

- (5) The Investor is a company all of the securities of which are beneficially owned by "qualified purchasers."

B. If the Investor is a corporation, trust, partnership, limited liability company or other organization, please check the appropriate box in response to each question.

(1) The Investor is *not* (i) an "investment company" as defined in the Investment Company Act, (ii) a "business development company," as defined in the Investment Company Act or (iii) an entity which would be an "investment company" as defined in the Investment Company Act but for the exceptions provided for in Section 3(c)(1) and Section 3(c)(7) of the Investment Company Act.

True False

(2) Assuming the Investor holds less than 10% of the interests in the Partnership, the Investor constitutes "one person" for purposes of Section 3(c)(1) of the Investment Company Act.

True False*

*Indicate number of beneficial owners, if greater than one: _____

(3) Assuming the Investor holds 10% or more of the interests in the Partnership, the Investor constitutes "one person" for purposes of Section 3(c)(1) of the Investment Company Act.

True False*

*Indicate number of beneficial owners, if greater than one: _____

(4) The Investor is managed as a collective investment vehicle, such that the Investor's stockholders, partners, members or other beneficial owners, if any, have no individual discretion as to their participation or non-participation in the purchase of the Interest and will have no individual discretion as to their participation or non-participation in particular investments made by the Partnership.

True False

(5) The Investor was not formed, organized or recapitalized (and is not to be recapitalized) for the specific purpose of acquiring the Interest. For the purposes of the preceding sentence, "recapitalized" includes, without limitation, new investments made in the Investor solely for the purpose of financing the Investor's acquisition of the Interest and not made pursuant to a prior financial commitment.

True False

PROPRIETARY AND CONFIDENTIAL

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