ACCREDITED INVESTOR QUESTIONNAIRE

The undersigned prospective investor (“Prospective Investor”), hereby represents to [COMPANY NAME] (the “Company”) 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 and that it will be relied upon for purposes of complying with applicable securities laws.

*Please Check All Boxes That Apply*

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| --- | --- | --- |
| Category I | [ ]  | The Prospective Investor is a natural person whose individual net worth, or joint net worth with his or her spouse, presently exceeds $1,000,000. Note: Net worth means the difference between total assets, such as cash, short-term investments, stock and securities, personal property and real estate (other than your primary residence), and 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. |
| Category II | [ ]  | The Prospective Investor is a natural person who reasonably expects an individual income in excess of $200,000, or a joint income with his or her spouse in excess of $300,000, for the current year and had reached such income level in each of the last two years. Note: 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. |
| Category III | [ ]  | The Prospective Investor is a trust with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring securities, and the purchase is directed by a sophisticated person (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). |
| Category IV | [ ]  | The Prospective Investor is an organization described in section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000; |
| Category V | [ ]  | The Prospective Investor is an entity in which each equity owner is an “accredited investor.” If relying upon this category alone, each equity owner must complete a separate copy of this questionnaire. |
| Category VI | [ ]  | The Prospective Investor is a broker or dealer registered under the Securities Exchange Act of 1934, as amended. |
| Category VII | [ ]  | The Prospective Investor is an investment company registered under, or a business development company as defined in, the Investment Company Act of 1940, as amended. |
| Category VIII | [ ]  | The Prospective Investor is a Small Business Investment Company licensed by the U.S. Small Business Administration. |
| Category IX | [ ]  | The Prospective Investor 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.  |

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Name of Prospective Investor

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Signature

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(if signing on behalf of an entity)

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

(if signing on behalf of an entity)

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Phone: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

E-mail: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

State of Residence: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(if different from address above)