

Dear \_\_\_\_\_:

I am writing to you at the request of our client, \_\_\_\_\_ ("Client"), who has asked us to provide \_\_\_\_\_, LP ("Fund") with this certification that Client is an accredited investor in connection with Client's proposed investment in the Interests offered by the Fund (the "Interests").

We certify to the Fund that we / I are / am (please check the appropriate box):

- |  |   |
|--|---|
| <input type="checkbox"/> a broker-dealer registered under the Securities Exchange Act of 1934.                                     | <input type="checkbox"/> an investment adviser registered under the Investment Advisers Act of 1940.                              |
| <input type="checkbox"/> a licensed attorney in good standing under the laws of the states in which I am admitted to practice law. | <input type="checkbox"/> a certified public accountant in good standing under the laws of the place of my / our principal office. |

Based on our / my review of the Documents (defined below), we / I hereby certify to the Fund that the Client is an accredited investor under the following category(ies) (please check the appropriate box):

- |   |
|---|
| <input type="checkbox"/> a natural person with a net worth or joint net worth with Client's spouse, of at least \$1 million.  |
| <input type="checkbox"/> a natural person with income of at least \$200,000 (or \$300,000 combined with Client's spouse) in each of the two most recent years, and who expects the same income in the current year. |

I / we have reviewed the following documents supplied to me / us by the Client (the "Documents") (please check the appropriate boxes):

- |   |   |
|---|---|
| <input type="checkbox"/> Form 1040s filed with the Internal Revenue Service ("IRS") by Client [and Client's spouse] for the two most recent years.                              | <input type="checkbox"/> Form 1099s filed with the IRS by Client [and Client's spouse] for the two most recent years.   |
| <input type="checkbox"/> Schedule K-1s of Form 1065 filed with the by Client [and Client's spouse] for the two most recent years.   | <input type="checkbox"/> Form W-2s issued by the IRS to Client [and Client's spouse] for the two most recent years.   |
| <input type="checkbox"/> Other IRS documents:<br>_____<br>_____.  | <input type="checkbox"/> Bank statements, brokerage statements, other statements showing securities holdings, certificates of deposit, tax assessments or appraisal reports issued by third parties to Client, dated within three months of this certification. |
| <input type="checkbox"/> A consumer or credit report from at least one national reporting agency showing Client's liabilities, dated within three months of this certification. | <input type="checkbox"/> Other documents: _____<br>_____<br>_____.  |

In delivering this certification to the Fund, we have relied upon and assumed the accuracy of the Documents provided to us by the Client. I / we do not have any basis which causes me / us to believe such Documents are not accurate. This certification is limited to the matters expressly provided herein and speaks only as of the date below. This certification may be relied upon by the Fund in connection with the sale of the Interests, and may not be used for or relied upon by the Fund or by any other person for any other purpose. I / we assume no obligation to update this certification, nor do I / we assume any liability for the Fund's determination of the Client's accredited investor status.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

### **Client Certifications**

The undersigned, being the “Client” identified above, by my signature below, hereby represents and warrants that the following statements are true and complete as of the date of my signature below:

- All Documents references above are true and complete as of the below date;
- I have fully disclosed all liabilities that are required to be included in the calculation of my net worth as described above; and
- If I am relying on my income and / or that of my spouse, I have a reasonable expectation of reaching the same \$200,000 income / \$300,000 joint income with my spouse in the current year.

I hereby affirm that the foregoing is accurate and complete.

\_\_\_\_\_  
Client name

\_\_\_\_\_  
Client signature

\_\_\_\_\_  
Date