

BSL INVESTORS FUND II LLC

By: BSL MANAGERS FUND II LLC, its
Manager

By: _____
Thomas H. Grape, Manager

**If Investor is one or more individuals¹, all
individuals must sign.**

INVESTOR:

Name of Investor

By: _____
Sign Name Above

Print Name Above

¹ For example, Sue and John Smith

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CLASS A MEMBER:

Sign Name Above

Print Name Above

CLASS A MEMBER:

Sign Name Above

Print Name Above

BSL INVESTORS FUND II LLC

ACCREDITED INVESTOR QUESTIONNAIRE

INSTRUCTIONS

PLEASE ANSWER ALL QUESTIONS. If the appropriate answer is "None" or "Not Applicable", so state. Please print or type your answers to all questions.

Your answers will only be used for purposes of evaluating your suitability for an investment in BSL INVESTORS FUND II LLC (the "Company") and will be kept strictly confidential at all times; however, the Company may present this Questionnaire to such parties as it deems appropriate in order to assure itself that the offer and sale of the Company's securities will not result in a violation of the registration provisions of the Securities Act of 1933 (the "Act") or a violation of the securities laws of any state.

1. Please provide the following personal information:

Name(s) of Investors: _____

Tax Identification Number(s): _____

2. Residence Address (individual investors) or principal office address (entity investors):

Telephone Number: _____

3. With respect to tenants in common, joint tenants and tenants by the entirety, complete only if information differs from that above.

Residence Address: _____

Telephone Number: _____

4.A. **Applicable to Individuals ONLY.** Please answer all of the following questions concerning your financial condition as an accredited investor: N/A

4.1 Does your net worth* (or joint net worth with your spouse) exceed \$1,000,000?

Yes

No

4.2 Did you have an individual income** in excess of \$200,000 or joint income together with your spouse in excess of \$300,000 in each of the two most recent years and do you reasonably expect to reach the same income level in the current year?

Yes

No

4.3 Are you a director or executive officer*** of the Company, its parent or a subsidiary or of Benchmark Assisted Living LLC and do you perform a policy making function for the Company?

Yes

No

* Net worth includes ALL of your assets, liquid or illiquid (**excluding** the value of the primary residence but **including** the value of all other residences, personal property and other assets) MINUS any liabilities (**excluding** any indebtedness secured by the primary residence not in excess of the value of such primary residence, except that if the amount of such indebtedness on the date of your acquisition of the Company's securities exceeds the amount of such indebtedness outstanding 60 days before such date, other than as a result of the acquisition of a primary residence, the amount of such excess shall be included as a liability).

** The term "income" is not limited to "adjusted gross income" as that term is defined for federal income tax purposes, but rather includes certain items of income which are deducted in computing "adjusted gross income". For investors who are salaried employees, the gross salary of such investor, minus any significant expenses personally incurred by such investor in connection with earning the salary, plus any income from any other source including unearned income, is a fair measure of "income" for purposes hereof. For investors who are self-employed, "income" is generally construed to mean total revenues received during the calendar year minus significant expenses incurred in connection with earning such revenues.

*** The term "executive officer" means the president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the Company.

PROCEED TO QUESTION 5 ON PAGE 5

4.B. Applicable to Corporations, Partnerships and Other Entities ONLY:

The purchaser is an accredited investor because the purchaser falls within at least one of the following categories (Check all appropriate lines):

____(i) an organization:

- described in Section 501(c)(3) of the Internal Revenue Code;
- a corporation;
- a Massachusetts or similar business trust
- a partnership; or
- a limited liability company

not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

____(ii) a bank as defined in Section 3(a)(2) of the Act or a 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;

____(iii) a broker-dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;

____(iv) an insurance company as defined in Section 2(13) of the Act;

____(v) an investment company registered under the Investment Company Act of 1940, as amended (the "Investment Act") or a business development company as defined in Section 2(a)(48) of the Investment Act;

____(vi) 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, as amended;

____(vii) 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, where such plan has total assets in excess of \$5,000,000.

____(viii) an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (the "Employee Act"), if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of the Employee 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 \$5,000,000, or if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

____(ix) a private business development company, as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended;

____(x) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a "sophisticated"

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 prospective investment;

_____(xi) an entity in which all of the equity owners meet all the requirements of Subparagraphs 4.1, 4.2 or 4.3 above or is a person described in any of the categories of 4B. above. (Note: If you are an accredited investor by virtue of this subsection (xi), all equity owners of the entity must complete "Exhibit A" attached hereto).

PROCEED TO QUESTION 5 ON PAGE 5

5. Do you have sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks associated with an investment in the Company?

Yes

No

If you have answered yes to this question, please explain the basis for your answer.

Dated: _____, 2017

SIGNATURE FOR INDIVIDUALS:

If investor is one or more individuals, all individuals must sign.

(Type or print name of investor)

Signature of Investor

(Type or print name of additional investor)

Signature of spouse, joint tenant, tenant in common or other signature, if required

(signature of spouse required if joint tenant with rights of survivorship or investment is in both spouses names)

SIGNATURE FOR INVESTORS WHO ARE a corporation, partnership or other entity:

(Name of Entity - Please Print)

By: _____

Name: _____

Title: _____

BSL INVESTORS FUND II LLC

EXHIBIT "A" TO ACCREDITED INVESTOR QUESTIONNAIRE

CORPORATIONS, PARTNERSHIPS, TRUSTS OR OTHER ENTITIES INITIALING QUESTION 4.B.(xi) [AN ENTITY, ALL OF THE EQUITY OWNERS OF WHICH ARE ACCREDITED] MUST PROVIDE THE FOLLOWING INFORMATION.

I hereby certify that set forth below is a complete list of all equity owners in _____ LLC, a limited liability company formed pursuant to the laws of the State of Delaware. I also certify that EACH SUCH OWNER HAS INITIALED THE SPACE OPPOSITE HIS OR HER NAME and that each such owner understands that by initialing that space he is representing that he or she is an accredited individual investor satisfying the test for accredited individual investors indicated under "ACCREDITED INVESTOR STATUS."

signature of authorized corporate officer,
general partner, trustee or other duly
authorized person

	<u>Name of Equity Owner</u>	<u>Type of Accredited Investor¹</u>
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

¹ Indicate which Subparagraph of 4A or of 4B the equity owner satisfies.



Investor Contact Information Form

Authorization Agreement

I hereby authorize Benchmark Senior Living, LLC to initiate automatic deposits to my account at the financial institution named below. I further agree to update Benchmark Senior Living LLC when this information changes to ensure timely receipt of communications and distributions.

If you have any questions please contact Laura Griffin at 781-489-7134.

Please fax form to 781-788-8747 or email to lgriffin@benchmarkquality.com.

Investor Information

Name:

Phone Number:

Address:

City

State

Zip

Email:

Alternate Contact Information

Name:

Phone Number:

Address:

City

State

Zip

Email:

Accountant Contact Information

Name:

Phone Number:

Address:

City

State

Zip

Email:

Bank Account Information

Bank Account Name:

Bank Address:

Name of Bank:

Routing
Number/ABA:

Checking
☐

Savings
☐

Account Number:

Federal ID #

Signature

Authorized Signatory on
Account:

Date:

Financial Information Delivery Preferences:

Per Massachusetts State Law, when we disseminate your financial information to you and your accountant electronically, we are required to send it by an encrypted email. Please indicate your delivery preference below:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Please send encrypted emails to myself and my accountant(s)

Please send hard copies to myself and my accountant(s)

Please send encrypted email to my accountant and hard copy to me

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number									
				-					
or									
Employer identification number									
				-					

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign
Here

Signature of
U.S. person ▶

Date ▶

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
 - Form 1099-C (canceled debt)
 - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that the FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.