

Annex A to Investor Questionnaire

INVESTMENTS

For determining whether the Investor is a “qualified purchaser,” the term “investments” includes:

- (1) Securities, other than securities of an issuer that controls, is controlled by, or is under common control with the Investor that owns such securities, unless the issuer of such securities is a “public company,” a “financial company” or has more than \$50 million in equity, as reflected on such company’s financial statements which present such equity information as of a date within 16 months preceding the date on which the Investor acquires the Interest. The term “public company” includes all companies that file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, or have a class of securities that are listed on a Designated Offshore Securities Market, as defined by Regulation S of the Securities Act. The term “financial company” includes a commodity pool or an “investment company” (whether U.S. or offshore) or a company required to register as such under the Investment Company Act of 1940 but for the exclusions or exemptions provided by Sections 3(c)(1) through 3(c)(9) of the Investment Company Act of 1940;
- (2) Real estate held for investment purposes so long as it is not used by the prospective Qualified Purchaser or a close relative (generally, a sibling, spouse, former spouse, direct ancestor or descendent or a spouse of such an ancestor or descendent) for personal or business purposes. However, real estate owned by a prospective Qualified Purchaser who is primarily in the real estate business is includable as an “investment” even if it is held by the owner;
- (3) “Commodity interests” or “physical commodities” held for investment purposes by the Investor. “Commodity interests” includes commodity futures contracts, options on commodity futures contracts, and options on physical commodities traded on or subject to the rules of (i) any contract market designated for trading such transactions under the Commodity Exchange Act and the rules thereunder or (ii) any board of trade or exchange outside the United States, as contemplated in Part 30 of the rules under the Commodity Exchange Act. “Physical commodities” includes any physical commodity with respect to which a “Commodity Interest” is traded on a market specified in the definition of commodity interests above;
- (4) To the extent not securities, “financial contracts” entered into for investment purposes or in connection with investments. “Financial contracts” includes any arrangement that (i) takes the form of an individually negotiated contract, agreement, or option to buy, sell, lend, swap, or repurchase, or other similar individually negotiated transaction commonly entered into by participants in the financial markets; (ii) is in respect of securities, commodities, currencies, interest or other rates, other measures of value, or any other financial or economic interest similar in purpose or function to any of the foregoing; and (iii) is entered into in response to a request from a counterparty for a quotation, or is otherwise entered into and structured to accommodate the objectives of the counterparty to such arrangement;
- (5) In the case of an Investor that is a commodity pool or an investment company excepted from registration by Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940, any amounts payable to such Investor pursuant to a firm agreement or similar binding commitment upon the demand of the Investor; and
- (6) Cash and cash equivalents held for investment purposes, such as bank deposits, foreign currencies, certificates of deposits, net cash surrender value of an insurance policy and cash held for defensive purposes.

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Confidential