INVESTOR SUITABILITY

Only persons of adequate financial means who have no need for liquidity with respect to the investment should consider purchasing membership units ("Units") in the Company pursuant to the Company's Confidential Private Placement Memorandum because (a) the investment in the Units involves certain risks, and (b) a market for the Units does not exist and is not likely to develop. Further, the Offering is intended to be a "private offering" exempt from registration under the Securities Act of 1933, and applicable state securities laws. The Units are intended to be exempt under the Securities Act as part of an issue which is offered and sold only to "accredited investors," as that term is defined below. As such, each prospective subscriber shall have submitted to the Company a completed and executed "Accredited Investor Questionnaire," in the form attached hereto.

An "accredited investor" is defined by Rule 501 of Regulation D under the Securities Act of 1933 as:

1. Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or simple business trust, or partnership not formed for the specific business purpose of acquiring the securities offered, with total assets in excess of $5,000,000;
2. Any director, executive officer, or Company of the issuer of the securities being offered or sold, or any director, executive officer, or Company of a Company of that issuer;
3. Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of his or her purchase exceeds $1‚000,000;
4. Any natural person who had an individual income in excess of $200,000 or joint income with that person's spouse in excess of $300,000, in each of the two most recent years and who reasonably expects to reach the same income level in the current year;
5. Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, who purchase is directed by a "sophisticated person" as described in Rule 506(b)(2)(ii) of Regulation D promulgated under the Securities Act (i.e. has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the prospective investment);
6. Any entity in which all of the equity owners are accredited investors; or
7. Any bank as defined in section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in section 3(a)(5)A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) thereof; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

Each prospective investor shall represent in writing that: he or she meets the foregoing requirements and he or she is acquiring the Units for his or her own account and not for the account of others or with a view to resale or distribution. By executing a Subscription Agreement, an investor represents that he or she meets the suitability standards applicable to such persons.

An investor may transfer Units, if at all, only to a person who meets the suitability standards established by the Company as set forth above or, in case of a sale or transfer in a state which has established higher suitability standards, only to a person who meets the higher suitability standards established by that state. The Company will require certain assurances that such standards are met.

Satisfaction of the minimum suitability standards by a prospective Investor does not necessarily mean that the purchase of Units is an appropriate investment for such person. The Company reserves the right to reject a subscription if, in its sole discretion, it believes that the prospective investor does not meet the suitability requirements or that the purchase of Units is otherwise an unsuitable investment for the prospective investor. Subscriptions may be accepted only by the Company, which has the absolute right to refuse to accept any subscription in its sole discretion. The Company will rely on the accuracy of each prospective investor's representations. The Company may require additional evidence that a prospective investor meets the standards set forth above at any time prior to acceptance of a prospective investor's subscription. A prospective investor is not obligated to supply any information so requested by the Company, but the Company may reject a subscription from any prospective investor who fails to supply any information so requested.

If the Company's belief as to the suitability of a prospective subscriber is incorrect in any instance, then the delivery of the Confidential Private Placement Memorandum and all related documents in respect to this investment shall not be deemed to be an offer to that person to invest in the Company and such person shall, after notice from the Company, immediately return the Confidential Private Placement Memorandum and all related documents to the Company.

QUALIFIED INVESTOR QUESTIONNAIRE

The information contained herein is being furnished to you in order to assist you in determining whether the undersigned is a qualified investor that may be accepted by the Company pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the securities laws of my state of residence. The undersigned understands that (i) the Company will rely upon the following information for purposes of making such determination, and (ii) this Questionnaire is not an offer of the Units or any other securities to the undersigned.

ALL INFORMATION CONTAINED IN THIS QUESTIONNAIRE WILL BE TREATED AS CONFIDENTIAL. The undersigned acknowledges and agrees, however, that the Company may present this Questionnaire to such parties as it deems necessary if required to establish that the proposed offer and sale of the Units is exempt from registration under the Securities Act of 1933 or meets the requirements of applicable state securities or "blue sky" laws. The undersigned further acknowledges and agrees that the offering is required to be reported to the Securities and Exchange Commission and to various state securities or "blue sky" regulators.

1. The undersigned hereby has knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of, and protecting his or her own interests in connection with, investing in the Units. The undersigned is not relying upon any other person's investment advice in connection with evaluating such merits and risks. The undersigned offers as evidence of his or her knowledge and experience in these matters the information requested hereinafter.
2. I hereby certify that I am an accredited investor in accordance with Rule 501(a) of Regulation D, in that (initial all applicable items):

\_\_\_ I am an individual with a net worth, individually or jointly with my spouse, exceeding $ 1,000,000.

\_\_\_ I am a natural person who has individual income in excess of $200,000/year for the past two years, OR I am a natural person whose joint income with my spouse was in excess of $300,000/year for the past two years.

\_\_\_ The organization I represent is an entity with total assets in excess of $ 5,000,000.

\_\_\_ The organization I represent is an entity in which all of the equity owners or grantors are accredited investors.

1. Information Required of Each Prospective Investor

(attach additional pages of necessary to fully answer each question)

1. Prospective Investor's Name(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
2. Principal Residence Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Telephone Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. Mailing Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. Email Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

E. Social Security Number / Taxpayer I.D. Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. Has the undersigned previously purchased securities that were sold in reliance upon the non­public offering exemption from registration under the Securities Act?

Yes\_\_\_ No\_\_\_

 G. CHECK LEGAL FORM OF OWNERSHIPAND COMPLETE 1, 2,3,4 or 5 below:

\_\_\_\_ 1. Individual

\_\_\_\_ 2. Partnership (attach copy of Partnership Agreement)

\_\_\_\_ 3. Corporations (attach copy of certified corporate resolution authorizing offer

 to execute purchase documents and certified copy of Articles/Certificate of

 Incorporation)

\_\_\_\_ 4. Trust (attach copy of Trust Agreement or other authorization)

\_\_\_\_ 5. Institutional Investor

\_\_\_\_ 6. Other: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. INDIVIDUAL

1 am a bona fide Resident ofthe State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Age(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Occupation(s) or Profession(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Number of Years Employed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Employer(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Business Address(es): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Business Telephone Number(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Education (School/Degree/Year Received: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Complete the following if individual is a married investor)

I am a bona fide Resident of the State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Age of Spouse: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Spouse's Occupation or Profession: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Number of Years Spouse Has Been Employed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Spouse's Employer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Spouse's Business Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Spouse's Business Telephone Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Spouse's Education (School/Degree/Year): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. PARTNERSHIP

Year Formed / No. of Partners: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Type of Legal Entity (S-Corp, LLC, LLP, etc): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Company(s) Signing for the Partnership: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Telephone Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Any Other Companies: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Are there any Limited Partners?

Yes \_\_\_\_ No \_\_\_\_

Principal Business of the Partnership: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. CORPORATION

Date Incorporated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ State of Incorporation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of President: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Authorized Officer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Authorized Officer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title of Authorized Officer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Principal Business Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. TRUST

Name of Trustee(s) Signing for the Trust: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Telephone Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Names of Any Other Trustees: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date Trust Formed: \_\_\_\_\_\_\_\_\_\_\_ State of Formation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Type of Trust: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Is Trust Revocable? Yes\_\_\_\_\_\_ No

1. INSTITUTIONAL INVESTOR (Please attach to this Questionnaire evidence of entity's existence and authority to enter into this transaction as well as initial the appropriate description below).

Initial: \_\_\_\_ The investor is a bank as defined in Section 3(a)(2) of the Securities Act of 1933, as amended (the "Act"), or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act.

Initial: \_\_\_\_ The undersigned is a broker or dealer registered pursuant to Section 5 of the Securities Exchange Act of 1934.

Initial: \_\_\_\_ The undersigned is an insurance company as defined in Section 2(13) of the Act.

Initial: \_\_\_\_ The undersigned is an investment company registered under the Investment Company Act of 1940 or a business Investment company as defined in Section 2(a)(48) of the Act.

Initial: \_\_\_\_ The undersigned is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.

Initial: \_\_\_\_ The undersigned is a private business Investment company as defined in Section 202 (a)(22) of the Investment Advisers Act of 1940.

1. OTHER (Please attach to this Questionnaire evidence of entity's existence and authority to enter into this transaction).

Type of Entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Year Formed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ State of Formation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Principals: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The undersigned hereby represents that the above information is true and complete as of the date hereof and may be relied upon by the Company.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

SIGNATURE

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PRINT NAME

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

DATE