I agree that I will read carefully any prospectus, term sheet and any other offering document (any such prospectus, term sheet or offering document, an "Offering Document") that I may receive in connection with the acquisition of any Structured Product for my Account, including disclosures in any such Offering Document describing the fees I may pay in connection with the Structured Product as well as representations and warranties that I will be deemed to have made in connection with the acquisition of the Structured Product.

Qualified Institutional Buyer

I represent that Client qualifies as a "Qualified Institutional Buyer" as defined below.

(i) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least $100 million in securities of issuers that are not affiliated with the entity:

(A) **Corporation, etc.** A corporation (other than a bank, savings and loan or similar institution referred to in (ii) below), partnership, Massachusetts or similar business trust, organization described in Section 501(c)(3) of the Internal Revenue Code, Small Business Development Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, or business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940; or

(B) **Insurance Company.** An Insurance Company as defined in Section 2(13) of the Act; or

(C) **ERISA Plan.** An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974; or

(D) **State or Local Plan.** 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; or

(E) **Trust Fund.** A trust fund, whose trustee is a bank or trust, whose participants are exclusively plans specified in subparagraph (C) or (D) above (but not including trust funds having IRAs or Keogh plans as participants).

(F) **Investment Company.** An investment company registered under the Investment Company Act of 1940 or any business development company as defined in Section 2(a)(48) of that Act; or

(G) **Investment Advisor.** An investment advisor registered under the Investment Advisors Act of 1940

(ii) **Bank or Savings and Loan.** We are a bank defined in Section 3(a)(2) of the Act, a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act, or a foreign bank or savings and loan association or equivalent institution that in the aggregate owned and invested on a discretionary basis, for our own account and the accounts of other persons, at least the amount of securities specified below (not less than $100 million), calculated as provided in Rule 144A, as of the date specified below and had an audited net worth of at least $25 million as of the end of our most recent fiscal year. (This paragraph does not include bank commingled funds, except as noted in (i)(E) above.)

(iii) **One of a Family of Investment Companies.** We are an investment company registered under the Investment Company Act of 1940 that is part of a "family of investment companies", as defined in Rule 144A, that owned in the aggregate at least the amount of securities specified below (not less than $100 million), calculated as provided in Rule 144A, as of the date specified below.

(iv) We are a dealer registered under Section 15 of the Securities Exchange Act of 1934, and we are one of the following:

(A) **Dealer/QIB.** We owned or invested on a discretionary basis, for our own account and the accounts of other persons, at least the amount of securities specified below (not less than $10 million), calculated as provided in Rule 144A, as of the date specified below.

(B) **Dealer/Riskless Principal or Agent.** We are acting either on a riskless principal basis for simultaneous resale to a qualified institutional buyer or as agent for one or more qualified institutional buyers.

(v) **Entity owned by Qualified Buyers.** We are an entity, all of the equity owners of which are qualified institutional buyers (each satisfying one of (i) through (iv) above including as applicable the $100 million test).

In calculating the amount of securities owned or invested:

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