

EXHIBIT B

ACCREDITED INVESTOR VERIFICATION

1. Individual/Couple Qualification

a) I/we hereby attest, under penalty of perjury, that I/we are an Accredited Investor by virtue of the fact that I/we meet one of the following criteria. Please check the box next to the applicable standard shown below by which you believe you qualify:

_____ I am a natural person whose individual net worth or joint net worth with my spouse, at the time of the purchase of the Securities, exceeds One Million Dollars (\$1,000,000), excluding consideration of equity in my primary residence and after having deducted any negative equity in my primary residence or any indebtedness that I have incurred on my primary residence within the sixty (60) days prior to subscribing to this Offering; or

_____ I am a natural person who had individual income in excess of Two Hundred Thousand Dollars (\$200,000) in each of the two (2) most recent years or joint income with my spouse in excess of Three Hundred Thousand Dollars (\$300,000) in each of those years and has a reasonable expectation of reaching the same income level in the current year; or

_____ An individual holding in good standing one or more of the professional certifications or designations established by the SEC as qualifying the holder as an accredited investor (currently, the FINRA Series 7 license, the FINRA Series 65 license, and the FINRA Series 82 license); or

_____ An individual who is a “knowledgeable employee” of the Fund (as defined in SEC Rule 3c-5(a)(4) under the Investment Company Act of 1940); or

_____ We are an entity such as an Individual Retirement Account (IRA) or Self Employed Person (SEP) Retirement Account, and all beneficial owners meet one of the standards defined in the bullets in this Section 1(a) above.

b) I understand and agree that under the Regulation D, Rule 506(c) exemption from registration, the Manager may verify my qualifications to subscribe to these Securities by examination of documents from one or more of the following sources, which I will provide to the Manager or a third party designated by the Manager. Please check the box next to the applicable documents you will provide for qualification for this Offering as an individual Accredited Investor:

_____ **Income-Based Verification** – Copies of any document previously filed with the U.S. Internal Revenue Service that shows my income (W-2, K-1, 1099, 1040, etc.) for the two most recent years, along with written verification from me stating that I

expect to reach accredited income levels in the current year.

_____ **Net Worth-Based Verification** – A copy, within the past three months, of the following: bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments and appraisal reports issued by independent third parties; a credit report from at least one of the nationwide consumer reporting agencies is required; and written statement from the Investor that all liabilities necessary to make a determination of net worth have been disclosed.

_____ **Third-Party Verification**– Written confirmation from a registered broker-dealer, an SEC- registered investment adviser, a licensed attorney, or a certified public accountant that such Person has taken reasonable steps to verify that the purchaser is an Accredited Investor within the prior three months and has determined that such purchaser is an Accredited Investor.

_____ **Roll-Over Accredited** – Those people who were treated as Accredited Investors under a prior 506 offering by the same issuer (the Fund) are deemed to be Accredited Investors in future 506(c) offerings, provided that such Investor certifies that they are still an Accredited Investor.

2. Legal Entity Qualification

We are an Accredited Investor by virtue of the fact that we meet one of the following criteria. Please check the applicable box and provide the requested documents:

_____ We are a charitable organization, corporation, or partnership with assets exceeding Five Million Dollars (\$5,000,000) not formed for the specific purpose of acquiring interests in the Fund. Please provide:

- A copy of the formation Certificate and Agreement, and a company resolution or other document authorizing the investment signed by the requisite parties identified in the Agreement; and
- Documentation that the company has over Five Million Dollars (\$5,000,000) in Assets such as a bank statement, or financial statement showing its assets and liabilities.

_____ We are a business in which all of the equity owners are Accredited Investors. Please provide:

- A copy of the formation Certificate and Agreement, and a company resolution or other document from the entity authorizing the investment signed by the requisite parties identified in the Agreement; and
- Documentation from each of the equity owners demonstrating that all of the equity owners are Accredited Investors or a statement to that effect from a CPA,

attorney or registered investment advisor who has examined their qualifications within the last ninety (90) days.

_____ We are a trust with assets in excess of Five Million Dollars (\$5,000,000) that was not formed to acquire interests in the Fund and whose purchase is directed by a person with such knowledge and experience in financial and business matters that such trust is capable of evaluating the merits and risks of the prospective investment. Please provide:

- A copy of the trust, agency or other agreement and a document authorizing the investment signed by the requisite parties identified in the Agreement, and
- Documentation that the trust qualifies as an Accredited Investor because: a) it has over Five Million Dollars (\$5,000,000) in Assets, and b) that it was not formed to acquire the Interests.

_____ We are a U.S. bank (or savings and loan association or similar institution acting in its individual or fiduciary capacity), U.S. insurance company, U.S. registered investment company, U.S. business development company, U.S. small business investment company; U.S. broker-dealer, U.S SEC or state registered investment adviser or a U.S. investment adviser relying an exemption from registration pursuant to §203(l) or §203(m) of the Investment Advisers Act of 1940; or a Rural Business Investment Company as defined in §384A of the Consolidated Farm and Rural Development Act. Please provide:

- Documentation proving our designation as such, and
- A document signed by the requisite Persons authorizing the investment.

_____ We are 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 Five Million Dollars (\$5,000,000), in which case:

- A bank, insurance company, or registered investment adviser must sign this Qualification Statement on our behalf of the Investor, or
- You must provide Documentation that the plan has total assets in excess of Five Million Dollars (\$5,000,000).

_____ We are a plan established and maintained by a state or its political subdivisions, or any agency or instrumentality thereof, for the benefit of its employees, and which has total assets in excess of \$5,000,000, in which case:

- You must provide documentation establishing that the plan was established by one of the governmental entity types noted above.
- You must provide Documentation that the plan has total assets in excess of Five Million Dollars (\$5,000,000).

3. Signature(s)

IN WITNESS WHEREOF, I/we hereby attest, under penalty of perjury, that the following representations are true and correct, signed this _____ day of _____, 20____

Signature of Individual, Owner, Manager, Officer or Member

Printed Name (and Title if a Legal Entity)

Company Name (if applicable)
