

Exhibit E**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 bullets (such as certain hedge 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. Each Plan Investor hereby represents and warrants as follows:

(Please Check "Yes" or "No" as Applicable)

1. The Plan Investor is, or is acting on behalf of: (i) an "employee benefit plan" within the meaning of Section 3(3) of ERISA, that is subject to Title I of ERISA; (ii) a "plan" within the meaning of Section 4975(e)(1) of the Code that is subject to Section 4975 of the 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).

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Yes

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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.

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Yes.

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

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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.

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Yes

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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 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.

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Yes

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No

PROPRIETARY AND CONFIDENTIAL

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