

ACCREDITED INVESTOR QUESTIONNAIRE

The information elicited by this Accredited Investor Questionnaire (this “Questionnaire”) will be used to enable [INSERT NAME OF COMPANY] (the “Company”), to determine whether you or the prospective subscriber on whose behalf you are providing this information, as the case may be, meets the suitability requirements for purchasers under Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), and similar requirements of other applicable securities laws. The Company will rely upon the information contained herein for the purpose of making such determination and for the purpose of offering the Company’s securities (the “Securities”). The request to complete this Questionnaire does not constitute an offer to sell or the solicitation of an offer to acquire the Securities.

INSTRUCTIONS:

Your answers will, at all times, be kept strictly confidential; however, you agree that the Company may present this Questionnaire to such persons as it deems appropriate in order to ensure that the offer and sale of the Securities to you will not result in violation of the exemption from registration under the Securities Act and the securities laws of certain states. The representations contained herein are being relied upon by the Company in connection with this offering.

If the answer to any question is “None” or “Not Applicable,” please so state.

(Print or type your responses)

1. Name: _____
Date of birth or year of organization: _____
2. Home address or, if other than an individual, principal office address:

- 3.* Employer: _____
Nature of business: _____
Position: _____
Nature of duties: _____
Business address: _____
Business telephone number: _____

*This question is to be answered if the investor is an individual.

4. In the case of any individual investor, I am an “accredited investor” (as defined in Rule 501 of Regulation D promulgated under the Securities Act) because I certify that (check all appropriate descriptions that apply):
- (a) _____ I am a natural person whose individual net worth, or joint net worth with my spouse, exceeds \$1,000,000.¹
 - (b) _____ I am a natural person who had individual income exceeding \$200,000 in 2012 and 2013 and I have a reasonable expectation of reaching the same income level in 2014.²
 - (c) _____ I am a natural person who had joint income with my spouse exceeding \$300,000 in 2012 and 2013 and I have a reasonable expectation of reaching the same income level in 2014, as defined above.
 - (d) _____ I am a director or executive officer of the Company. (Executive officer means the president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance) or any other person or persons who perform(s) similar policy-making functions for the Company).
5. In the case of any partnership, corporation, trust and other entity investor, the undersigned certifies that (check one):
- (a)³ _____ Each equity owner of the investor is an “accredited investor” because:

¹For purposes of this item, “individual net worth” means the excess of total assets at fair-market value, including personal property (and including property owned by a spouse but excluding the value of your primary residence), over total liabilities. In calculating “net worth”, the value of the primary residence of the investor and/or the investor’s spouse should be excluded, in accordance with Section 413(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. On July 23, 2010, the Securities and Exchange Commission (“SEC”) issued a Compliance and Disclosure Interpretation which states that when determining net worth for purposes of SEC Rules 215 and 501(a)(5), the value of the person’s primary residence must be excluded and that the related amount of indebtedness secured by the primary residence up to its fair market value may also be excluded. Indebtedness secured by the residence in excess of the value of the home should be considered a liability and deducted from the investor’s net worth. On January 25, 2011, the SEC voted to propose amendments to SEC Rules 215 and 501, implementing the prior Compliance and Disclosure Interpretation.

²For purposes of this questionnaire, “individual income” means individual annual adjusted gross income, as reported for federal income tax purposes, plus (i) the amount of any tax-exempt interest income received, (ii) the amount of losses claimed as a limited partner in a limited partnership, (iii) any deduction claimed for depletion, (iv) amounts contributed to an IRA or Keogh retirement plan, (v) alimony paid; and (vi) any amount 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 of 1986, as amended.

³An investor initiating this paragraph must provide a questionnaire from each of its equity owners. If the investor is a trust, only a trust which is revocable and which may be amended at the sole discretion of its grantor is eligible to qualify as an accredited investor under this item 5(a). The grantors of the trust are deemed to be the equity owners of the revocable trust and each grantor must complete a separate Questionnaire. If the investor is an irrevocable trust, the investor’s eligibility to qualify as an accredited investor would be determined solely under item 5(f), and the grantor thereof would not be deemed an equity owner of the trust and need not complete a separate Questionnaire.

- (i) The equity owner of the investor is a natural person who had an individual income (exclusive of any income attributable to his or her spouse) in excess of \$200,000 (or joint income with that of his spouse in excess of \$300,000) in each of 2011 and 2012 and reasonably and fully expects to have an individual income in excess of \$200,000 (or joint income with that of his spouse in excess of \$300,000) in 2014. "Individual income" is defined in item 4(b) above;
- (ii) The equity owner is a natural person who has an "individual net worth" (or who, with his or her spouse, has a combined individual net worth) in excess of \$1,000,000. "Individual net worth" is defined in item 4(a) above;
- (iii) The equity owner is a director or executive officer of the Company;
- (iv) The equity owner is either (a) a bank as defined in Section 3(a)(2) of the Securities Act whether acting in its individual or fiduciary capacity; (b) an insurance company as defined in Section 2(13) of the Securities Act; (c) an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that act; (d) a Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; or (e) an employee-benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which such plan fiduciary is either a bank, insurance company, or registered investment adviser, or if the employee-benefit plan has total assets in excess of \$5,000,000; or
- (v) The equity owner is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

- (b) _____ That the investor is either (i) a bank as defined in Section 3(a)(2) of the Securities Act whether acting in its individual or fiduciary capacity; (ii) an insurance company as defined in Section 2(13) of the Securities Act; (iii) an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of such act; (iv) 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; or (v) an employee-benefit plan

within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, and the plan fiduciary is either a bank, insurance company or registered investment adviser, or if the employee-benefit plan has total assets in excess of \$5,000,000.

- (c) _____ That the investor is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- (d) _____ That the investor is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, not formed for the specific purpose of the contemplated investment with total assets exceeding \$5,000,000.
- (e) _____ That the investor is a corporation, Massachusetts or similar business trust, partnership or limited liability company not formed for the specific purpose of the contemplated investment, with total assets exceeding \$5,000,000.
- (f) _____ That the investor is a trust, not formed for the specific purpose of the contemplated investment, with total assets exceeding \$5,000,000 and whose purchase is directed by a “sophisticated person,” as defined in Rule 506(b)(2)(ii) of Regulation D.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

The undersigned certifies that the foregoing responses are true, complete and accurate to the best of the undersigned's knowledge and belief. The undersigned will provide such further information as may be requested by the Company to verify this response. The undersigned will notify the Company in writing regarding any material change to this response prior to the closing of the purchase of securities from the Company. Absent such notification, the issuance of securities in the name of the undersigned shall be deemed to be an automatic affirmation by the undersigned of the truth and accuracy of the statements and information set forth above.

Date

Type or Print Name of Prospective Investor

Signature of Prospective Investor or
Authorized Signatory of Entity Investor, as applicable

Title of Authorized Signatory of Entity Investor
(if applicable)