

INVESTORS MUST REVIEW AND PROVIDE INFORMATION IN RESPONSE TO ITEM 4 BELOW

1. The undersigned understands that the representations contained below are made for the purpose of qualifying him or her as an “accredited investor” as that term is defined in Regulation D of the General Rules and Regulations promulgated under the Act and for the purpose of inducing a sale of the securities to him or her. The undersigned hereby represents that the statement or statements initialed below are true and correct in all respects. The undersigned understands that a false representation may constitute a violation of law, and that any person who suffers damage as a result of a false representation may have a claim against the undersigned for damages.

(a) Accredited individual investors must initial at least one of the following statements:

____(1) I certify that I am an accredited investor because I had individual income in excess of \$200,000 in each of the two most recent years or joint income with my ~~spouse or spousal equivalent~~ in excess of \$300,000 in each of those years and have a reasonable expectation of reaching the same income level in the current year;

____(2) I certify that I am an accredited investor because ~~I have an my individual net worth, or joint net worth with my spouse and I have an individual net worth or spousal equivalent, in excess of exceeds~~ \$1,000,000. For purposes of calculating net worth under this paragraph my primary residence is not included as an asset; indebtedness that is secured by my primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, is not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess is included as a liability); and indebtedness that is secured by my primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities is included as a liability.

____(3) I certify that I am an accredited investor because I am a director or executive officer of the Company.

____(4) I hold one of the following licenses in good standing: General Securities Representative license (Series 7), the Private

Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65).

____(5) [I am a “knowledgeable employee,” as defined in rule 3c5(a)(4) under the Investment Company Act of 1940 (17 CFR 270.3c-5(a)(4)), of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in section 3 of such act, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of such act.]¹

(b) Accredited partnerships, corporations or other entities must initial one or more of the following statements:

____(1) The undersigned hereby certifies that all of the beneficial equity owners of the undersigned qualify as accredited individual investors under items ~~(a)(1)~~~~[1](a) to (a)(3) and [1](b) above or (b)(2) to (b)(11) below~~hereof;

____(2) The undersigned is a bank as defined in section 3(a)(2) of the Act, or any 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;

____(3) The undersigned is a broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934;

____(4) The undersigned is an investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state;

____(5) The undersigned is an investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Investment Advisers Act of 1940;

____(6) ~~____(4)~~ The undersigned is an insurance company as defined in section 2(a)(13) of the Act;

____(7) ~~____(5)~~ The undersigned is 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;

____(8) ~~____(6)~~ The ~~Undersigned~~undersigned is a Small Business Investment Company licensed by the U.S. Small Business

¹ Only include in applicable fund offerings.

Administration under section 301(c) or (d) of the Small Business Investment Act of 1958;

 (9) The undersigned is a Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act;

 (10) ~~any~~ The undersigned is 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;

 (11) ~~(8)~~ The undersigned is an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 and ~~either~~ (check one or more, as applicable):

 (a) the investment decision is made by a plan fiduciary, as defined therein, in Section 3(21), which is either a bank, savings and loan association, insurance company, or registered investment adviser; or

 (b) the employee benefit plan has total assets in excess of \$5,000,000; or

 (c) the plan is a self-directed plan with investment decisions made solely by persons who are “accredited investors” as defined therein.

 (12) ~~(9)~~ The undersigned is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

 (13) ~~(10)~~ The undersigned has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring the securities offered and is one or more of the following (check one or more, as appropriate):

 (a) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

 (b) corporation,

 (c) Massachusetts or similar business trust, ~~or~~

 (d) ~~or~~ partnership, or

(e) limited liability company,

 (14) ~~(11)~~ The undersigned is a trust with total assets exceeding \$5,000,000, which was not formed for the specific purpose of acquiring the securities offered and 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 investment in the securities offered.

 (15) The undersigned is an entity, of a type not listed in paragraphs (b)(1) to (b)(14), not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000.

 (16) The undersigned is a “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1): (i) with assets under management in excess of \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment 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 the prospective investment.

 (17) The undersigned is a “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1), of a family office meeting the requirements in paragraph (b)(15) above and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (b)(15)(iii) above.