

the benefit of its employees, if such a plan has total assets in excess of \$5,000,000.

An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are Accredited Investors.

The Investor is an entity in which all of the equity owners are Accredited Investors.

PROPRIETARY AND CONFIDENTIAL

C-4