

QUALIFIED PURCHASER STATUS

Each Subscriber must indicate whether the intended beneficial owner of the Interest qualifies as a “qualified purchaser” pursuant to *at least* one (1) of the following tests. This determination is based in part on the amount of “investments” owned by the Subscriber. A natural person and a “family company” (as defined in the Investment Company Act and described below) must have at least \$5,000,000 of investments. Most entities must own and invest on a discretionary basis at least \$25,000,000 of investments or must be owned exclusively by “qualified purchasers.” In order to complete the following information, the Subscriber should read Appendix A hereto for the definition of “investments” and for information regarding the “valuation of investments.”

FOR NATURAL PERSONS:

The Subscriber is, as of the date hereof, an individual that is:

- A natural person (including any person who will hold a joint, community property or other similar shared ownership interest in the Partnership with that person’s qualified purchaser spouse) who owns not less than \$5,000,000 in “investments.”
- A natural 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.”

FOR ENTITIES:

- (a) The Subscriber is as of the date on which its capital contribution to the Partnership is accepted, an entity that is any of the following:
 - A company, partnership or trust that owns not less than \$5,000,000 in “investments” and that is owned directly or indirectly by or for two (2) or more natural persons who are related as siblings or spouse (including former spouses); 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 “*Family Company*”).
 - A trust that is not a Family Company 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 considered a “qualified purchaser” (other than by reason of the provisions of this paragraph).
 - A 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.”
 - A qualified institutional buyer as defined in paragraph (a) of Rule 144A under the Securities Act of 1933, as amended, acting for its own account, the account of

another qualified institutional buyer, or the account of a qualified purchaser, provided that (i) a dealer described in paragraph (a)(1)(ii) of Rule 144A shall own and invest on a discretionary basis at least \$25,000,000 in securities of issuers that are not affiliated persons of the dealer; and (ii) a plan referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A, or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan, will not be deemed to be acting for its own account if investment decisions with respect to the plan are made by the beneficiaries of the plan, except with respect to investment decisions made solely by the fiduciary, trustee or sponsor of such plan.

- A company or partnership, each beneficial owner of the securities of which is a qualified purchaser.

APPENDIX A

DEFINITION OF "INVESTMENTS" FOR PURPOSES OF THE INVESTMENT COMPANY ACT

Investments:

- (1) Securities, other than securities of an issuer that controls, is controlled by, or is under common control with, the Subscriber that owns such securities, unless the issuer of such securities is:
 - (a) An investment company or a company that would be an investment company but for the exclusions or exemptions provided by the Investment Company Act, or a commodity pool; or
 - (b) A Public Company (as defined below);
 - (c) A company with shareholders' equity of not less than \$50,000,000 (determined in accordance with generally accepted accounting principles) as reflected on the company's most recent financial statements; provided, that such financial statements present the information as of a date within 16 months preceding the date on which the Subscriber acquires the Interest;
- (2) Real estate held for investment purposes;
- (3) Commodity Interests (as defined below) held for investment purposes;
- (4) Physical Commodities (as defined below) held for investment purposes;
- (5) To the extent not securities, Financial Contracts (as defined below) entered into for investment purposes;
- (6) In the case of a Subscriber that is a company that would be an investment company but for the exclusions provided by Section 3(c)(1) or 3(c)(7) of the Investment Company Act, or a commodity pool, any amounts payable to such Subscriber pursuant to a firm agreement or similar binding commitment pursuant to which a person has agreed to acquire an interest in, or make capital contributions to, the Subscriber upon the demand of the Subscriber; and
- (7) Cash and cash equivalents (including foreign currencies) held for investment purposes.

Real estate that is used by the owner or a Related Person (as defined below) of the owner for personal purposes, or as a place of business, or in connection with the conduct of the trade or business of such owner or a Related Person of the owner, will NOT be considered real estate held for investment purposes; *provided*, that real estate owned by a Subscriber who is engaged

primarily in the business of investing, trading or developing real estate in connection with such business may be deemed to be held for investment purposes. However, residential real estate will not be deemed to be used for personal purposes if deductions with respect to such real estate are not disallowed by Section 280A of the Code.

A Commodity Interest or Physical Commodity owned, or a Financial Contract entered into, by the Subscriber who is engaged primarily in the business of investing, reinvesting, or trading in Commodity Interests, Physical Commodities or Financial Contracts in connection with such business may be deemed to be held for investment purposes.

Commodity Interests: Commodity futures contracts, options on commodity futures contracts, and options on physical commodities traded on or subject to the rules of:

- (a) any contract market designated for trading such transactions under the Commodity Exchange Act and the rules thereunder; or
- (b) any board of trade or exchange outside the United States, as contemplated in Part 30 of the rules under the Commodity Exchange Act.

Financial Contract: Any arrangement that:

- (a) takes the form of an individually negotiated contract, agreement, or option to buy, sell, lend, swap, or repurchase, or other similar individually negotiated transaction commonly entered into by participants in the financial markets;
- (b) is in respect of securities, commodities, currencies, interest or other rates, other measures of value, or any other financial or economic interest similar in purpose or function to any of the foregoing; and
- (c) is entered into in response to a request from a counterparty for a quotation, or is otherwise entered into and structured to accommodate the objectives of the counterparty to such arrangement.

Physical Commodities: Any physical commodity with respect to which a Commodity Interest is traded on a market specified in the definition of Commodity Interests above.

Public Company: A company that:

- (a) files reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended; or
- (b) has a class of securities that are listed on a Designated Offshore Securities Market, as defined by Regulation S of the Securities Act.

Related Person: For purposes of the Appendix A only, a person who is related to the Subscriber as a sibling, spouse, or former spouse, is a direct lineal descendant or ancestor by birth or adoption of the Subscriber; or is a spouse of such descendant or ancestor; provided, that, in the case of a Family Company, a Related Person includes any owner of the Family Company and any person who is a Related Person of such an owner. “*Family Company*” means a

company, partnership or trust that owns not less than \$5,000,000 in investments and that is owned directly or indirectly by or for two (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, or the estates of such persons; or foundations, charitable organizations or trusts established for the benefit of such persons.

For purposes of determining the amount of investments owned by a company, there may be included investments owned by majority-owned subsidiaries of the company and investments owned by a company ("**Parent Company**") of which the company is a majority-owned subsidiary, or by a majority-owned subsidiary of the company and other majority-owned subsidiaries of the Parent Company.

In determining whether a natural person is a qualified purchaser, there may be included in the amount of such person's investments any investment held jointly with such person's spouse, or investments in which such person shares with such person's spouse a community property or similar shared ownership interest. In determining whether spouses who are making a joint investment in the Partnership are qualified purchasers, there may be included in the amount of each spouse's investments any investments owned by the other spouse (whether or not such investments are held jointly). There shall be deducted from the amount of any such investments any amounts specified by paragraph 2(a) in the Valuation of Investments section herein incurred by such spouse.

In determining whether a natural person is a qualified purchaser, there may be included in the amount of such person's investments any investments held in an individual retirement account or similar account the investments of which are directed by and held for the benefit of such person.

VALUATION OF INVESTMENTS

The general rule for determining the value of investments in order to ascertain whether a person is a qualified purchaser is that the value of the aggregate amount of investments owned and invested on a discretionary basis by such person shall be their fair market value on the most recent practicable date or their cost. This general rule is subject to the following provisos:

1. In the case of Commodity Interests, the amount of investments shall be the value of the initial margin or option premium deposited in connection with such Commodity Interests; and

2. In each case, there shall be deducted from the amount of investments owned by such person the following amounts:

- (a) The amount of any outstanding indebtedness incurred to acquire or for the purpose of acquiring the investments owned by such person; and
- (b) A Family Company, in addition to the amounts specified in paragraph (a) above, shall have deducted from the value of such Family Company's investments any outstanding indebtedness incurred by an owner of the Family Company to acquire such investments.