

U.S. PERSON STATUS

The Investor hereby represents and warrants that it is correctly and in all respects described by the category or categories set forth below.

- A. The Investor **is a U.S. Person** because the Investor is an entity that falls within one of the following categories of a "U.S. Person" set forth in Rule 902(k) of Regulation S under the Securities Act:

(Please Check All That Apply)

- ☐ A natural person resident in the United States of America, its territories and possessions, any state of the United States, or the District of Columbia (the "United States").
- ☐ A partnership or corporation organized or incorporated under the laws of the United States.
- ☐ An estate of which any executor or administrator is a U.S. Person, unless the estate is governed by non-U.S. law and an executor or administrator who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate.
- ☐ A trust of which any trustee is a U.S. Person, unless a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person.
- ☐ An agency or branch of a foreign entity located in the United States.
- ☐ A non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person.
- ☐ A discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if an individual) resident in the United States unless such account is held for the benefit or account of a non-U.S. Person.
- ☐ A partnership or corporation if:
 - organized or incorporated under the laws of any non-U.S. jurisdiction, and
 - formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by "accredited investors" (as defined in Regulation D of the Securities Act) who are not natural persons, estates or trusts.

B. The Investor **is not a U.S. Person** because:

- ☐ The Investor (*all must apply*):
- is an agency or branch or agency of a U.S. Person located outside the United States; and
- is operating for valid business reasons; and
- is engaged in the business of insurance and banking, and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where it is located.
- ☐ The Investor is an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country.
- ☐ The Investor is an estate of which any executor or administrator is a U.S. Person, unless the estate is governed by non-U.S. law and an executor or administrator who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate.
- ☐ The investor is the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, or such organization's agency, affiliate or pension plan, or any other similar international organization, or such organization's agency, affiliate or pension plan.
- ☐ The Investor does not fall into any of the categories of U.S. Persons set forth in (A) above.

C. If the Investor has indicated that it **is not a U.S. Person** in Part (B) above, the Investor represents that:

- ☐ (i) it executed this Subscription Agreement outside of the United States; (ii) it is not acquiring the Interest for the account or benefit of a U.S. Person; and (iii) neither the General Partner nor any Person acting on its behalf has made any offer or sale of an Interest in the United States to the Investor.

(Print or Type Name of the Investor)

[Sign Below]:

By:_____

(Name)_____

(Title, if applicable)_____

ACCREDITED INVESTOR STATUS

The Investor hereby represents and warrants that it is correctly and in all respects described by the category or categories set forth below (check each that applies):

_____(a) The Investor is a:

(1) bank as defined in section 3(a)(2) of the Act, or 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;

(2) broker or dealer registered pursuant to section 15 of the Exchange Act;

(3) investment adviser pursuant to section 203 of the Advisers Act or registered pursuant to the laws of a state;

(4) investment adviser relying on the exemption from registration with the U.S. Securities and Exchange Commission (the "Commission") under section 203(l) or (m) of the Advisers Act;

(5) insurance company as defined in section 2(a)(13) of the Act;

(6) investment company registered under the Investment Company Act or a business development company as defined in section 2(a)(48) of that Act;

(7) small business investment company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act;

(8) rural business investment company as defined in section 384A of the Consolidated Farm and Rural Development Act;

(9) 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 million; or

(10) employee benefit plan within the meaning of the Employee Retirement Income Security Act, if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan

has total assets in excess of \$5 million or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

_____ (b) The Investor is a private business development company as defined in Section 202(a)(22) of the Advisers Act.

_____ (c) The Investor has total assets in excess of \$5 million and is a: (1) corporation; (2) partnership; (3) limited liability company; (4) Massachusetts or similar business trust; or (5) a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. In each scenario, the entity is ***not formed for the specific purpose of acquiring the purchased interests.***

_____ (d) The Investor is a Massachusetts or similar business trust, partnership, or limited liability company with total assets in excess of \$5 million, ***not formed for the specific purpose of acquiring the purchased interests***, whose purchase is directed by a person who has such knowledge and experience in financial and business matters such that he or she is capable of evaluating the merits and risks of the prospective investment.

_____ (e) The Investor is an individual (not a partnership, corporation, etc.) whose individual net worth, or joint net worth with his or her spouse or spousal equivalent, presently exceeds \$1 million

Explanation. For the purposes of calculating joint net worth in this paragraph (e): joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard of this paragraph (e) does not require that the securities be purchased jointly.

_____ (f) The Investor is an individual (not a partnership, corporation, etc.) who had an income in excess of \$200,000 in each of the two most recent years, or joint income with his or her spouse or spousal equivalent in excess of \$300,000 in each of those years (in each case including foreign income, tax exempt income and the full amount of capital gains and losses but excluding any income of other family members and any unrealized capital appreciation) and has a reasonable expectation of reaching the same income level in the current year.

_____ (g) The Investor is a director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of the issuer.

_____ (h) The Investor is an entity all the equity owners of which are “accredited investors” within one or more of the above categories. ***If relying upon this category alone, each member, shareholder or other equity owner must complete a separate copy of this letter.***

_____ (i) The Investor is an entity, of a type not listed in paragraphs (a), (b), (c), (d), or (h) not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5 million.

_____ (j) The Investor is an individual (not a partnership, corporation, etc.) holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited

investor status, including a:

- (i) Series 7 license, which qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts;
- (ii) Series 65 license, which is designed to qualify candidates as investment adviser representatives and covers topics necessary for adviser representatives to understand to provide investment advice to retail advisory clients; or
- (iii) Series 82 license, which qualifies candidates seeking to effect the sales of private securities offerings.

_____ (k) The Investor is an individual (not a partnership, corporation, etc.), or an individual with a joint investment in a private fund with his or her spouse or spousal equivalent, that qualifies as a "knowledgeable employee," as defined in rule 3c-5(a)(4) under the Investment Company Act, 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.

_____ (l) The Investor is a "family office," as defined in rule 202(a)(11)(G)-1 under the Advisers Act:

- (i) With assets under management in excess of \$5 million.
- (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.

_____ (m) The Investor is "family client," as defined in rule 202(a)(11)(G)-1 under the Advisers Act, of a family office meeting the requirements in paragraph (a)(12) of this section and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (a)(12)(iii).

IF ACCREDITED INVESTOR STATUS DOES NOT APPLY, PLEASE SO INDICATE BY CHECK MARK _____.

Signature: _____

Printed Name: _____

Title: _____