

**INSTRUMENT OF ACCESSION TO
NOTE PURCHASE AGREEMENT**

The undersigned hereby agrees to be bound by the terms of that certain Note Purchase Agreement dated as of February 19, 2010, by and among Sun Initiative Financing LLC (the "Company") and the purchasers identified on Schedules I and II thereto (as amended, modified, restated and supplemented from time to time, the "Note Purchase Agreement"), including, without limitation, the representations and warranties set forth in Article V therein. This Instrument of Accession shall take effect and shall become an integral part of, and the undersigned shall become a party to and bound by the Note Purchase Agreement immediately upon execution and delivery to the Company of this Instrument of Accession. The undersigned shall be deemed an "Additional Purchaser" for purposes of the Note Purchase Agreement.

Executed under seal as of _____, 2012.

Signature: _____

Printed Name:

Address:

Amount of Investment: \$ _____

Accepted:

SUN INITIATIVE FINANCING LLC

By: _____

Name:

Title: Manager