees that this questionnaire may be provided by the Company to its legal and financial advisors, that it will be relied upon for purposes of complying with applicable securities laws, and that the Company and its advisors may disclose this questionnaire to such parties as it reasonably deems appropriate in connection with the Company’s compliance with such securities laws.

Prospective Investor is an Individual

The Prospective Investor is a natural person and (please check *all* boxes that apply):

- has an individual net worth, or joint net worth with his or her spouse or spousal equivalent¹, is in excess of \$1,000,000²;
- expects an individual income in excess of \$200,000, or a joint income with his or her spouse or spousal equivalent in excess of \$300,000, for the current calendar year and had reached such income level in each of the last two calendar years³;
- is a director, executive officer, or general partner of the Company or is a director, executive officer or general partner of a general partner of the Company.
- holds in good standing one or more of the following certifications or designations administered by the Financial Industry Regulatory Authority, Inc. (FINRA): General Securities Representative license (Series 7), Investment Adviser Representative license (Series 65), or Private Securities Offerings Representative license (Series 82); and/or

¹ A “spousal equivalent” means a cohabitant of the Prospective Investor that occupies a relationship generally equivalent to that of a spouse.

² For purposes of this questionnaire, “net worth” means the excess of total assets such as cash, shares of stock or options, personal property and real estate (other than your primary residence) over total liabilities, including the mortgage on your primary residence *only* if and to the extent that it exceeds the fair market value of the primary residence. For the purposes of calculating joint net worth, it can be the aggregate net worth of you and your spouse or spousal equivalent; assets need not be held jointly to be included in the calculation.

³ For purposes of this questionnaire, “income” means adjusted gross income as computed for federal income tax purposes plus (a) the amount of any tax exempt interest income received, (b) the amount of losses claimed as a limited partner in a limited partnership, (c) any deduction claimed for depletion, (d) amounts contributed to an IRA or Keogh retirement plan, (e) alimony paid, and (f) any amounts by which income from long-term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Internal Revenue Code.

- is a “family client,” as defined in Rule 202(a)(11)(G)-1 under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”), whose prospective investment is directed by that person’s Qualified Family Office (as defined below).

Prospective Investor is an Entity

The Prospective Investor is an entity and (please check *all* boxes that apply):

- is a corporation, a Massachusetts or similar business trust, a partnership, a limited liability company, or an organization described in section 501(c)(3) of the Internal Revenue Code, not formed for the specific purpose of purchasing the Securities and with total assets in excess of \$5,000,000;
- is a bank as defined in Section 3(a)(2) of the Securities Act, or a savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in either its individual or fiduciary capacity;
- is a broker or dealer registered under the Securities Exchange Act of 1934, as amended;
- is an investment adviser registered pursuant to Section 203 of the Advisers Act, or registered pursuant to the laws of a U.S. state;
- is an investment adviser relying on the exemption from registering with the U.S. Securities and Exchange Commission under Section 203(l) or (m) of the Advisers Act;
- is an insurance company as defined in Section 2(a)(13) of the Securities Act;
- is an investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), or a business development company as defined in Section 2(a)(48) of the Investment Company Act;
- is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958, as amended;
- is a Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act of 1972, as amended;
- is a plan established and maintained by a state, its political subdivisions, or an agency or instrumentality of a state or its political subdivisions, for the benefit of employees, having total assets in excess of \$5,000,000;
- is an employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”), (a) for which the decision to

purchase the Securities is being made by a plan fiduciary, as defined in Section 3(21) of ERISA, that is either a bank, savings and loan association, insurance company, or registered investment adviser, (b) which has total assets in excess of \$5,000,000, or (c) which is self-directed, with the investment decisions made solely by persons who are Accredited Investors;

- is a private business development company as defined in Section 202(a)(22) of the Advisers Act;
- is a trust not formed for the specific purpose of purchasing the Securities, with total assets in excess of \$5,000,000, and the purchase is directed by a person who has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the purchase;
- is a revocable trust and the grantor or settlor of such trust is an Accredited Investor;
- is a “family office” as defined in Rule 202(a)(11)(G)-1 under the Advisers Act, (a) with assets under management in excess of \$5,000,000, (b) that was not formed for the specific purpose of purchasing the Securities, and (c) whose prospective purchase of the Securities is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of such purchase (such a family office, a “Qualified Family Office”);
- is a “family client,” as defined in Rule 202(a)(11)(G)-1 under the Advisers Act, whose prospective purchase of the Securities is directed by its Qualified Family Office;
- is an entity of a type not listed above that (i) was not formed for the specific purpose of purchasing the Securities and (ii) that owns “investments” (as defined in Rule 2a51-1(b) under the Investment Company Act) in excess of \$5,000,000; and/or
- is an entity in which each equity owner is an Accredited Investor.

The undersigned has executed this Accredited Investor Questionnaire as of the date set forth below.

Date: _____

Name of Prospective Investor

Signature

By: _____
(if signing on behalf of an entity)

Title: _____
(if signing on behalf of an entity)

Address: _____

Phone: _____

E-mail: _____

Country and State of Residence: _____
(if different from address above)