

LIMITED PARTNER SUBSCRIPTION AGREEMENT SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned executes this Agreement and acknowledges by its signature below that (i) the Fund agrees to sell to the Subscriber and the Subscriber irrevocably subscribes for and agrees to purchase from the Fund Limited Partnership Interests, (ii) that it has reviewed this Agreement and such additional information it deems appropriate in connection with its investment in the Partnership, and (iii) agrees to be bound by the terms hereof on the date first set forth above. Upon acceptance below by the General Partner, the undersigned shall be admitted as a Limited Partner of the Partnership.

Full legal name of Subscriber (including middle name(s), for individuals):

(Name of Subscriber)

By:
(Authorized Signature)

(Official Capacity or Title, if the Subscriber is not an individual)

(Name of individual whose signature appears above if different than the name of the Subscriber printed above.)

(Subscriber's Residential Address, including Province/State and Postal/Zip Code)

(Telephone Number)

(Facsimile Number)

(Offline Investor)
(E-Mail Address)

Principal Business or Occupation:

Employer's Name and Address:

REGISTRATION INSTRUCTIONS AS SET FORTH BELOW:

Same as above

(Name)

(Account reference, if applicable)

(Address)

Please specify the tax year end for the Investor:

Is the Subscriber a Plan Investor? Yes No

Is the Subscriber a FOIA Investor? Yes No

Amount of Interest Purchased: \$

CDN US Other (specify):

Country of Residence for Tax Purposes

Social Security or Tax Identification No:

Type of Entity: Individual Corporation

If not individual, specify:

Date of Incorporation:

Jurisdiction of Organization:

If individual, specify type of ownership:

Individual

Joint Tenant

Tenants in Common

Community Property

If interests are to be jointly held:

Name of the Joint Subscriber:

Social Security Number of the Joint Subscriber:

DELIVERY INSTRUCTIONS AS SET FORTH BELOW:

Same as above

(Contact Name)

(Account reference, if applicable)

(Address)

(Contact Telephone Number)

ACCEPTANCE

The Corporation hereby accepts the subscription as set forth above on the terms and conditions contained in this Subscription Agreement.

Dated as of

Issuer Co.

By:

Authorized Signing Officer

LIMITED PARTNERSHIP AGREEMENT TERMS & CONDITIONS TO BE ADDED HERE

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 a person or 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:

- 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, the Partnership nor any Person acting on their behalf has made any offer or sale of an Interest in the United States to the Investor.

TO BE COMPLETED BY ALL HOLDERS WHO ARE U.S. HOLDERS BY SELECTING THE APPLICABLE BOX BELOW

- 1. A bank, as defined in Section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
- 2. A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
- 3. A broker or dealer registered pursuant to Section 15 of the United States Securities Exchange Act of 1934, as amended; or
- 4. An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state; or
- 5. An investment adviser relying on the exemption from registering with the Commission under Section 203(l) or (m) of the Investment Advisers Act of 1940; or
- 6. An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or
- 7. An investment company registered under the United States Investment Company Act of 1940, as amended; or
- 8. A business development company as defined in Section 2(a)(48) of the United States Investment Company Act of 1940, as amended; or
- 9. A small business investment company licensed by the U.S. Small Business Administration under Section 301 (c) or (d) of the United States Small Business Investment Act of 1958, as amended; or
- 10. A rural business investment company as defined in Section 384A of the Consolidated Farm and Rural Development Act; or
- 11. 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, with total assets in excess of U.S. \$5,000,000; or
- 12. An employee benefit plan within the meaning of the United States Employee Retirement Income Security Act of 1974, as amended, in which 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 an employee benefit plan with total assets in excess of U.S. \$5,000,000 or, if a self directed plan, with investment decisions made solely by persons who are U.S. Accredited Investors; or
- 13. A private business development company as defined in Section 202(a)(22) of the United States Investment Advisers Act of 1940, as amended; or
- 14. An organization described in Section 501(c)(3) of the United States Internal Revenue Code of 1976, as amended, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of U.S. \$5,000,000; or
- 15. A trust, with total assets in excess of U.S. \$5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the U.S. Securities Act;
- 16. Any director or executive officer of the Corporation; or
- 17. Any natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, exceeds U.S. \$1,000,000 (for purposes of calculating net worth: (i) a person's primary residence shall not be included as an asset, (ii) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of the Shares, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of the Shares exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability) and (iii) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of sale of the Shares shall be included as a liability); or
- 18. A natural person who had an individual income in excess of U.S. \$200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of U.S. \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or
- 19. An entity in which all of the equity owners are U.S. Accredited Investors;
- 20. An entity, of a type not listed in categories 1-14 or 18-19 above, not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000; or
- 21. A natural person 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. In determining whether to designate a professional certification or designation or credential from an accredited educational institution for purposes of this category, the Commission will consider, among others, the following attributes:
 - (i) The certification, designation, or credential arises out of an examination or series of examinations administered by a self-regulatory organization or other industry body or is issued by an accredited educational institution;
 - (ii) The examination or series of examinations is designed to reliably and validly demonstrate an individual's comprehension and sophistication in the areas of securities and investing;

- (iii) Persons obtaining such certification, designation, or credential can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment; and
 - (iv) An indication that an individual holds the certification or designation is either made publicly available by the relevant self-regulatory organization or other industry body or is otherwise independently verifiable; or
22. A natural person who is a "knowledgeable employee," as defined in rule 3c-5(a)(4) under the Investment Company Act of 1940 (17 CFR 270.3c-5(a)(4)), 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; or
23. A "family office," as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1):
- (i) With assets under management in excess of \$5,000,000,
 - (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;
24. A "family client," as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1), of a family office meeting the requirements in category 23 above and whose prospective investment in the issuer is directed by such family office;

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DATED:

INVESTOR:

(Print Full Name of Entity or Individual)

By:

(Signature)

Name:

(If signing on behalf of entity)

Title:

(If signing on behalf of entity)

INVESTMENT ADVISERS ACT REPRESENTATIONS

The Investor hereby represents and warrants that it is correctly and in all respects described by the category or categories set forth below. Please answer the relevant sections below, as applicable.

A. The Investor is a "qualified client" under the Investment Advisers Act of 1940, as amended and the rules and regulations promulgated thereunder (the "Investment Advisers Act") and meets one of the following criteria (please check the appropriate box):

- 1. A natural person who, or a company that, immediately after entering into the contract has at least \$1,100,000 under the management of the investment adviser; or
- 2. A natural person who, or a company that, the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, has a net worth in excess of \$2,200,000 (including assets held jointly with such person's spouse or spousal equivalent but excluding (a) the value of your primary residence and (b) debt secured by your primary residence up to the value of the residence); or
- 3. A natural person who, or a company that, the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, is a "qualified purchaser" as defined in section 2(a)(51)(A) of the Investment Company Act of 1940; or
- 4. A natural person who immediately prior to entering into the contract is an executive officer, director, trustee, general partner, or person serving in a similar capacity, of the Fund Manager; or
- 5. A natural person who immediately prior to entering into the contract is an employee of the investment adviser (other than an employee performing solely clerical, secretarial or administrative functions with regard to the investment adviser) and in connection with his or her regular functions or duties, participates in the investment activities of the investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

B. If the Investor does not fall under the definitions of section A above, the Investor is (please select the most applicable option):

- 1. an entity that is a "private investment company" (i.e., a company that would be defined as an investment company under Section 3(a) of the Investment Company Act, but for the exception from that definition provided by Section 3(c)(1) or 3(c)(7) of the Investment Company Act);
- 2. an "investment company" registered, or required to be registered, under the Investment Company Act;
- 3. a "business development company" as defined in Section 202(a)(22) of the Investment Advisers Act;
- 4. an entity formed or reformed for the purpose of investing in the Partnership.

C. If the Investor has selected an option in Section B above, each equity owner qualifies as a "qualified client" under the Investment Advisers Act and either (*Note: for equity owners that are Look-Through Entities, the following applies to each equity owner of such direct or indirect equity owner*):

- i. has a net worth (including assets held jointly with such person's spouse but excluding (a) the value of their primary residence and (b) debt secured by their primary residence up to the value of the residence) in excess of \$2,200,000; or
- ii. is making a direct or indirect commitment to the Partnership of at least \$1,100,000; or

iii. is a "qualified purchaser" as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

True

False

D. The Investor does not meet the criteria of the above categories and is not a "qualified client" as defined in the Investment Advisers Act.

Qualified Purchaser Status

In order to complete the following information, the undersigned has read pages D-8 through D-9 of this Schedule "D" for information regarding the definition of "Investments" and for information regarding the valuation of "Investments "

The undersigned is a natural person who owns US\$5,000,000 or more in Investments. In making this determination, subtract the amount of any outstanding indebtedness incurred to make the Investments.

The undersigned (i) is a "company" that owns US\$5,000,000 or more in Investments and that is owned directly or indirectly by or for two or more natural persons who are related as siblings or spouse (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations, or trusts established by or for the benefit of such persons (a "**Family Company**"), (ii) is not a "company" that is excluded from the definition of "qualified purchaser" under the Investment Company Act and the rules and regulations thereunder because of Section 2(a)(51)(C) of the Investment Company Act and (iii) was not formed for the specific purpose of investing in the Company. In making this determination, subtract the amount of any outstanding indebtedness incurred by the Family Company or any of its owners to make the investments held by the Family Company.

The undersigned is a trust (i) that is not covered by Category (B) above, (ii) that was not formed for the specific purpose of investing in the Company, (iii) whose trustee or other person authorized to make decisions with respect to the trust and each settlor or other person who has contributed assets to the trust is a Qualified Purchaser (as described in Category (A), (B) or (D) of this Schedule "D"), and (iv) that is not excluded from the definition of "qualified purchaser" under the Investment Company Act and the rules and regulations thereunder because of Section 2(a)(51)(C) of the Investment Company Act. In making this determination, subtract the amount of any outstanding indebtedness incurred to make the Investments².

The undersigned (i) is acting for its own account or the accounts of other Qualified Purchasers, (ii) in the aggregate, owns and invests on a discretionary basis US\$25,000,000 or more in Investments, (iii) is not a "company" that is excluded from the definition of "qualified purchaser" under the Investment Company Act and the rules and regulations thereunder because of Section 2(a)(51)(C) of the Investment Company Act, and (iv) was not formed for the specific purpose of investing in the Company. In making this determination, subtract the amount of any outstanding indebtedness incurred to make the Investments.

The undersigned (i) is a "Qualified Institutional Buyer" within the meaning of paragraph (a) of Rule 144A of the Securities Act of 1933, as amended ("Rule 144A"), acting for its own account, the account of another Qualified Institutional Buyer, or the account of a Qualified Purchaser, and (ii) if the undersigned is a dealer described in paragraph (a)(1)(ii) of Rule 144A, the undersigned owns and invests on a discretionary basis at least US\$25,000,000 in securities of issuers that are not affiliated persons of the undersigned. In making these determinations, subtract the amount of any outstanding indebtedness incurred to make the Investments.

Each beneficial owner of the undersigned's securities is a Qualified Purchaser, as described in Categories (A), (B), (C), (D) and (E) above.

The undersigned is not a Qualified Purchaser as described in Categories (A), (B), (C), (D), (E) and (F) above.

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Definitions

The following definitions and summary of the applicable sections of the Investment Company Act and the rules and regulations thereunder are provided for the undersigned's information and is designed to assist the undersigned in determining whether the undersigned is a Qualified Purchaser. Although the definition of Investments under the Investment Company Act includes most of what are ordinarily considered "investments" or "securities" (but excludes assets such as jewelry, artwork, antiques and other similar collectibles), issues may arise as to whether a particular holding falls within the definition. The undersigned is strongly encouraged to consult the undersigned's own legal advisors for guidance on these issues and with respect to its status as a Qualified Purchaser.

Types of Investments. As defined in Rule 2a51-1 under the Investment Company Act, the term "**Investment**" includes the investments described below. See the accompanying footnotes for more complete definitions.

- a. Cash and cash equivalents (including foreign currency) held for investment purposes, including bank deposits, certificates of deposit, bankers acceptances and similar bank instruments held for investment purposes, and the net cash surrender value of an insurance policy.
- b. Securities;
- c. Real estate held for investment purposes (which generally does not include a place of business used by the undersigned or its family or a personal residence used by the undersigned or its family).
- d. Commodity futures contracts, options on commodity futures contracts, and options on physical commodities (each, a "Commodity Interest") traded on or subject to the rules of a major commodities exchange, and held for investment purposes.
- e. Physical commodities such as gold or silver with respect to which a Commodity Interest is traded on a major commodities exchange' and which are held for investment purposes.
- f. Financial contracts, including swaps and similar contracts entered into for investment purposes.
- g. If the undersigned is either (i) a company excluded from the definition of an investment company under Section 3(c)(7) of the Investment Company Act, (ii) a company that would be an investment company but for the exclusion provided by Section 3(c)(1) of the Investment Company Act, or (iii) a commodity pool, any amounts payable to the undersigned pursuant to a binding commitment in which a person has agreed to acquire an interest in, or make capital contributions to, the undersigned upon its demand.

Valuation. An Investment should be valued at its fair market value as of the most recent practicable date or its cost, provided that commodity interests should be valued at the initial margin or option premium deposited in connection with such interests. Any amount of outstanding indebtedness incurred to acquire or for the purpose of acquiring the Investment must be deducted from the value of such Investment.

Retirement Plans and Trusts. If the undersigned is a natural person it may include as Investments any otherwise qualifying Investments held in an individual retirement account or similar account in which those Investments are held for the benefit of and directed by the undersigned.

Joint Investments. If the undersigned is a natural person, the undersigned may include as Investments any otherwise qualifying Investments held jointly with the undersigned's spouse, or in which the undersigned and its spouse share a community property or similar shared ownership interest. In determining whether spouses who are making a joint investment are Qualified Purchasers, there may be included in the amount of each spouse's Investments any otherwise qualifying Investments owned by the other spouse (whether or not such Investments are held jointly). In each case, the amount of any such Investments should be reduced by any outstanding debt incurred by either spouse in purchasing them.

Investments by Subsidiaries. The amount of Investments owned by the undersigned for purposes of Category (D) may include otherwise qualifying Investments owned by the undersigned's majority-owned subsidiaries and otherwise qualifying Investments owned by a "company" ("**Parent Entity**") of which undersigned is a majority-owned subsidiary, or by a majority-owned subsidiary of the undersigned and other majority-owned subsidiaries of the Parent Entity.

The foregoing representations contained in this certificate are true and accurate as of the date of this certificate and will be true and accurate as of the Closing Time and the Subscriber acknowledges that this Certification of U.S. Purchaser is incorporated into and forms a part of the Subscription Agreement to which it is attached. If any such representations shall

not be true and accurate prior to the Closing Time, the undersigned shall give immediate written notice of such fact to the Corporation prior to the Closing Time.

DATED:

INVESTOR:

(Print Full Name of Entity or Individual)

By:

(Signature)

Name:

(If signing on behalf of entity)

Title:

(If signing on behalf of entity)

PLAN INVESTOR REPRESENTATIONS

This exhibit is applicable only to Investors who are “Plan Investors”: (1) U.S. pension or other employee benefit plans subject to Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) (such as corporate retirement plans); (2) U.S. plans or accounts subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the “Code”) (such as IRAs or Keoghs); (3) entities deemed to hold “plan assets” of the plans described in the preceding Items 1-2 (such as certain funds that manage ERISA assets); or (4) fiduciaries that otherwise manage or handle the assets of any of the plans or entities described in Items 1-3. Do not complete this exhibit if you are not a Plan Investor. The Plan Investor hereby represents and warrants as follows:

1. The Plan Investor is, or is acting on behalf of: (i) an “employee benefit plan” within the meaning of Section 3(3) of U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”), that is subject to Title I of ERISA; (ii) a “plan” within the meaning of Section 4975(e)(1) of the Internal Revenue Code that is subject to Section 4975 of the Internal Revenue Code; or (iii) any other entity or account that is deemed under applicable law to hold the assets of a plan described in (i) or (ii)

Yes No

2. The Plan Investor represents that it is, or is acting on behalf of, a person or entity the underlying assets of which are “plan assets” within the meaning of Section 3(42) of ERISA.

Yes. The Plan Investor holds “plan assets” and the percentage of interests in the Investor held by benefits plan investors, determined in accordance with Section 3(42) of ERISA is:

No. None of the Plan Investor’s assets are “plan assets” within the meaning of Section 3(42) of ERISA.

IF AT ANY TIME DURING THE TERM OF THE PARTNERSHIP, THE FOREGOING REPRESENTATION BECOMES INACCURATE, THE PLAN INVESTOR WILL NOTIFY THE PARTNERSHIP IMMEDIATELY.

3. The Plan Investor is, or is acting on behalf of: (i) a “governmental plan,” within the meaning of Section 3(32) of ERISA; or (ii) a partnership, limited liability company or other entity in which such a governmental plan holds a majority of the interests or in which a governmental plan holds an interest sufficient to subject the entity to applicable state or local law governing governmental plans.

Yes No

4. The Plan Investor is, or is acting on behalf of: (i) a “church plan” within the meaning of Section 3(33) of ERISA with respect to which no election has been made under Section 410(d) of the Internal Revenue Code; or (ii) a partnership, limited liability company or other entity in which such a church plan holds a majority of the interests or in which a church plan holds an interest sufficient to subject the entity to the rules and policies governing the sponsoring church.

Yes No

If the Plan Investor answered “Yes” to any of the foregoing questions in this Exhibit D, please contact the General Partner immediately.

5. The Plan Investor is, or is acting on behalf of, an “employee benefit plan” which is organized outside of the United States.

Yes No

6. If the Plan Investor answered “Yes” to any of the foregoing, the Plan Investor represents and warrants that, except as otherwise disclosed to the Partnership in a supplemental sheet(s) attached to this Exhibit D, the participants in such employee benefit plan or plan are not permitted to self-direct investments. If a supplemental sheet(s) is attached, the Plan Investor has checked the following box.

FUND COMPLIANCE

A. Is the Subscriber a "fund of funds" (for non-individual Subscribers only)?

Yes

No

B. Is the Subscriber the "beneficial owner" of any other subscriber investing in the Partnership?

Yes

No

If yes, please specify:

C. Form PF Investor Type

Please select the most applicable option. (If the Subscriber is acting as agent or nominee for a Beneficial Owner, select the category that best describes the Beneficial Owner):

- Individual that is a United States person (or a trust of such person)
- Individual that is not a United States person (or a trust of such person)
- Broker-dealer
- Insurance Company
- Investment company registered with the SEC
- Private Fund
- Non-Profit
- Pension Plan (other than a governmental pension plan)
- Banking or thrift institution (proprietary)
- State or municipal government entity (other than a governmental pension plan)
- State or municipal governmental pension plans
- Sovereign wealth fund or foreign official institution
- Other (please specify):

AML Certificate

By executing this document, the client certifies the following:

If an Entity:

1. I am the of the Entity, and as such have knowledge of the matters certified to herein;
2. the Entity has not taken any steps to terminate its existence, to amalgamate, to continue into any other jurisdiction or to change its existence in any way and no proceedings have been commenced or threatened, or actions taken, or resolutions passed that could result in the Entity ceasing to exist;
3. the Entity is not insolvent and no acts or proceedings have been taken by or against the Entity or are pending in connection with the Entity, and the Entity is not in the course of, and has not received any notice or other communications, in each case, in respect of, any amalgamation, dissolution, liquidation, insolvency, bankruptcy or reorganization involving the Entity, or for the appointment of a receiver, administrator, administrative receiver, trustee or similar officer with respect to all or any of its assets or revenues or of any proceedings to cancel its certificate of incorporation or similar constating document or to otherwise terminate its existence or of any situation which, unless remedied, would result in such cancellation or termination;
4. the Entity has not failed to file such returns, pay such taxes, or take such steps as may constitute grounds for the cancellation or forfeiture of its certificate of incorporation or similar constating document;
5. **if required, the documents uploaded to the DealMaker portal** are true certified copies of the deed of trust, articles of incorporation or organization, bylaws and other constating documents of the Entity including copies of corporate resolutions or by-laws relating to the power to bind the Entity;
6. The Client is the following type of Entity:
7. The names and personal addresses as applicable for the entity in **Appendix 1** are accurate.

All subscribers:

DealMaker Account number: (Offline Investor)

If I elect to submit my investment funds by an electronic payment option offered by DealMaker, I hereby agree to be bound by DealMaker's Electronic Payment Terms and Conditions (the "Electronic Payment Terms"). I acknowledge that the Electronic Payment Terms are subject to change from time to time without notice.

Notwithstanding anything to the contrary, an electronic payment made hereunder will constitute unconditional acceptance of the Electronic Payment Terms, and by use of the credit card or ACH/EFT payment option hereunder, I: (1) authorize the automatic processing of a charge to my credit card account or debit my bank account for any and all balances due and payable under this agreement; (2) acknowledge that there may be fees payable for processing my payment; (3) acknowledge and agree that I will not initiate a chargeback or reversal of funds on account of any issues that arise pursuant to this investment and I may be liable for any and all damages that could ensue as a result of any such chargebacks or reversals initiated by myself.

DATED:

INVESTOR:

(Print Full Name of Investor)

By:

(Signature)

Name of Signing Officer (if Entity):

Title of Signing Officer (if Entity):

Appendix 1 - Subscriber Information

For the Subscriber and Joint Holder (if applicable)

Name	Address	Date of Birth (if an Individual)	Taxpayer Identification Number

For a Corporation or entity other than a Trust (Insert names and addresses below or attach a list)

1. One Current control person of the Organization:

Name	Address	Date of Birth	Taxpayer Identification Number

2. Unless the entity is an Estate or Sole Proprietorship, list the Beneficial owners of, or those exercising direct or indirect control or direction over, more than 25% of the voting rights attached to the outstanding voting securities or the Organization:

Name	Address	Date of Birth	Taxpayer Identification Number

For a Trust (Insert names and addresses or attach a list)

1. Current trustees of the Organization:

Name	Address	Date of Birth	Taxpayer Identification Number