Form 34

3c-7 Notice

SECTION 3(C)(7) REMINDER NOTICE AND ADDITIONAL INFORMATION NOTICE

Holders of [Security]

[Dealer]

[Address]

|  |  |  |
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|  | Re: | [Issuer] (the “Issuer”)  [Security] (the “Securities”) CUSIP #/ISIN # |

Reference is hereby made to the Private Placement Memorandum dated [Month] [ ], 20\_ [, as supplemented by the Private Placement Memorandum Supplement dated [Month] \_\_, 20\_] (the “Private Placement Memorandum”). Capitalized terms used but not defined herein shall have the meanings given to them in the Private Placement Memorandum.

To brokers, dealers, commercial banks, trust companies and other nominees: we are asking you to provide this notice to your clients for whom you hold the Securities registered in your name or in the name of your nominee as of [the date hereof]. In addition, we ask you to provide this notice to your clients who, to your knowledge, hold the Securities registered in their own name as of [the date hereof].

This Section 3(c)(7) Reminder Notice shall serve as a reminder that:

1. Each holder of the Securities exempt from registration pursuant to Regulation D of the Securities Act (the “Reg D Securities”) or a beneficial interest therein is required to be an Institutional Accredited Investor and a Qualified Purchaser who can make the following representations:

(i) it is not a broker-dealer which owns and invests on a discretionary basis less than $25,000,000 in securities of unaffiliated issuers;

(ii) it is not a participant-directed employee plan, such as a 401(k) plan;

(iii) it is not a partnership, common trust fund, special trust, pension fund, retirement plan or other entity in which the partners, beneficiaries, beneficial owners, participants or other equity owners, as the case may be, may designate the particular investments to be made or the allocation thereof, except to the extent that each such partner, beneficiary, beneficial owner, participant or other equity owner, as the case may be, is both an Institutional Accredited Investor and a Qualified Purchaser;

(iv) it is acting for its own account or the account of a purchaser meeting the requirements of this paragraph 1;

(v) if the holder is an investment company exempted from the Investment Company Act pursuant to Section 3(c)(1) or Section 3(c)(7) thereof and was formed on or prior to April 30, 1996, it has received the consent of each of its beneficial owners with respect to its treatment as a Qualified Purchaser in the manner required by Section 2(a)(5l)(C) of the Investment Company Act and the rules thereunder;

(vi) it was not formed for the purpose of investing in the Issuer or, if it was, each beneficial owner thereof is both a Qualified Purchaser and an Institutional Accredited Investor;

(vii) it and each account for which it is purchasing will hold and transfer at least the minimum denominations of $500,000, and $250,000 in excess thereof, of such Securities;

(viii) it will provide notice of the applicable transfer restrictions to any subsequent transferee; and

(ix) the Reg D Securities can only be transferred to another Institutional Accredited Investor, which is also a Qualified Purchaser who can make the representations set forth in this paragraph 1 and in compliance with the other transfer restrictions applicable to the Reg D Securities.

2. Each holder of the Securities exempt from registration pursuant to Rule 144A of the U.S. Securities Act of 1933, as amended (the “144A Securities”) or a beneficial interest therein is required to be a Qualified Institutional Buyer and a Qualified Purchaser who can make the following representations:

(i) it is not a broker-dealer which owns and invests on a discretionary basis less than $25,000,000 in securities of unaffiliated issuers;

(ii) it is not a participant-directed employee plan, such as a 401(k) plan;

(iii) it is not a partnership, common trust fund, special trust, pension fund, retirement plan or other entity in which the partners, beneficiaries, beneficial owners, participants or other equity owners, as the case may be, may designate the particular investments to be made or the allocation thereof, except to the extent that each such partner, beneficiary, beneficial owner, participant or other equity owner, as the case may be, is both a Qualified Institutional Buyer and a Qualified Purchaser;

(iv) it is acting for its own account or the account of a purchaser meeting the requirements of this paragraph 2;

(v) if the holder is an investment company exempted from the Investment Company Act pursuant to Section 3(c)(1) or Section 3(c)(7) thereof and was formed on or prior to April 30, 1996, it has received the consent of each of its beneficial owners with respect to its treatment as a Qualified Purchaser in the manner required by Section 2(a)(51)(C) of the Investment Company Act and the rules thereunder;

(vi) it was not formed for the purpose of investing in the Issuer or, if it was, each beneficial owner thereof is both a Qualified Purchaser and a Qualified Institutional Buyer;

(vii) it and each account for which it is purchasing will hold and transfer at least the minimum denominations of $500,000, and $100,000 in excess thereof, of such Securities;

(viii) it will provide notice of the applicable transfer restrictions to any subsequent transferee; and

(ix) the Rule 144A Securities can only be transferred to another Qualified Institutional Buyer which is also a Qualified Purchaser who can make the representations set forth in this paragraph 2 and in compliance with the other transfer restrictions applicable to the Rule 144A Securities.

3. If the holder of any Securities (or beneficial interest therein) is determined not to have satisfied the requirements set forth herein, the Issuer intends to cause the sale or redemption of such Securities (or beneficial interest therein).

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|  | [ISSUER] | |
|  | By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | |
|  |  | Name:  Title: |