

CONFIDENTIAL

trading exchange or other market requirements where interests in such Person are registered, regulated, sold or traded, whether foreign or domestic?

Yes  No

- (c) Is the undersigned a person that is required to or will likely be required to disclose Fund information to a governmental body, agency or committee (including, without limitation, any disclosures required in accordance with the Ethics in Government Act of 1978, as amended, and any rules and regulations of any executive, legislative or judiciary organization), whether foreign or domestic, by virtue of such person's (or any of its affiliate's) current or proposed involvement in government office?

Yes  No

- (d) Is the undersigned a person that is an agent, nominee, fiduciary, custodian or trustee for any person described in the preceding questions 6(a) through 6(c) where Fund information provided or disclosed to the undersigned, as a limited partner of the Fund, by or on behalf of the Fund, its General Partner or its management company is provided or could at any time become available to such person described by the preceding questions 6(a) through 6(c)?

Yes  No

- (e) Is the undersigned a person that is an investment fund or other entity that has any person described in the preceding questions 6(a) through 6(d) as a partner, member or other beneficial owner where Fund information provided or disclosed to the undersigned, as a limited partner of the Fund, by or on behalf of the Fund, its General Partner or its management company is disclosed to or could at any time become available to such person described by the preceding questions 6(a) through 6(d)?

Yes  No

- (f) If the answer to each of 6(a)-(e) above is **NO**, please go to question 7 below. If the answer to any of 6(a)-(e) above is **YES**, does the undersigned reasonably believe, based on the advice of counsel, that it is not required by law to disclose any Portfolio Company Information provided or disclosed to the undersigned by the Fund, the General Partner or any affiliate or agent thereof? As used herein, Portfolio Company Information shall mean any financial information, valuation or other confidential information (other than

- A natural person (to include a natural person investing through an individual retirement account or a self-directed employee benefit plan ) who owns at least \$5,000,000 in investments<sup>9</sup> (as defined in Rule 2a51-1 under the 1940 Act).
- A family owned company<sup>10</sup> that (i) was not formed for the specific purpose of investing in the Fund, (ii) owns at least \$5,000,000 in investments, and (iii) is owned directly or indirectly by or for two or more natural persons who are related as siblings or spouses (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations, or trusts established by or for the benefit of such persons.
- A trust that was not formed for the specific purpose of investing in the Fund, and the trustee or other person authorized to make decisions with respect to the trust and each settlor or other person who has contributed assets to the trust, is a qualified purchaser described in clauses (i), (ii), or (iv) of Section 2(a)(51) of the 1940 Act.
- A natural person or a company that was not formed for the specific purpose of investing in the Fund, acting for its own account or the accounts of other qualified purchasers, and who in the aggregate owns and invests on a discretionary basis, at least \$25,000,000 in investments (as defined in Rule 2a51-1 under the 1940 Act).
- A qualified institutional buyer as defined in Rule 144A under the Securities Act (not formed for the specific purpose of investing in the Fund), acting for its own account, the account of another qualified institutional buyer, or the account of a qualified purchaser, provided that the undersigned is not (1) a dealer described in Rule 144A(a)(1)(ii), that owns and invests on a discretionary basis less than \$25,000,000 in securities of issuers that are not affiliated persons of the dealer, or (2) a plan referred to in Rule 144A(a)(1)(i)(D) or (E), or a trust fund referred to in Rule 144A(a)(1)(i)(F) that holds the assets of such a plan, the

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<sup>9</sup> The term “investments” is generally restricted to the following: (a) stock in publicly held corporations, (b) limited partnership interests in venture capital partnerships, (c) cash held for investment purposes and (d) stock in privately-held corporations provided that each such privately-held corporation has shareholder’s equity, determined in accordance with GAAP and as of the date of its most recent financial statements (within the preceding 16 months), in excess of \$50 million.

<sup>10</sup> The term “company” means a corporation, a partnership, an association, a joint-stock company, a trust, a fund, or any organized group of persons whether incorporated or not; or any receiver, trustee in bankruptcy or similar official or any liquidating agent for any of the foregoing, in his or her capacity as such.