

**Certificate of Rule 144A Qualified Institutional Buyer and
Section 3(c)(7) Qualified Purchaser**


Please fill out this form, sign, and reply via email:

The undersigned certifies that it is familiar with Rule 144A ("Rule 144A") under the Securities Act of 1933, as amended (the "Act"); agrees that persons selling securities to or engaging in transactions with or on behalf of the undersigned in reliance upon Rule 144A may rely on the information contained in this certificate; and represents and acknowledges that:

- I. *it is a Qualified Institutional Buyer ("QIB"), as defined in Rule 144A, of the following type: _____ (as defined in Annex B);
- II. *the undersigned person further hereby certifies that the undersigned purchasing institution owned and invested on a discretionary basis \$ _____ million in securities (determined as described in Annex B) as of _____, which is on or since the last day of the purchaser's most recent fiscal year;
- III. *the undersigned's current fiscal year ends on _____ (must be future date);
- IV. it is familiar with Sections 3(c)(7) and 2(a)(51) of the Investment Company Act of 1940, as amended (the "Investment Company Act"); it has read and agrees to Annex A - "Restrictions on Sales of Book-Entry Securities Designated QIB/QP or 3(c)(7)" attached hereto; it is a Qualified Purchaser ("QP") as defined in Section 2(a)(51) and the related rules of the Investment Company Act; and:

(A CHECK HERE INDICATES THAT A-F ARE TRUE)

- a. it is a QP because it is a QIB as defined in Rule 144A acting for its own account or the account of another QIB that is a QP, and:
 - i. if the undersigned and/or any person it is acting on behalf of is a QIB of the type described in Item III of Annex B, the undersigned and/or the person it is acting on behalf of, owns and invests on a discretionary basis at least \$25 million in securities of issuers that are not affiliated persons of the dealer (excluding securities constituting the whole or part of an unsold allotment of or subscription as a participant in a public offering); and
 - ii. if the undersigned and/or any person it is acting on behalf of is a QIB of the type described in Items I.d, I.e. or I.f. of Annex B, investment decisions for such entity are made solely by the fiduciary, trustee or sponsor of the plan, and investment decisions with respect to the plan are not made by the beneficiaries of the plan;
- b. it is not an entity formed for the specific purpose of investing in securities ("Section 3(c)(7) Securities") of an issuer relying on the Section 3(c)(7) exception from the definition of "investment company" in the Investment Company Act (or if it was formed for that purpose, then each beneficial owner of its securities is a QP);
- c. it is not an entity that was formed or is operated as a device for facilitating individual investment decisions of its participants or security holders;
- d. if formed prior to April 30, 1996 and it is an investment company excepted from the definition of "investment company" pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act (hereafter referred to as an "excepted investment company"), its treatment as a QP has been consented to (in the manner required by Section 2(a)(51)(C) of the Investment Company Act and related rules) by its beneficial owners who acquired their interests on or before April 30, 1996 (hereafter referred to 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;
- e. the undersigned will not purchase for the account of others (including any subaccount) securities that are subject to restrictions limiting transfer to only Qualified Purchasers (which are sometimes referred to as "QIB/QP" or "3(c)(7)" securities), unless the purchase is for the account of another who can independently make the representations and warranties in clauses a through d and f of this Section IV (an insurance company (as defined in Item I.a of Annex B) may purchase for one or more of its separate accounts without regard to whether such separate account could independently make those representations and warranties as described in Item I.a of Annex B.); and
- f. except as set forth in clause e above, it will not hold Section 3(c)(7) securities for the benefit of any other person, and it will not sell participation interests in the securities to any other person or enter into any other arrangement pursuant to which any other person shall be entitled to a beneficial interest in the distributions on the securities;
- V. the signatory for the undersigned person is the chief financial officer, a person fulfilling an equivalent function, or other executive officer of the undersigned;
- VI. the undersigned will not purchase for the account of others (including any subaccounts) any securities being resold under Rule 144A unless the purchase is for the account of a QIB (or, if the undersigned is an insurance company, for a separate account of the undersigned which is not, and is not required to be, registered under the Investment Company Act, as described in Section IV.a(i) above);
- VII. any offering documents received in either electronic or physical form in connection with any offering of Rule 144A securities are highly confidential and are solely for the undersigned's internal use and as such the undersigned agrees not to retransmit or distribute such offering documents to any third party; and
- VIII. the undersigned will promptly notify Institutional Bond Network of any change to the representations made herein.

Name of Institution*	Officer Name*	Officer's Title (Print/Type)*
Company Street Address*	Officer Signature* 	Signature Date*
City/State/Postcode/Country*	Officer's Business Telephone Number*	
TaxID/EIN/Reg No.	Officer's Business Email*	

Name of Contact at Institution (for questions and updates)
Contact's Telephone Number
Contact's Business Email

* Completion of this field is required

ANNEX A
**Restrictions on Sales 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) of the Investment Company Act (or, in the case of a non-U.S. issuer, all holders that are U.S. Persons (as defined below)) 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 holders that are U.S. Persons), including transferees, are QPs. All sales and resales of the securities (or, in the case of non-U.S. issuers, all sales and resales in the United States (as defined below) or to U.S. Persons) must be made pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), solely to purchasers that are “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A and are also QPs (“QIB/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 or 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 securities of an issuer relying on Section 3(c)(7) unless each beneficial owner of its securities is itself a QIB/QP; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of securities; (vii) the purchaser understands that the issuer may receive a list of participants holding positions in its securities from one or more book-entry depositories; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees.

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 under 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, (ii) redeem any securities held by such holder on specified terms and (iii) impose additional transfer restrictions on the relevant securities. In addition, such an issuer typically has the right to refuse to register or otherwise honor a transfer of securities to a proposed transferee (or, 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.

Annex B
Institution Types

- I. An entity referred to in sub-paragraphs (a.) through (j.), acting for its own account or the accounts of other QIBs, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:
 - a. an **insurance company** as defined in Section 2(a)(13) of the Securities Act of 1933, as amended (the “Act”). A purchase by a company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), which are neither registered under Section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.
 - b. an **investment company** registered under the Investment Company Act or any **business development company** as defined in Section 2(a)(48) of the Investment Company Act.
 - c. 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 or a **rural business investment company** as defined in Section 384A of the Consolidated Farm and Rural Development Act.
 - d. a **plan** established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees.
 - e. an **employee benefit plan** within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).
 - f. a **trust fund** whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in sub-paragraph d. or e. above, except trust funds that include as participants individual retirement accounts or H.R.10 plans.
 - g. a **business development company** as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”).
 - h. An **organization described in Section 501(c)(3) of the Internal Revenue Code, corporation** (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), **partnership, limited liability company or Massachusetts or similar business trust**.
 - i. An **investment adviser** registered under the Investment Advisers Act.
 - j. An **institutional accredited investor**, as defined in Rule 501(a) of the Act, of a type not listed in sub-paragraphs (a.) through (i.) above or paragraphs II through VII below.
- II. **For non-U.S. Persons completing this form:**
 - a. a **non-U.S. corporation** or limited liability company (other than a bank, savings and loan or similar institution referred to in sub-paragraph (b.) below), a partnership, or a business trust that is similar to a “Massachusetts business trust” (in that it is organized to conduct business and treated as a corporation or partnership under local law), in each case, that is organized under the laws of a non-U.S. jurisdiction and in the aggregate, as of the determination date, owned and invested on a discretionary basis, for its own account and the accounts of other persons, not less than US\$100 million in eligible securities, calculated as provided in Rule 144A.
 - b. a **non-U.S. bank or savings and loan association** or equivalent institution that (1) in the aggregate, as of the determination date, owned and invested on a discretionary basis, for its own account and the accounts of other persons, not less than US\$100 million in eligible securities, calculated as provided in Rule 144A, and (2) had an audited net worth of at least US\$25 million as demonstrated in its latest annual financial statements, as of a date not more than 18 months preceding such date of sale for a non-U.S. bank or savings and loan association or equivalent institution.
 - c. a **non-U.S. dealer** registered with the U.S. Securities and Exchange Commission under Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that satisfies the requirements of Section III below.
 - d. a **non-U.S. investment adviser** registered with the U.S. Securities and Exchange Commission under Section 203 of the Investment Advisers Act and in the aggregate, as of the determination date, owned and invested on a discretionary basis, for its own account and the accounts of other persons, not less than US\$100 million in eligible securities, calculated as provided in Rule 144A.
 - e. an **entity** organized under the laws of a non-U.S. jurisdiction, all **of the equity owners of which are qualified institutional buyers** (each satisfying one or more of Section I.a. through d. above or Section II.a. through d. above).
- III. A **dealer** registered pursuant to Section 15 of the Exchange Act, **acting for its own account or the accounts of other QIBs**, that in the aggregate owns and 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.
- IV. A **dealer** registered pursuant to Section 15 of the Exchange Act **acting in a “riskless principal transaction” on behalf of a QIB**. For purposes of this Section IV, “riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a QIB, including another dealer acting as riskless principal for a QIB.
- V. an **investment company** registered under the Investment Company 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 securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies.
- VI. an **entity, all of the equity owners of which are QIBs**, acting for its own account or the account of the other QIBs.
- VII. a **bank** as defined in Section 3(a)(2) of the Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other QIBs, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under Rule 144A in the case of a U.S. bank or savings and loan association.

An entity determining QIB status under Section I(j.) above may be formed for the purpose of acquiring the securities being offered under Rule 144A of the Act.

In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: (1) bank deposit notes and certificates of deposit; (2) loan participations; (3) repurchase agreements; (4) securities owned but subject to a repurchase agreement; and (5) currency, interest rate and commodity swaps.

The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market.

In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by a 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 the consolidated financial statements of another enterprise.