

## Definition | Qualified Client



**A “Qualified Client” as defined in Rule 205-3 the Investment Adviser Act of 1940, as amended (the “Advisers Act”) can be defined pursuant to the below.**

*Note: all points should be checked that describe the Subscriber. If the Subscriber is a custodian acting for one or more minors, responses below should apply to each minor, not to the custodian.*

### **For Natural Persons:**

- The Subscriber is a natural person whose individual net worth, or joint net worth with his or her spouse, at the time of entering into the Subscription Agreement exceeds \$2,100,000, excluding the value of the natural person’s primary residence.
- The Subscriber is a natural person who has at least \$1,000,000 under management of the Manager immediately prior to entering into the Subscription Agreement.
- The Subscriber is a natural person who is a “qualified purchaser” as defined in Section (2)(a)(51)(A) of the Advisers Act at the time of entering into the Subscription Agreement.
- The Subscriber is a natural person who is an executive officer, director, trustee, managing member, or person serving in a similar capacity, of the Manager at the time of entering into the Subscription Agreement.
- The Subscriber is a natural person who is an employee of the Manager (other than an employee performing solely clerical, secretarial or administrative functions with regard to the Manager) who, in connection with his or her regular functions or duties, participates in the investment activities of the Manager; provided that such employee has been performing such functions and duties for or on behalf of the Manager, or substantially similar functions or duties for or on behalf of another company, for at least twelve (12) months at the time of entering into the Subscription Agreement.

### **For Entities:**

- The Subscriber is a company whose net worth at the time of entering into the Subscription Agreement exceeds \$2,100,000.
- The Subscriber is a company with at least \$1,000,000 under management of the Manager immediately prior to entering into the Subscription Agreement.
- The Subscriber is a company that is a “qualified purchaser” as defined in Section (2)(a)(51)(A) of the Advisers Act at the time of entering into the Subscription Agreement.

### **PLEASE NOTE:**

As used herein, the term “net worth” means the excess of total assets over total liabilities. In computing net worth for the purpose of the forgoing, the principal residence of the Subscriber is not included. In determining income, an investor should add to the Subscriber’s adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or KEOGH retirement plan, alimony payments, and any amount by which income from long-term capital gains has been reduced in arriving at gross income.

## Definition | Qualified Purchaser



**A “Qualified Purchaser” as defined in Section (2)(a)(51)(A) of the Advisers Act can be defined pursuant to the below.**

- i. Any natural person (including any person who holds a joint, community property, or other similar shared ownership interest in an issuer that is excepted under section 3(c)(7) with that person’s qualified purchaser spouse) who owns not less than \$5,000,000 in investments, as defined by the Commission;
- ii. Any company that owns not less than \$5,000,000 in investments and that is owned directly or indirectly by or for 2 or more natural persons who are related as siblings or spouse (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;
- iii. Any trust that is not covered by clause (ii) and that was not formed for the specific purpose of acquiring the securities offered, as to which 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 person described in clause (i), (ii), or (iv); or
- iv. Any person, acting for its own account or the accounts of other qualified purchasers, who in the aggregate owns and invests on a discretionary basis, not less than \$25,000,000 in investments.