Form 3

Purchaser Representative Acknowledgment

[Purchaser Representative]

[Address]

Dear Sir or Madam:

I acknowledge you as my purchaser representative in connection with evaluating the merits and risks of my prospective investment in [securities] of [Company] (the “Company”).

I further acknowledge that you have disclosed to me, in writing, that there is no material relationship between you or your affiliates, and the Company or any of its affiliates, that exists or is mutually understood to be contemplated or that has existed at any time since [Month] \_\_, 20\_ [two years ago].

As used herein, (a) the term “affiliate” of a person means a person that directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with such person, and (b) the term “material,” when used to modify “relationship,” means any relationship that a reasonable investor might consider important in making the decision to acknowledge a person as the investor’s purchaser representative.

It is understood that payment for your services hereunder will be made solely by me, and that neither the Company nor any of its affiliates has any obligation to you with respect thereto.

|  |  |
| --- | --- |
|  | Very truly yours, |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Signature of Purchaser) |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Name of Purchaser) |

Dated:

PURCHASER REPRESENTATIVE DISCLOSURE OF CONFLICT OF INTEREST

[Purchaser Representative]

[Address]

Dear Sir or Madam:

You have requested that I act as your purchaser representative to evaluate for you the merits and risks of your prospective investment in [securities] of [Company] (the “Company”).

In connection therewith, I disclose to you that there is no material relationship, between me or my affiliates, and the Company or any of its affiliates, that now exists or is mutually understood to be contemplated, or that has existed at any time since [Month] \_\_, 20\_ [two years ago]. As used herein, (a) the term “affiliate” of a person means a person that directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with such person, and (b) the term “material,” when used to modify “relationship,” means any relationship that a reasonable investor might consider important in the making of the decision to acknowledge a person as his purchaser representative.

|  |  |
| --- | --- |
|  | Very truly yours, |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Signature of Purchaser Representative) |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Name of Purchaser Representative) |

Dated:

PURCHASER REPRESENTATIVE QUESTIONNAIRE

Name of Company

[Address]

Dear Sir or Madam:

The information contained herein is being furnished to you in order to enable you to determine whether the undersigned may act as purchaser representative pursuant to section 4(a)(2) of the U.S. Securities Act of 1933, as amended, and Regulation D promulgated thereunder in connection with the proposed offer and sale of [securities] of [Company] (the “Company”).

[Please attach additional sheets if required.]

|  |  |
| --- | --- |
| 1. | Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Age:\_\_\_\_\_ |
| Home Address:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Home Telephone Number:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| 2. | My present occupation or position is as follows: |
| Firm Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Nature of Business:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Position:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Nature of Duties:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Business Address:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Business Telephone Number:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| 3. | Any other prior occupations or positions I have held during the past five years:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| 4. | I have had prior experience in advising clients with respect to the following types of investments:

|  |  |  |  |
| --- | --- | --- | --- |
| A. | Real Estate: | Yes | No |
| B. | Oil and Gas: | Yes | No |
| C. | Cattle: | Yes | No |
| D. | Other Tax Shelters: | Yes | No |

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| 5. | The professional licenses or registrations (including bar admissions, accounting certificates, real estate brokerage licenses, brokerdealer or investment advisory registration) held by me are:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| 6. | (a) Neither I nor any of my affiliates[[1]](#footnote-1)\* now have or have had at any time since [two years previously], any material[[2]](#footnote-2)\*\* relationship with the Company or any of its affiliates and no such relationship is mutually understood to be contemplated, except:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(b) The amounts of compensation received or to be received as a result of the material relationship(s) described in Item 6(a) (including any compensation received or to be received in connection with this transaction) are:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

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| --- | --- |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Signature of Purchaser Representative) |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Name of Purchaser Representative) |

Dated:

1. \* The term “affiliate” of a person means a person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with such person. [↑](#footnote-ref-1)
2. \*\* The term “material,” when used to modify “relationship,” means any relationship that a reasonable investor might consider important in the making of the decision to acknowledge a person as his purchaser representative. [↑](#footnote-ref-2)