

## WHARTON HOSPITALITY, LLC

### SUBSCRIPTION INSTRUCTIONS

#### Company Documents:

To subscribe for Interests in the Company, a prospective investor must:

- Complete the two enclosed copies of the **Subscription Agreement and Member Signature Page**; a countersigned copy will be returned for your records;
- Complete the enclosed **Investor Questionnaire**;
- Complete **IRS Form W-9** (Request for Taxpayer Identification Number)

Note: each prospective investor should carefully read the LLC Agreement and the Investment Summary in their entirety.

*Corporations, partnerships, limited liability companies, trusts and other entities must attach appropriate authorizing instruments (i.e., corporate resolution or by-laws, partnership agreement, operating agreement or trust instrument) and a list of authorized signatories.*

#### Payment and Delivery of Subscription Documents:

Each Subscriber must contribute its full Capital Contribution amount to the Company not less than ten (10) business days prior to the date of the Closing.

##### **Wire transfers** must be made to:

Bank Name: Wilmington Trust  
Account Name: Wharton RM/Cohen NH Subscription Escrow  
Account No.: 115414-000  
ABA #: 031100092  
Under Reference: Attn: Deb Daniello 617-457-2020  
For Benefit Of: [Name of Investor]

**[If wiring, please notify NHCohen Capital to assure credit to the correct account.]**

**Checks** delivered to the Company must be made **payable to “Wilmington Trust N.A., Escrow Agent for Wharton RM Hospitality, LLC”** and delivered to the Managing Member as follows:

LBP Hotels LLC  
c/o NHCohen Capital LLC  
2 Park Avenue, 14th Floor  
New York NY 10016  
Attention: Investor Services  
212-498-6962 (Phone)  
855-856-6483 (Fax)

If you pay by check, your subscription will not be effective until the check has cleared and we receive payment on the check.

**No subscription can be accepted unless the Subscription Agreement and Member Signature Pages are received properly completed and accompanied by your full subscription payment. If you have any question regarding these forms, please call NHCohen Capital - Investor Services at (212-498-6962) or e-mail [InvestorServices@nhcohenpartners.com](mailto:InvestorServices@nhcohenpartners.com).**

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**WHARTON RM HOSPITALITY, LLC  
INVESTOR QUESTIONNAIRE**

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**To establish a prospective investor's eligibility to subscribe for limited liability company interests ("Interests") in Wharton RM Hospitality, LLC (the "Company"), a prospective investor must complete this Investor Questionnaire with respect to their status as an "accredited investor", as that term is defined in Regulation D under the Securities Act.**

**A. Accredited Investor Status**

Unless otherwise determined by the Managing Member in its sole discretion, the Managing Member will accept subscription offers only from persons who are "Accredited Investors," as that term is defined in Regulation D under the Securities Act. PLEASE CHECK THE APPROPRIATE SPACE(S) IN THIS SECTION INDICATING THE BASIS ON WHICH YOU QUALIFY AS AN ACCREDITED INVESTOR.

**I. Qualification as an Accredited Investor.** Please check the categories applicable to you indicating the basis upon which you qualify as an Accredited Investor for purposes of the Securities Act and Regulation D thereunder.

- ☐ (a) **INDIVIDUAL WITH NET WORTH IN EXCESS OF \$1.0 MILLION.** A natural person (not an entity) whose net worth, or joint net worth with his or her spouse, at the time of purchase exceeds \$1,000,000. (Explanation: In calculating your net worth, you must exclude the value of your primary residence. This means you must exclude both the equity in your primary residence and any mortgage or other debt secured by your primary residence up to the fair market value of your primary residence; provided, however, that any indebtedness secured by your primary residence that (i) you have incurred in the 60 day period prior to the date of your subscription to the Company or (ii) is in excess of the fair market value of your primary residence should be considered a liability and deducted from your aggregate net worth. In calculating your net worth, you may include your equity in personal property and real estate (excluding your primary residence), cash, short-term investments, stock and securities. Your inclusion of equity in personal property and real estate (excluding your primary residence) should be based on the fair market value of such property less debt secured by such property.)
- ☐ (b) **INDIVIDUAL WITH A \$200,000 INDIVIDUAL ANNUAL INCOME.** A natural person (not an entity) who had an individual income of more than \$200,000 in each of the preceding two calendar years, and has a reasonable expectation of reaching the same income level in the current year.
- ☐ (c) **INDIVIDUAL WITH A \$300,000 JOINT ANNUAL INCOME.** A natural person (not an entity) who had joint income with his or her spouse in excess of \$300,000 in each of the preceding two calendar years, and has a reasonable expectation of reaching the same income level in the current year.
- ☐ (d) **CORPORATIONS OR PARTNERSHIPS.** A corporation, partnership, or similar entity that has in excess of \$5 million of assets and was not formed for the specific purpose of acquiring an Interest in the Company.
- ☐ (e) **REVOCABLE TRUST.** A trust that is revocable by its grantors and *each* of whose grantors is an accredited investor. (If this category is checked, please also check the additional category or categories under which the grantor qualifies as an accredited investor.)
- ☐ (f) **IRREVOCABLE TRUST.** A trust (other than an ERISA plan) that (i) is not revocable by its grantors, (ii) has in excess of \$5 million of assets, (iii) was not formed for the specific purpose of acquiring an Interest, and (iv) is directed by a person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of an investment in the Company.

- ☐ (g) **IRA OR SIMILAR BENEFIT PLAN.** An IRA, Keogh or similar benefit plan that covers a natural person who is an accredited investor. (If this category is checked, please also check the additional category or categories under which the natural person covered by the IRA or plan qualifies as an accredited investor.)
- ☐ (h) **PARTICIPANT-DIRECTED EMPLOYEE BENEFIT PLAN ACCOUNT.** A participant-directed employee benefit plan investing at the direction of, and for the account of, a participant who is an accredited investor. (If this category is checked, please also check the additional category or categories under which the participant qualifies as an accredited investor.)
- ☐ (i) **OTHER ERISA PLAN.** An employee benefit plan within the meaning of Title I of the ERISA Act *other than* a participant-directed plan with total assets in excess of \$5 million *or* for which investment decisions (including the decision to purchase an Interest) are made by a bank, registered investment adviser, savings and loan association, or insurance company.
- ☐ (j) **GOVERNMENT BENEFIT PLAN.** A plan established and maintained by a state, municipality, or any agency of a state or municipality, for the benefit of its employees, with total assets in excess of \$5 million.
- ☐ (k) **NON-PROFIT ENTITY.** An organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “IRC”), with total assets in excess of \$5 million (including endowment, annuity and life income funds), as shown by the organization’s most recent audited financial statements.
- ☐ (l) **OTHER INSTITUTIONAL INVESTOR (check one).**
- ☐ A bank, as defined in Section 3(a)(2) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
  - ☐ A savings and loan association or similar institution, as defined in Section 3(a)(5)(A) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
  - ☐ A broker-dealer registered under the Securities Exchange Act of 1934, as amended;
  - ☐ An insurance company, as defined in section 2(13) of the Securities Act;
  - ☐ A “business development company,” as defined in Section 2(a)(48) of the Investment Company Act;
  - ☐ A small business investment company licensed under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended; or
  - ☐ A “private business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended.
- ☐ (m) **EXECUTIVE OFFICER OR DIRECTOR.** A natural person who is an executive officer, director or managing member of the Company or the Managing Member.
- ☐ (n) **ENTITY OWNED ENTIRELY BY ACCREDITED INVESTORS.** A corporation, partnership, private investment company or similar entity *each* of whose equity owners is a natural person who is an accredited investor. (If this category is checked, please also check the additional category or categories under which each natural person qualifies as an accredited investor.)

**B. Prior Investment Experience and Goals**

Please indicate your prior investment experience and investment goals.

- ☐ My business or investment experience is such that I can analyze a prospective investment and determine whether it is suitable for me.
- ☐ I normally consult with an investment advisor before making an investment decision.
- ☐ I have experience as an investor in:
- ☐ Stocks which are listed on a national securities exchange
  - ☐ Mutual funds which hold a portfolio primarily consisting of stocks
  - ☐ Taxable bonds or other debt instruments
  - ☐ Tax exempt bonds
  - ☐ Partnerships, limited liability companies, corporations which invest in real estate or real estate investment trusts (REITs)
  - ☐ Other types of investments not mentioned in any of the previous categories (describe):
- \_\_\_\_\_

<b>Please indicate your Overall Investment Objectives</b> (Rank from 1 through 4 in order of priority; 1 being the highest): ____ Growth ____ Current Income ____ Tax Deferral ____ Liquidity	<b>Risk Tolerance (Check One):</b> <input type="checkbox"/> Aggressive <input type="checkbox"/> Moderate <input type="checkbox"/> Conservative	<b>Do Investment Objectives Allow Speculation?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	<b>Primary Source of Income:</b> <input type="checkbox"/> Investments <input type="checkbox"/> Compensation
<b>Please indicate your Real Estate Objectives</b> (Rank from 1 through 4 in order of priority; 1 being the highest): ____ Growth ____ Current Income ____ Tax Deferral ____ Liquidity	<b>Please estimate the percent of real estate in your investment portfolio (excluding personal residence): _____%</b>		

**C. Representations and Warranties By Limited Liability Companies, Corporations, Partnerships, Trusts and Estates**

***If Subscriber is*** a corporation, partnership, limited liability company or trust, the Subscriber and each person signing on behalf of Subscriber certifies that the following responses are accurate and complete:

1. Was the Subscriber organized or reorganized for the specific purpose, or for the purpose among other purposes, of acquiring interests in the Company?  
  
Yes     ☐                      No     ☐
2. Will the Subscriber, at any time, invest more than 40% of Subscriber's assets in the Company?  
  
Yes     ☐                      No     ☐
3. Under the Subscribing entity's governing documents and in practice, are the Subscribing entity's investment decisions based on the investment objectives of the Subscribing entity and its owners generally and not on the particular investment objectives of any one or more of its individual owners?  
  
Yes     ☐                      No     ☐
4. Does any individual shareholder, partner or member or group of shareholders, partners or members of the Subscriber have the right to elect whether or not to participate in the investment in the Company or to determine the level of participation of such partner or group therein?  
  
Yes     ☐                      No     ☐
5. Is the Subscribing entity authorized and qualified to become a Member in the Company and does the Subscribing entity and the Subscriber hereto further represent and warrant that such signatory has been duly authorized by the Subscribing entity to execute the Subscription Documents?  
  
Yes     ☐                      No     ☐

**D. Taxpayer ID Number; No Backup Withholding; Not a Foreign Person or Entity**

***If Subscriber is*** a "non-U.S. person or entity," allocations of Company income may be subject to withholding and taxation under the IRC. Subscriber acknowledges that it may be required to file U.S. income tax returns.

1. Subscriber certifies that the taxpayer identification number being supplied herewith by Subscriber is Subscriber's correct taxpayer identification number and that Subscriber is not subject to backup withholding under Section 3406 of the IRC and the regulations thereunder?  
  
Yes     ☐                      No     ☐
2. Subscriber certifies that Subscriber is not a "Non-U.S. person" or, if an entity, that Subscribing entity is not a foreign corporation, foreign partnership, foreign trust or foreign estate, as those terms are defined the IRC and the regulations thereunder.  
  
Yes     ☐                      No     ☐
3. If Subscriber's non-foreign status changes or if any other information in this item changes, Subscriber agrees to notify the Managing Member within 30 days thereafter.  
  
Yes     ☐                      No     ☐

**E. Compliance with Anti-Money Laundering Regulations and “Know Your Customer” Requirements**

To comply with applicable anti-money laundering/U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”) rules and regulations, you are required to provide the following information:

**I. Subscriber Identification**

The following information and documentation must be provided to the Managing Member:

Type of owner or form of ownership:

- |                                     |  |   |
|-------------------------------------|--|---|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Partnership               | <input type="checkbox"/> Corporation              |
| <input type="checkbox"/> Trust      | <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Other _____<br>(Specify) |

**For Individual Subscribers**

Full name: \_\_\_\_\_

Residential address: \_\_\_\_\_  
\_\_\_\_\_

Home telephone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Mailing address (if different from residential address): \_\_\_\_\_  
\_\_\_\_\_

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

Employer name and address: \_\_\_\_\_  
\_\_\_\_\_

Business telephone: \_\_\_\_\_ Facsimile: \_\_\_\_\_

Date and place of birth (including city/state or country): \_\_\_\_\_

Social Security number, if applicable: \_\_\_\_\_

*(A Subscriber who does not have a Social Security number will not be admitted to the Company, unless the Managing Member expressly waives such requirement.)*

Nationality: \_\_\_\_\_

**Documents to be Provided by Individual Subscribers**

Any one of the following items:

- ☐ A copy of a driver’s license with photograph; or
- ☐ A copy of a Passport with photograph; or
- ☐ A copy of a Government issued identification with photograph.

**For Entity Subscribers**

Legal name of entity: \_\_\_\_\_

Tax ID#, if applicable: \_\_\_\_\_

(A Subscriber who does not have a Taxpayer ID number will not be admitted to the Company, unless the Managing Member expressly waives such requirement.)

Principal business address: \_\_\_\_\_

\_\_\_\_\_

Email address \_\_\_\_\_

Name of primary contact: \_\_\_\_\_ Primary phone: \_\_\_\_\_

Name of secondary contact: \_\_\_\_\_ Secondary phone: \_\_\_\_\_

Ownership of entity: Private ☐ or Public ☐

Listing on major/regulated Exchange?      Yes      ☐      No      ☐

If not, is the subscriber a subsidiary or pension fund of such a company?    Yes ☐      No      ☐

Jurisdiction of formation of entity? \_\_\_\_\_

Description of business:

\_\_\_\_\_

\_\_\_\_\_

## Documentation to be Provided by Entity Subscribers

### TRUSTS

- ☐ A copy of the Trust Agreement
- ☐ Identity of settlor/grantor\*
- ☐ Identity of Trustees or individuals who have the power to remove Trustees\*
- ☐ Identity of the beneficiaries\*

\* Please provide one or more of the documents listed under Individuals above

### CORPORATE ENTITIES

- ☐ A copy of the Certificate of Incorporation
- ☐ A copy of the Bylaws
- ☐ Identity of the Directors\*
- ☐ Identity of significant shareholders or other control persons (for example, holders of more than 10% of a corporation's outstanding shares)\*

List each regulatory body with authority over the investor entity:

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\* Please provide one or more of the documents listed under Individuals above.

### LIMITED LIABILITY COMPANIES

- ☐ A copy of Certificate of Formation or other formation document
- ☐ A copy of the Limited Liability Company Agreement or Operating Agreement
- ☐ Identity of General Partner or Managers\*
- ☐ Identity of significant members (for example, holders of more than 10% of a limited liability company's membership interests)

List of each regulatory body with authority over the investor entity:

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\*Please provide the relevant documentation with respect to such person(s) (for example, if such person is an entity, please provide additional information as listed for such entity or if such person is an individual, please provide the documents listed under Individuals above).

### PARTNERSHIPS

- ☐ A copy of the Certificate of Limited Partnership or other formation document
- ☐ A copy of the Limited Partnership Agreement
- ☐ Identity of General Partner(s)\*
- ☐ Identity of significant limited partners or other control persons (for example, holders of more than 10% of a partnership's limited partnerships interests)\*

List of each regulatory body with authority over the investor entity:

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**F. Distribution Information**

Subscriber will have the option to receive distributions from the Company in the form of a ***paper check*** (Option 1) to Subscriber's address of record unless an alternate address is provided OR to receive distributions as a ***direct deposit*** (Option 2) into an account provided by Subscriber (as acceptable to the Managing Member). Please elect form of distribution:

Subscriber elects **Option 1** ☐ \_\_\_\_\_  
(Address if different than above)

Subscriber elects **Option 2** ☐ **[Please include a copy of a voided check with this form.]**

Banking Institution: \_\_\_\_\_

Type of Account: Checking ☐ Savings ☐ Brokerage ☐ Money Market ☐

Exact Name on Account: \_\_\_\_\_

Account Number: \_\_\_\_\_

Routing Number: \_\_\_\_\_

**G. Additional Subscriber Information**

If the Subscriber is a corporation, limited liability company, partnership or a trust, please provide the names and addresses of the officers, directors, partners, managers, members and principal beneficiaries, as the case may be. *To the extent the context permits, all of the information in this questionnaire is furnished on behalf of and is applicable to each of the persons listed below. The Managing Member may require any one of these individuals to complete a separate Investor Questionnaire.*

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[Signatures appear on the following page.]

***Wharton RM Hospitality, LLC***  
*INVESTOR QUESTIONNAIRE SIGNATURE PAGE*

**SIGNATURE FOR INDIVIDUAL SUBSCRIBER:**

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(Signature)

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(Print Name)

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Social Security or Tax Identification Number of Subscriber

**SIGNATURE FOR PARTNERSHIP, CORPORATION,  
LIMITED LIABILITY COMPANY, TRUST OR OTHER  
ENTITY SUBSCRIBER:**

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(Print Name of Subscriber)

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(Signature)

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(Print Name of Person Signing)

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(Title)

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Tax Identification Number for Entity Subscriber