

**REGULATION D**  
**“ACCREDITED INVESTOR”**  
**INVESTOR QUESTIONNAIRE**

**REGULATION D QUALIFICATION STATEMENT**

An investor represents to an issuer of securities that they undersigned qualify as an “accredited investor” pursuant to Regulation D under the Act, as a result of having the following status:

- \_\_\_\_\_ (1) a natural person with an individual net worth, or joint net worth with his or her own spouse, excluding the value of his, her, or their primary residence, exceeding \$1,000,000;
- \_\_\_\_\_ (2) a natural person who had an individual income in excess of \$200,000 in each of the two most recent calendar years or joint income with his or her spouse in excess of \$300,000 in each of the two most recent calendar years and who reasonably expects reaching the same income level in the current calendar year;
- \_\_\_\_\_ (3) a trust, with total assets of \$5,000,000 not formed for the specific purpose of acquiring the Note, whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the prospective investment;
- \_\_\_\_\_ (4) a bank as defined in Section 3(a)(2) of the Act, or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, whether acting in its individual or fiduciary capacity;
- \_\_\_\_\_ (5) a broker dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;
- \_\_\_\_\_ (6) an insurance company as defined in Section 2(13) of the Act;
- \_\_\_\_\_ (7) an investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”) or a business development company as defined in Section 2(a) (48) of the 1940 Act;
- \_\_\_\_\_ (8) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- \_\_\_\_\_ (9) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000;

- \_\_\_\_\_ (10) an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), if
  - (a) The investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or
  - (b) the employee benefit plan has total assets in excess of \$5,000,000, or
  - (c) the employee benefit plan is a self-directed plan with investment decisions made solely by persons that are “accredited investors”;
- \_\_\_\_\_ (11) a private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940, as amended;
- \_\_\_\_\_ (12) an organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, Massachusetts or similar business trust, limited liability company, or partnership (which may include endowments or foundations), not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; or
- \_\_\_\_\_ (13) an entity in which all of the equity owners are “accredited investors” under any one or more of the categories specified in paragraphs (1) through (12) above.

**ADDITIONAL INFORMATION WHICH AN ISSUER MAY REQUIRE BEFORE ACCEPTING INVESTMENT FROM AN INVESTOR:**

- (a) Education Completed:
  
- (b) Investment Experience:
  
- (c) Tax Bracket:

Certification that:

- (a) The Investor has not filed or been involved in bankruptcy proceedings, and there are no suits pending or judgments outstanding against the Investor, that would impair the Investor's ability to make payments on this investment;
- (b) The investment is solely for the Investor's own account and not for the account of any other person; and
- (c) The Investor's assets do not constitute plan assets within the meaning of ERISA.

The Investor further certifies:

In signing this Investor Questionnaire, they acknowledge they have received and carefully reviewed all of the following documentation:

- (a) The Issuer's Company Operating Agreement.
- (b) The offering's Subscription Agreement.
- (c) The Offering's Private Placement Memorandum

Additionally in making this investment, the Investor is able to bear the economic risk of this investment and the Investor acknowledges that this investment involves a high degree of risk and that the Investor should not be making this investment unless the Investor can afford to lose the amount invested in its entirety.

The foregoing statements and documents attached hereto are true and accurate to my knowledge and belief, and the Investor is authorized to rely on the information in entering into the Investment as of the date completed below.

**SIGNATURE OF INVESTOR:**

**If an Individual:** Date: \_\_\_\_\_, 2012

\_\_\_\_\_  
(Signature of Investor)

\_\_\_\_\_  
(Printed or Typed Name)

**If Co-owners:** Date: \_\_\_\_\_, 2012

\_\_\_\_\_  
(Signature of Co-Investor)

\_\_\_\_\_  
(Printed or Typed Name)

Type of ownership:

\_\_\_\_\_ co-tenants

\_\_\_\_\_ joint tenancy (married couples only)

**If an Entity:** Date: \_\_\_\_\_, 2012

\_\_\_\_\_  
(Name of Entity)

\_\_\_\_\_  
(Type of Entity & State of formation)

By: \_\_\_\_\_  
(Signature of official of Investor)

Name: \_\_\_\_\_

Title: \_\_\_\_\_