

- ___ (A) **Dealer/QIB.** We owned or invested on a discretionary basis, for our own account and the accounts of other persons, at least the amount of securities specified below (not less than \$10 million), calculated as provided in Rule 144A, as of the date specified below.
- ___ (B) **Dealer/Riskless Principle or Agent.** We are acting either on a riskless principal basis for simultaneous resale to a qualified institutional buyer or as agent for one or more qualified institutional buyers.
- ___ (v) **Entity owned by Qualified Buyers.** We are an entity, all of the equity owners of which are qualified institutional buyers (each satisfying one of (i) through (iv) above including as applicable the \$100 million test).

In calculating the amount of securities owned or invested by an entity as provided in Rule 144A: (a) repurchase agreements, securities owned but subject to repurchase agreements, swaps, bank deposit instruments, loan participations, securities of affiliates and dealers' unsold allotments are excluded; and (b) securities are valued at cost, except that they may be valued at market if they are reported in financial statements at market and no current cost information is published.

Each entity, including a parent or subsidiary, must separately meet the requirements to be a qualified institutional buyer under Rule 144A. Securities owned by any subsidiary are included as owned or invested by its parent entity for purposes of Rule 144A only if (1) the subsidiary is consolidated in the parent entity's financial statements and (2) the subsidiary's investments are managed under the parent entity's direction (except that a subsidiary's securities are not included if the parent entity is itself a majority-owned consolidated subsidiary of another enterprise and is not a reporting company under the Securities Exchange Act of 1934).

We further certify that we will purchase securities under Rule 144A from or through you only for our own account or for the account of another entity which is a qualified institutional buyer including, if we are an insurance company, our separate accounts. **We will not purchase securities for another entity under Rule 144A unless it satisfies one or more of paragraphs (i) through (v) above including as applicable the \$100 million test.**

We agree to notify you of any change in the certifications herein, and each purchase by us of securities under Rule 144A from or through you will constitute a reaffirmation of the certifications herein (as modified by any such notice) as of the time of such purchase.

Name of Entity: _____
(Print or Type)

Assets Under Management
Calculated per Rule 144A: \$ _____
(state a specific amount owned/invested-may be approximate but not range or minimum)

By: _____
(Signature of Chief Financial Officer or other Executive Officer)

Most Recent Fiscal Year-End: _____
(month/day/year)

Name: _____
(Print or Type)

As Per Date
Owned/Invested: _____
(complete only if the calculation date is after most recent fiscal year-end)

Title: _____
(Print or Type)

Salesperson: _____
(Print or Type)

Address Entity: _____
(Print or Type)

Complete blanks as indicated