

**CERTIFICATE OF RULE 144A QUALIFIED INSTITUTIONAL BUYER AND SECTION 3 (C)  
(7) QUALIFIED PURCHASER**

I. In connection with a purchase or purchases of privately offered securities pursuant to Rule 144A under the Securities Act of 1933, the undersigned certifies that it is familiar with the Rule 144A, agrees that persons selling securities to the undersigned in reliance upon Rule 144A may rely on the information contained in this certificate and represents and warrants that:

II. The undersigned certifies that it has read Annex B “Restrictions on Sales of Book-Entry

- i. It is a Qualified Institution Buyer (“QIB”) (as described bin Annex A hereto) of the following type:\_\_\_\_\_.
- ii. As of \_\_\_\_\_,20\_\_ (*Insert a specific date on or after the last day of most recently ended fiscal year*), the undersigned owner or invested on a discretionary basis \$\_\_\_\_\_million (*Insert specific dollar amount.*) of “eligible securities”;
- iii. If the amount specified in clause (ii) above is less than \$100,000,000.00 but not less than \$10,000,000.00 the undersigned is a dealer registered under Section 15 of the Securities Exchange Act of 1933 (the “Exchange Act”);
- iv. If the amount specified in clause (ii) above is less than \$10,000,000.00 the undersigned is a dealer registered pursuant to Section 15 of the Exchange Act acting in a riskless principle transaction on behalf of a QIB,
- v. If the undersigned decides to purchase Rule 144A securities for the accounts of others, it will only purchase Rule 144A securities for accounts that independently qualify as QIBs as defined in Rule 144A (unless the undersigned is an insurance company and is purchasing for the account of one or more of its “separate accounts”); and

vi. Securities Designed QIB/QP or 3 (c) (7)” attached hereto. For the purposes of determining that the undersigned as a “Qualified Purchaser” as defined in Sections 3 (c) (7) and 2 (a) (51) and the related rules of the Investment Company Act of 1940, as amended, the undersigned represents and warrants that:

- i. It is not a:
  - a) “dealer” described in (ii) of Annex A that owns and invests on a discretionary basis less than \$25,000,000.00 in eligible “securities” (excluding securities constituting the whole or part of an unsold allotment to or subscription as a participant in a public offering); or
  - b) “plan” described in (f) or (g) of Annex A or a “trust fund” described in (h) of Annex A that holds assets for such a plan and not solely by the fiduciary, trustee or sponsor of the plan;
- ii. the undersigned is not an entity that was formed for the specific purpose of investing in Section 3 (c) (7) securities (or if it was formed for such purpose, then each beneficial owner of its securities is a Qualified Purchaser);
- iii. if the undersigned was formed prior to April 30, 1996 and is an investment company excepted from the Investment Company Act pursuant to Section 3 (c) (1) or Section (c) (7) thereof, then its treatment as a Qualified Purchaser has been consented to (in the manner required by Section 2 (a) (51) (c) of the Investment Company Act and rules thereunder) by its beneficial owners who acquired their interest on or before April 30, 1996; and

- iv. each of the sub-accounts listed and attached hereto can independently make the representations and warranties in this Part II. If the undersigned decides to purchase securities designated QIB/QP or 3 (c) (7) for the accounts of others, it will only purchase for accounts which can, and each such account will be deemed to, make the representations and warranties in Part I(i) above and this Part II. (An insurance company may purchase for one or more of its separate accounts without regard to whether such separate account could independently make those representations and warranties.
  
- v. the undersigned is not an entity that was formed for the specific purpose of investing in Section 3 (c) (7) securities (or if it was formed for such purpose, then each beneficial owner of its securities is a Qualified Purchaser);
  
- vi. if the undersigned was formed prior to April 30, 1996 and is an investment company excepted from the Investment Company Act pursuant to Section 3 (c) (1) or Section (c) (7) thereof, then its treatment as a Qualified Purchaser has been consented to (in the manner required by Section 2 (a) (51) (c) of the Investment Company Act and rules thereunder) by its beneficial owners who acquired their interest on or before April 30, 1996; and
  
- vii. each of the sub-accounts listed and attached hereto can independently make the representations and warranties in this Part II. If the undersigned decides to purchase securities designated QIB/QP or 3 (c) (7) for the accounts of others, it will only purchase for accounts which can, and each such account will be deemed to, make the representations and warranties in Part I(i) above and this Part II. (An insurance company may purchase for one or more of its separate accounts without regard to whether such separate account could independently make those representations and warranties.

III. The undersigned agrees to promptly advise you if any of the representations or warranties in the certification ceases to be true.

Name of Institution	
Tax Identification Number	
Address	
City	
Telephone #	
Executive Officer Name/Signature	
Title	
E-mail address	

## ANNEX A

### **I. Qualified Institutional Buyer (“QIB”) means any of the following institutions:**

- i. An institution referred to in any of the clauses (a) through (m) below that owns or invests on a discretionary basis at least \$100 million in “eligible securities” (as defined in (B) below). Provided that such institution is buying for its own account or for the accounts of other QIBs
  - a) Insurance Company – An insurance company as defined in Section 2(3) of the Securities Act of 1933 (the “Act”). A purchase by an insurance company for one or more of its separate accounts (as identified in Section 2(a) (37) of the Investment Company Act of 1940 ( the “Investment Company Act”), which separate accounts are not required to be registered under the Investment Company Act, is deemed to be purchase by the insurance company.
  - b) Investment Company – An investment company registered under the Investment Act.
  - c) Investment Adviser – An investment adviser registered under the Investment Advisers Act of 1940 (the “Investment Advisers Act”)
  - d) Corporation - A Corporation (other than a bank as defined in Section 3(a) (2) of the Act of a savings and loan association or other institution referenced in Section 3(a) (5) (A) of the Act of a foreign bank or savings and loan association equivalent institution)
  - e) Partnership – A partnership or similar business trust
  - f) Plan – A plan established and maintained by a state, its political sub-divisions for the benefit of its employees
  - g) Employee Benefit Plan – An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974
  - h) Trust Fund – A trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (f) or (g) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans
  - i) Not-for-profit Organizations – A not-for-profit organization described in Section 604(c) (3) of the Internal Revenue Code
  - j) Business Development Company Section 2 (a)(48) -A business development company as defined in Section 2(a)(48) of the Investment Company Act
  - k) Business Development Company Section 202(a)(22) – A business development as defined in Section 202(a)(22) of the Investment Advisers Act
  - l) Small Business Investment Company – A Small Business Investment Company licensed by the US Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958
  - m) Bank – A bank as defined in Section 3(a)(2) of the Act, a savings and loan association or other institution as referenced in Section 3 (a)(5)(A) of the Act or foreign bank or savings and loan association or equivalent institution that has an audited net worth of at least \$25 million in its latest annual financial statements
- ii. **Dealer** – A dealer registered pursuant to section 15 in the Securities Exchange Act of 1934 (the “Exchange Act”) acting for its own account or the accounts of other QIBs, that in the aggregate owns or invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, provided that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer
- iii. **Dealer acting in a risk-less principal transaction** – A dealer registered pursuant to Section 15 of the Securities Exchange Act, acting in a risk-less principle transaction on behalf of a QIB

**Investment Company, part of a family** – An investment company registered under the Investment Act, acting for its own account or for the accounts of other QIBs, that is part of a family of investment companies (as defined in Rule 144A) which own in the aggregate at least \$100 million in eligible securities

**Entity, all of the equity owners of which are QIBs** – Any entity, all of the equity holders are QIBs, acting for its own account or for the accounts of other QIBs

### **II. Eligible Securities**

In determining the aggregate amount of securities owned or invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: securities issued by issuers that are affiliated with the purchaser or, if the purchaser is an investment company seeking to qualify as a QIB pursuant to (A)(iv) above, are part of that purchaser's "family of investment companies"; bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.

The value of eligible securities must be calculated based on cost (or on the basis of market if (a) the entity reports its securities holdings in its financial statements on the basis of their market value and (b) no current information with respect to the cost of those securities has been published)

In determining the aggregate amount of securities owned by an entity or invested by the entity on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in consolidated financial statements of another enterprise.

## **ANNEX B**

### **Restrictions on Sale of Book-Entry Securities Designated QIB/QP or 3(c)(7)**

The Investment Company Act of 1940, as amended (the "Investment Company Act") requires that all holders of the outstanding securities of an issuer relying on Section 3 (c) (7) ( or, in the case of a non-U.S. issuer, all holders that are

U.S. persons) be "qualified purchasers" ("QPs") as defined in Section 2(a)(51)(A) of the Investment Company Act and related rules. Under the rules, the issuer must have a "reasonable belief" that all holders of its outstanding securities (or, in the case of non-U.S., issuers, all sales and resales in the United States or to U.S. Persons), including transferances, are QPs. Consequently, all sales and resales of the securities (or, in the case of non-U.S. issuers all sales and resales in the United States or to U.S. Persons) must be made pursuant to Rule 144A and are also QPs (QIBs/QPs). Each purchaser of a security designated QP or 3(c)(7) will be deemed to represent at the time of purchase that;(i) the purchaser is a QIB?QP; (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers;(iii) the purchaser is not a participant-directed employee plan such as a 401(K) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of securities; and (vii) the purchaser will provide notice of the transfer restrictions to any subsequent transfers.

The charter, bylaws, organizational documents or securities issuance documents of an issuer relying on Section 3(c)(7) of the Investment Company Act and Rule 144A of the Securities Act with respect to an offering of securities typically provide that the issuer will have the right to (i) require any holder of securities (or in the case of a non-U.S. issuer, any holder that is a U.S. Person) that is determined not to be both a QIB and a QP to sell the securities to a QIB that is also a QP or (ii) redeem any securities held by such a holder on specified terms. In addition, such an issuer typically has the right to refuse to register or otherwise honor a transfer of securities to a proposed transferee 9or, in the case of a non-U.S. issuer, a proposed transferee that is a U.S. Person) that is not both a QIB and a QP. As used herein, the terms "United States" and : U.S. Person" have the meanings given such terms in Regulation S under the Securities Act.