

*Exhibit D***FOR ENTITIES (PARTNERSHIPS, TRUSTS, CORPORATIONS, ETC.)***Any investor subscribing as an individual should skip this section.***INVESTMENT COMPANY ACT REPRESENTATIONS**

- A. The Investor is a “qualified purchaser” as defined in Section 2(a)(51)(A) of the Investment Company Act as a result of:

(Please Check All That Apply)

- (1) The Investor is a company¹ that (i) owns not less than \$5,000,000 in investments,² (ii) 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, and (iii) was not formed for the specific purpose of acquiring the Interest.
- (2) The Investor is a company, partnership or trust, acting for its own account or the accounts of other qualified purchasers, that (i) was not formed for the specific purpose of acquiring the Interest, and (ii) in the aggregate owns and invests on a discretionary basis not less than \$25,000,000 in “investments.”
- (3) The Investor is a trust not covered by Item 1 of this Exhibit that was not formed for the purpose of acquiring the Interest, as to which the 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) a person described in Item 1 or Item 2 above, or (b) a natural person (including a person who will hold a joint, community property or similar shared ownership interest in the Partnership with that person’s qualified purchaser spouse) who owns investments² worth not less than \$5,000,000.
- (4) The Investor is a qualified institutional buyer (as defined in paragraph (a) of Rule 144A promulgated under the Securities Act) meeting the requirements of Rule 2a51-1(g) promulgated under the Investment Company Act.

¹ Section 2(a)(8) of the Investment Company Act defines “company” as a corporation, partnership, association, joint stock company, trust, fund or any organized group of persons whether incorporated or not. If the Investor is a company that, but for the exceptions provided for in paragraph (1) or (7) of Section 3(c) of the Investment Company Act, would be an investment company (an “excepted investment company”), all beneficial owners of its outstanding securities (other than short-term paper), determined in accordance with Section 3(c)(1)(A) on the Investment Company Act, that acquired such securities on or before April 30, 1996 (as “pre-amendment beneficial owners”), and all pre amendment beneficial owners of the outstanding securities (other than short-term paper) of any excepted investment company that, directly or indirectly owns any outstanding securities of such excepted investment company, have consented to its treatment as a qualified purchaser. See Rule 2a51-2(e) promulgated under the Investment Company Act.

² For definition of “investments,” see Rule 2a51-1 promulgated under the Investment Company Act.

PROPRIETARY AND CONFIDENTIAL

D-1