

**QUALIFIED INVESTOR QUESTIONNAIRE**

**Execution of this Qualified Investor Questionnaire by a prospective investor does not constitute an offer to sell or a solicitation of an offer to buy any security.**

**A. INVESTOR INFORMATION**

Name of Investor: \_\_\_\_\_

Type of owner or form of ownership:

- |                                      |                                                                   |                                     |
|--------------------------------------|-------------------------------------------------------------------|-------------------------------------|
| <input type="checkbox"/> Individual  | <input type="checkbox"/> Limited Liability Company                | <input type="checkbox"/> IRA        |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Tenants in Common                        | <input type="checkbox"/> Keogh Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Joint Tenants With Right of Survivorship |                                     |
| <input type="checkbox"/> Trust       | <input type="checkbox"/> Employee Benefit Plan                    | <input type="checkbox"/> Other      |

If "Other," specify: \_\_\_\_\_

Address (Principal State of Residence):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing Address, if different:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone number:

\_\_\_\_\_

Fax number:

\_\_\_\_\_

Email: \_\_\_\_\_

**B. ACCREDITED INVESTOR STATUS**

Please check the appropriate space(s) in this section indicating the basis on which you qualify as an accredited investor. Please note "N/A" for not applicable items.

Your answers will be kept strictly confidential at all times; however, Soledad Investment Management, LLC may in its sole discretion, present this investor questionnaire to such parties (including government entities) as it deems appropriate in order to assure itself and such entities that the offer and sale of any investment will not result in a violation of the registration provisions of the Securities Act of 1933, or the securities laws of any state.

**Qualification as an Accredited Investor.** Please check the categories applicable to you indicating the basis upon which you qualify as an Accredited Investor for purposes of the Securities Act and Regulation D there under.

- (1) \_\_\_\_\_ **INDIVIDUAL WITH NET WORTH IN EXCESS OF \$1.0 MILLION.** A natural person (not an entity) whose net worth, or joint net worth with his or her spouse, at the time of purchase exceeds \$1,000,000. (Explanation: In calculating net worth, you may include your equity in personal property and real estate, including your principal residence, cash, short-term investments, stock and securities. Your inclusion of equity in personal property and real estate should be based on the fair market value of such property less debt secured by such property.)
- (2) \_\_\_\_\_ **INDIVIDUAL WITH A \$200,000 INDIVIDUAL ANNUAL INCOME.** A natural person (not an entity) who had an individual income of more than \$200,000 in each of the preceding two calendar years, and has a reasonable expectation of reaching the same income level in the current year.
- (3) \_\_\_\_\_ **INDIVIDUAL WITH A \$300,000 JOINT ANNUAL INCOME.** A natural person (not an entity) who had joint income with his or her spouse in excess of \$300,000 in each of the preceding two calendar years, and has a reasonable expectation of reaching the same income level in the current year.
- (4) \_\_\_\_\_ **CORPORATIONS OR PARTNERSHIPS.** A corporation, partnership, or similar entity that has in excess of \$5 million of assets and was not formed for the specific purpose of acquiring an Interest in the Partnership.
- (5) \_\_\_\_\_ **REVOCABLE TRUST.** A trust that is revocable by its grantors and each of whose grantors is an accredited investor. (If this category is checked, please also check the additional category or categories under which the grantor qualifies as an accredited investor.)
- (6) \_\_\_\_\_ **IRREVOCABLE TRUST.** A trust (other than an ERISA plan) that (i) is not revocable by its grantors, (ii) has in excess of \$5 million of assets, (iii) was not formed for the specific purpose of acquiring an Interest, and (iv) is directed by a person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of an investment in the Partnership.
- (7) \_\_\_\_\_ **IRA OR SIMILAR BENEFIT PLAN.** An IRA, Keogh or similar benefit plan that covers a natural person who is an accredited investor. (If this category is checked, please also check the additional category or categories under which the natural person covered by the IRA or plan qualifies as an accredited investor.)
- (8) \_\_\_\_\_ **PARTICIPANT-DIRECTED EMPLOYEE BENEFIT PLAN ACCOUNT.** A participant-directed employee benefit plan investing at the direction of, and for the account of, a participant who is an accredited investor. (If this category is checked, please also check the additional category or categories under which the participant qualifies as an accredited investor.)
- (9) \_\_\_\_\_ **OTHER ERISA PLAN.** An employee benefit plan within the meaning of Title I of the ERISA Act other than a participant-directed plan with total assets in excess of \$5 million or for which investment decisions (including the decision to purchase an Interest) are made by a bank, registered investment adviser, savings and loan association, or insurance company.

(10) \_\_\_\_\_ **GOVERNMENT BENEFIT PLAN.** A plan established and maintained by a state, municipality, or any agency of a state or municipality, for the benefit of its employees, with total assets in excess of \$5 million.

(11) \_\_\_\_\_ **NON-PROFIT ENTITY.** An organization described in Section 501(c)(3) of the Internal Revenue Code, as amended, with total assets in excess of \$5 million (including endowment, annuity and life income funds), as shown by the organization's most recent audited financial statements.

(12) \_\_\_\_\_ **OTHER INSTITUTIONAL INVESTOR (check one).**

- A bank, as defined in Section 3(a)(2) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
- A savings and loan association or similar institution, as defined in Section 3(a)(5)(A) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
- A broker-dealer registered under the Exchange Act;
- An insurance company, as defined in section 2(13) of the Securities Act;
- A "business development company," as defined in Section 2(a)(48) of the ICA;
- A small business investment company licensed under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended; or
- A "private business development company" as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended.

(13) \_\_\_\_\_ **EXECUTIVE OFFICER OR DIRECTOR.** A natural person who is an executive officer, director or general partner of the Partnership or the General Partner.

(14) \_\_\_\_\_ **ENTITY OWNED ENTIRELY BY ACCREDITED INVESTORS.** A corporation, partnership, private investment company or similar entity each of whose equity owners is a natural person who is an accredited investor. (If this category is checked, please also check the additional category or categories under which each natural person qualifies as an accredited investor.)

**INVESTOR QUESTIONNAIRE SIGNATURE PAGE**

I understand that the information contained herein is being furnished by me in order for Soledad Investment Management, LLC to determine my suitability as an accredited investor and based on its contents, may be accepted by Soledad Investment Management, LLC in light of the requirements of Section 4(2) of the Securities Act of 1933 (the "Act"), Regulation D, and rules and regulations promulgated there under. I understand that (i) Soledad Investment Management, LLC will rely on the information contained herein for purposes of such determination; that (ii) any shares offered will not be registered under the Act in reliance upon exemptions from registration afforded by Section 4(2) of the Act, Regulation D, and rules and regulations there under; and (iii) this Investor Questionnaire in and of itself is not an offer of units or shares or any other securities to me.

I have caused this Investor Questionnaire regarding "Accredited Investor" status to be duly executed as of the below date. By its execution, I understand that I am simply providing Soledad Investment Management, LLC with information which it shall be entitled to use in determining whether or not the applicant satisfies the criteria imposed by Rule 501(a), Regulation D under the Act.

Date: \_\_\_\_\_

**SIGNATURE FOR INDIVIDUAL INVESTOR:**

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature)

**SIGNATURE FOR PARTNERSHIP, CORPORATION, TRUST OR OTHER ENTITY:**

\_\_\_\_\_  
(Print Name of Entity)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name and Title of Person Signing)

**FOR ENTITIES: PLEASE BRIEFLY DESCRIBE YOUR DUTIES AND RESPONSIBILITIES AS THEY RELATE TO THE ABOVE NAMED ENTITY:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FINANCIAL ADVISOR or BROKER/DEALER CONTACT INFORMATION**

Please provide the contact information of your Financial Advisor or Broker/Dealer for verification of your accredited investor status. Please include the name of the person. If you do not currently use a Financial Advisor or Broker/Dealer, please write "None".

Name of Financial Advisor/Broker Dealer:

\_\_\_\_\_

Address (Principal State of Residence):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing Address, if different:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone number:

\_\_\_\_\_

Fax number:

\_\_\_\_\_

Email: \_\_\_\_\_