

**Accredited Investor** - By Category:

To be considered an Accredited Investor, you must meet one or more of the requirements for the category you are investing as.

**For Investors who are INDIVIDUALS.**

- The Investor's net worth, or joint net worth with the Investor's spouse, exceeds \$1,000,000 excluding the value of the Investor's primary residence.

-OR-

- In each of the two most recent years, the Investor had individual income in excess of \$200,000 or joint income with the Investor's spouse in excess of \$300,000, and the Investor reasonably expects to reach the same income level this year.

**For Investors that are ENTITIES (other than trusts).**

- The Investor has total assets in excess of \$5,000,000 and
- the Investor has engaged in substantive business activities prior to receiving an opportunity to purchase the Shares, and was not organized for the specific purpose of acquiring the Shares.

-OR-

- All of the owners (looking up the chain of ownership to natural persons) of the Investor are individuals who satisfy the requirements of at least one of the categories for an INDIVIDUAL above.

**For Investors that are TRUSTS.**

- The Investor has total assets in excess of \$5,000,000 and
- the Investor was not formed for the specific purpose of acquiring the Shares and
- the purchase of the Shares by the Investor is directed by a person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the investment in the Shares.

**For Investors that are accredited investors under a CATEGORY NOT DESCRIBED above.**

- The Investor is a category of accredited investor that is not described in the categories above.

Note: Please be prepared to describe the Investor's accredited investor status to the Company.