

## **Supplemental Questionnaire for Foreign Investors**

Holiday Terrace, LP

March 19, 2018

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### **SUMMARY OF OFFERING**

FOREIGN INVESTORS (PERSONS WHO ARE NOT U.S. CITIZENS, NOT U.S. RESIDENTS, OR NOT LIVING IN THE UNITED STATES) MUST FILL OUT THIS ENTIRE SUPPLEMENTAL QUESTIONNAIRE FOR FOREIGN INVESTORS AND RETURN A COMPLETED QUESTIONNAIRE TO HOLIDAY TERRACE, LP.

# CONFIDENTIAL

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# 1. Introduction

## 1.1 Purpose of This Supplemental Questionnaire

This Supplemental Questionnaire for Non-U.S. Persons should be completed by each investor interested in purchasing Class A Units (“Units”) of Holiday Terrace, LP (the “Company”), who is a “Non-U.S. Person”. **A Non-U.S. Person means any person who is not a U.S. Citizen, not a legal U.S. Resident, or not currently living in the U.S.**

The purpose of this Supplemental Questionnaire for Foreign Investors is to assure the Company that each of its investors will comply with the standards established by the United States (U.S.) under the Securities Act of 1933 as amended (the Act), the U.S. Patriot Act, and/or the rules of all other applicable regulatory agencies pertaining to Non-U.S. Persons in U.S. Securities offerings.

As part of its enforcement efforts, the U.S. Department of Treasury, Office of Foreign Assets Control (OFAC) publishes a list of individuals and companies owned or controlled by, or acting for or on behalf of, targeted countries. It also lists individuals, groups, and entities, such as terrorists and narcotics traffickers designated under programs that are not country-specific. Collectively, such individuals and companies are called "Specially Designated Nationals" or "SDNs." Their assets are blocked and U.S. persons are generally prohibited from dealing with them. **Specially designated nationals may not invest in the Company.**

1. The Units may not be offered, sold, transferred or delivered, directly or indirectly, to any person who is named on the list of “specially designated nationals” or “blocked persons” maintained by the U.S. Office of Foreign Assets Control (“OFAC”) at <http://www.ustreas.gov/offices/enforcement/ofac/sdn/> or as otherwise published from time to time.
2. Further, OFAC maintains a list of “Sanctioned Countries”, meaning a country subject to sanctions program identified on the list maintained by OFAC and available at the following location: <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx> or as otherwise published from time to time.
3. The Units may not be offered, sold, transferred or delivered, directly or indirectly, to any person who is: (a) An agency of the government of a Sanctioned Country, (b) an organization controlled by a Sanctioned Country, or (c) a person residing in a Sanctioned Country.
4. In addition, Interests in the Company may not be offered, sold, transferred or delivered, directly or indirectly, to any person who:
  - a. Has more than fifteen percent (15%) of its assets in Sanctioned Countries; or
  - b. Derives more than fifteen percent (15%) of its operating income from investments in, or transactions with Sanctioned Persons or Sanctioned Countries.

**Where the Subscriber's contributions include money belonging to multiple Non-U.S. Persons, every single investor in the fund must complete this Supplemental Questionnaire and provide the requested identification documents. Companies or Persons who do not wish to provide the identification information requested herein for each investor, member, or shareholder, may not invest in the Company.**

Any Subscribers who fail to provide truthful information to the Company about the source of their Non-U.S. funds may find their funds or assets subject to forfeiture to the U.S. government under the U.S. Department of Treasury's Anti-Money-Laundering laws. If requested by federal investigators, the Company and the Manager will cooperate with and turn over all identification information or other requested documents regarding its investors, without reservation.

**NOTE: THE MANAGER WILL CHECK THE NAME(S) OF EACH INDIVIDUAL INVESTOR AND ITS COUNTRY OF ORIGIN, AGAINST THE LISTS REFERENCED ABOVE. IF YOU ARE ONE OF THE PROHIBITED PERSONS LISTED ABOVE, OR YOU DO NOT WISH TO COMPLY WITH THE REQUIREMENTS DESCRIBED ABOVE, DO NOT READ FURTHER AND IMMEDIATELY RETURN ALL OFFERING DOCUMENTS TO THE MANAGER. IN THE EVENT YOU ARE DISQUALIFIED FOR ONE OF THE REASONS STATED ABOVE, THE DOCUMENTS PROVIDED BY THE MANAGER SHALL NOT CONSTITUTE AN OFFER TO SELL INTERESTS TO YOU.**

## **1.2 Instructions for Completing This Document**

Please complete, sign, date, and return one copy of this Supplemental Questionnaire to the Company or its authorized representative. **PLEASE LEGIBLY PRINT OR TYPE ANSWERS TO ALL QUESTIONS.**

If the answer to any question is "None" or "Not Applicable," please state so. Your answers will, at all times, be kept strictly confidential, except that, by signing this Supplemental Questionnaire, you agree that the Company may present this document and any supporting documents you provide to such U.S. government regulatory agencies, including the U.S. Internal Revenue Service, the Department of Treasury, Office of Foreign Assets Control, the Financial Crimes Enforcement Network, or any other U.S. federal or state government agency, if called upon to establish your identity or eligibility to invest in this Offering, or for any other reason such agency may provide.

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## 2. Questions Related to Identity

**NOTE: The questions below are intended to determine whether or not you qualify as a “Non-U.S. Person” for compliance with U.S. Anti-Money Laundering Laws as provided in the U.S. Code of Federal Regulations, Title 31, Part 1023, Subpart B, Sections 1023.200 *et seq.*).**

### 2.1 Questions for Individual Investors

1) In the space below, please provide the following information for any individual contemplating an investment in this Offering. Copies of government-issued identification documents showing this information must also be provided:

Your Complete Name (please provide all alternative spellings and aliases by which you are known): \_\_\_\_\_

Street Address of Your Principal Residence within or outside of the U.S. (where you live most of the time):

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

Your Occupation: \_\_\_\_\_

Your Business Address (Street Address): \_\_\_\_\_

\_\_\_\_\_

Your Date of Birth: \_\_\_\_\_

2) If you do not have a residential or business address, please provide an Army Post Office (APO) or Fleet Post Office (FPO) box number, or the residential or business street address of a next of kin or another contact individual.

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

3) Do you maintain a residence in any other country? If “yes”, please provide the address of each residence maintained in any country (other than the country shown in item number 1 above as the address of your principal residence).

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

4) Please provide at least one of the following: your U.S. tax identification number, your passport number (along with the country of issuance), an alien identification card number, or the number and country of issuance of any other government-issued document evidencing your nationality or residence and bearing a photograph or similar safeguard. Please indicate below which documents you will provide and return a copy of the document with this completed Questionnaire:

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## 2.2 Questions for Investors Other Than Individuals

In the space below, please provide the requested information. Note: You must also provide documentation from your legal entity showing your authority to sign documents on behalf of the company:

- 1) The address of the principal place of business, local office or other physical location of the Subscriber:
- 

- 2) The tax identification number of the Subscriber:
- 

**If the Subscriber does not currently have a U.S. tax identification number, the Company will require the Subscriber to provide alternative government-issued documentation certifying the existence of the business or enterprise. Each foreign Subscriber will be required to obtain a U.S. taxpayer identification number from the U.S. Internal Revenue Service ("IRS"), and provide a form W-BEN\* to the Company, file an annual tax return, and pay any applicable U.S. taxes as a condition of membership in this Offering.** If at any time during the course of the Company, if the Company learns that you have failed to voluntarily comply with your required U.S. tax obligations, the Company is authorized to withhold and remit estimated taxes to the IRS and to deduct such delinquent or due taxes from any distributions you may otherwise have been due. If the amount paid exceeds your Distributions, you may be charged interest at the rate for Member Loans described in the Operating or Company Agreement for this Offering.

\*There are 4 versions of IRS form W-8BEN. Please visit [www.irs.gov](http://www.irs.gov) to obtain the correct form for the person or entity that will take title to the Interests.

### 3. Investor Qualifications Under U.S. Securities and Tax Laws

#### 3.1 Are You Subject to FIRPTA Tax Withholding Requirements?

Your answers to Question 1(a) below will determine whether the Company must withhold estimated U.S. taxes from your distributions under the Foreign Investor in Real Property Tax Act of 1980 (FIRPTA), or whether your entity will be responsible for its own taxes and reporting.

1) Is the Subscriber a legal entity organized or incorporated under the laws of the U.S.?

Yes ☐ No ☐

a) If yes,

i) What type of U.S. entity is it? \_\_\_\_\_

ii) In what state was it formed? \_\_\_\_\_

iii) How many members, shareholders, or partners does it have?

***Note: You must provide all the identification information requested of Section 2 in this Supplemental Questionnaire for every individual Non-U.S. Person who is a member, shareholder, partner or other participant.***

iv) Are any of them U.S. Persons per 3.1 above? Yes ☐ No ☐

v) Are all of them Accredited Investors? Yes ☐ No ☐

***Note: see the Subscription Booklet for the definition of Accredited Investor.***

2) Is the Subscriber an estate of which the executor or administrator is a U.S. Person?

Yes ☐ No ☐

3) Is the Subscriber a trust of which the trustee is a U.S. Person?

Yes ☐ No ☐

4) Is the Subscriber an agency or branch of a foreign entity located in the U.S.?

Yes ☐ No ☐

5) Is the Subscriber: a) organized or incorporated under the laws of any foreign jurisdiction; or b) formed by a U. S. Person principally for the purpose of investing in the United States?

Yes ☐ No ☐

- 6) Is the Subscriber an estate governed by foreign law of which any professional fiduciary acting as an executor or administrator who is not a U.S. Person has shared investment discretion with a U.S. Person who is a co-administrator or co-executor with respect to the assets of the estate?
- Yes ☐ No ☐
- 7) Is the Subscriber a trust of which any professional fiduciary acting as co-trustee in which a trustee who is not a U.S. Person has shared investment discretion with a U.S. Person co-trustee with respect to the trust assets; or is a U.S. Person a beneficiary of the trust (or a settlor if the trust is revocable)?
- Yes ☐ No ☐
- 8) Is the Subscriber an employee benefit plan established and administered in accordance with the laws of the U.S.?
- Yes ☐ No ☐
- 9) Is the Subscriber an agency or branch of a U.S. Person located in the U.S. wherein: a) the agency or branch operates for valid business reasons; and b) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located?
- Yes ☐ No ☐
- 10) Is the Subscriber 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 U.S.?
- Yes ☐ No ☐
- 11) Is the Subscriber a discretionary account or similar account (other than an estate or trust) held for the benefit or account of a Non-U.S. Person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the U.S.?
- Yes ☐ No ☐

### 3.2 Is Your Legal Entity a Non-U.S. Person?

**For all Regulation D and Regulation S Securities Offerings:** The questions in this section are designed to determine whether your entity will be considered a Non-U.S. Person for purposes of U.S. Securities laws only, and may have no relationship to how you will be treated for purposes of U.S. taxation, Homeland Security requirements, or immigration purposes.

If the answer to any of the questions in Section 3.1 above were 'Yes', the following restrictions apply:

***For Investors in Regulation D, Rule 506 Offerings:*** You are considered a U.S. Person under U.S. Securities laws, so you must qualify as a Sophisticated or Accredited Investor (as defined in the Subscription Booklet that ***all*** investors must complete).



***For Investors in Regulation S Offerings:*** You are considered a U.S. Person under U.S. Securities laws, and are not eligible to invest in a Regulation S Offering, which is only available to Non-U.S. Persons in an Offshore Transaction.

#### 4. Signature(s)

By signing below, I represent and warrant that the above information supplied by me is true and correct in all respects.

IN WITNESS WHEREOF, I have executed this Supplemental Questionnaire for Foreign Investors this \_\_\_\_\_ day of \_\_, 20 \_\_\_\_.

\_\_\_\_\_  
(Signature of Offeree)

\_\_\_\_\_  
(Signature of Offeree)

The following documents must be attached:

W-8BEN

Other Identifying Documents:

\_\_\_\_\_