



## **Special Disclaimer Document Concerning Regulation D and FINRA Rule 2111**

Dear Client/Investor:

A transaction that we are considering on your behalf may result in a private placement of securities, i.e. securities that will not be registered with the Securities and Exchange Commission ("SEC"). We anticipate that such private placement will be pursuant to an exemption from the registration requirements contained under the Securities Act of 1933 (the "Act") (more than likely pursuant to Regulation D), which exemption requires that you are an "Accredited Investor."

The federal securities laws define the term Accredited Investor in Rule 501 of Regulation D as: a bank, insurance company, registered investment company, business development company, or small business investment company; an employee benefit plan, within the meaning of the Employee Retirement Income Security Act, if a bank, insurance company, or registered investment adviser makes the investment decisions, or if the plan has total assets in excess of \$5 million; a charitable organization, corporation, or partnership with assets exceeding \$5 million; a director, executive officer, or general partner of the company selling the securities; a business in which all the equity owners are accredited investors; a natural person who has individual net worth, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase, excluding the value of the primary residence of such person; a natural person with income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year; or a trust with assets in excess of \$5 million, not formed to acquire the securities offered, whose purchases a sophisticated person makes.

AGC Partners will inquire of you, herewith or at some point in the near future, regarding your status as an Accredited Investor, and may ask for you to provide confirming documentation, over and above your representation to us that you meet the definition of Accredited Investor. This is because new rules require broker-dealers, such as AGC Partners, to make independent inquiries into your status.

Further, we will ask you to indicate to us that you have made an independent evaluation and have used your independent judgment in the evaluation of the merits, risks and objectives of the investment, and that you have not relied solely upon the issuer or any of the issuer's representatives and/or agents – including AGC Partners – in forming your opinion. We may also ask you to confirm that you are an institutional investor AND meet any one or more of the following:

You are (1) a bank, savings and loan association, insurance company or registered investment company; OR (2) an investment adviser registered either with the SEC under Section 203 of the Investment Advisers Act or with a state securities commission (or any agency or office performing like functions); OR (3) a person (whether a natural person, corporation, partnership, trust or otherwise) with total assets of at least \$5 million.



## Affirmations of Client/Investor

### 1. Accredited Investor Affirmation

Investor/Client Confirmation

I, \_\_\_\_\_, am an "Accredited Investor" as defined above.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**OR**

My organization, \_\_\_\_\_, is an "Accredited Investor" as defined above.

\_\_\_\_\_  
Signature of Duly Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name of Duly Authorized Representative

\_\_\_\_\_  
Title of Duly Authorized Representative

### 2. Affirmation of Independent Evaluation and Judgment, Pursuant to FINRA Rule 2111

I, \_\_\_\_\_, a duly authorized representative of \_\_\_\_\_ (the "Company"), affirm that the Company has made an independent evaluation of an investment in \_\_\_\_\_, and are exercising our independent judgment concerning the merits, risks and objectives of the investment. We have not relied solely upon the issuer or any of the issuer's representatives and/or agents in forming our opinion;

**AND**

The Company is (check the description(s) that best applies):

Has total assets of at least \$5 million.

A bank, savings and loan association, insurance company or registered investment company.

An investment adviser registered either with the SEC under Section 203 of the Investment Advisers Act or with a state securities commission (or any agency or office performing like functions).

None of the above.

\_\_\_\_\_  
Signature of Duly Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name of Duly Authorized Representative

\_\_\_\_\_  
Title of Duly Authorized Representative