Form 2

Qualified Institutional Buyer Questionnaire

The undersigned, a qualified institutional buyer (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “Act”)) certifies to the following:

1. It owns and/or invests on a discretionary basis eligible securities (excluding securities issued by afflilates, bank deposit notes and CDs, loan participations, repurchase agreements, securities owned but subject to a repurchase agreement and currency, interest rate and commodity swaps), as described below:

Amount: $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; and

2. The dollar amount set forth above is:

a. greater than $100 million and the undersigned is one of the following entities:

(1) □ an insurance company as defined in section 2(a)(13) of the Act;[[1]](#footnote-1) or

(2) □ 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 of 1940 or as defined in section 202(a)(22) of the Investment Advisers Act of 1940; or

(3) □ 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

(4) □ a plan (i) established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, the laws of which permit the purchase of securities of this type, for the benefit of its employees, and (ii) the governing investment guidelines of which permit the purchase of securities of this type; or

(5) □ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974; or

(6) □ a trust fund whose trustee is a bank or trust company, and whose participants are exclusively plans of the types identified in number (4) or (5) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans; or

(7) □ a corporation (other than a U.S. bank, savings and loan association, or equivalent foreign institution), partnership, Massachusetts or similar business trust, or an organization described in section 501(c)(3) of the Internal Revenue Code; or

(8) □ 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 a foreign bank or savings and loan association or equivalent institution, which 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 in the case of a U.S institution, or 18 months in the case of a foreign institution; or

(9) □ an investment adviser registered under the Investment Advisers Act; or

(10) □ a partnership; or

(11) □ a Massachusetts or similar business trust; or

(12) □ a rural business investment company as defined in section 384A of the Consolidated Forum and Rural Development Act; or

(13) □ a limited liability company; or

(14) □ an institutional investor that is an accredited investor (as defined in Rule 501(a) of Regulation D under the Act); or

b. □ greater than $10 million, excluding any unsold allotment or subscription in a public offering, and the undersigned is a dealer registered pursuant to section 15 of the U.S. Securities Exchange Act of 1934 (the “Exchange Act”); or

c. □ less than $10 million, and the undersigned is a dealer registered pursuant to section 15 of the Exchange Act and is purchasing these securities in a riskless principal transaction on behalf of a qualified institutional buyer; or

d. □ less than $100 million, and the undersigned is an investment company registered under the Investment Company Act of 1940, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a “family of investment companies” that own at least $100 million of eligible securities; or

e. □ less than $100 million, and the undersigned is an entity, all the equity owners of which are qualified institutional buyers.

The undersigned further certifies that it is purchasing [Privately Offered Securities] for its own account or for the account of others that independently qualify as “Qualified Institutional Buyers” as defined in Rule 144A. It is aware that the sale of the [Privately Offered Securities] is being made in reliance on its continued compliance with Rule 144A. It is aware that the transferor may rely on the exemption from the provisions of section 5 of the Act provided by Rule 144A. The undersigned understands that the [Privately Offered Securities] may be resold, pledged, or transferred only to a person reasonably believed to be a Qualified Institutional Buyer that purchases for its own account or for the account of a Qualified Institutional Buyer to whom notice is given that the resale, pledge, or transfer is being made in reliance on Rule 144A.

The undersigned agrees that if at any time before the expiration of the holding period described in Rule 144 it wishes to dispose of or exchange any of the [Privately Offered Securities], it will not transfer to or exchange any of the [Privately Offered Securities] with a Qualified Institutional Buyer without first obtaining a Questionnaire in the form hereof from the transferee and delivering such Questionnaire to the addressees hereof.

IN WITNESS WHEREOF, this Questionnaire has been executed by the undersigned who is duly authorized to do so on behalf of the undersigned Qualified Institutional Buyer on [Month] \_\_\_, 20\_.

|  |  |
| --- | --- |
|  | [Name of Institution]: |
|  |  |
|  |  |
|  | Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Title:[[2]](#footnote-2) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

1. A purchase by an insurance company for one or more of its separate accounts, as defined by section 2(a)(37) of the Investment Company Act of 1940, which are neither registered nor required to be registered thereunder, shall be deemed to be a purchase for the account of such insurance company.

   [↑](#footnote-ref-1)
2. Must be President, Chief Financial Officer, or other authorized officer. [↑](#footnote-ref-2)