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

Name of Investor: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(the “Investor”)

I am a:

* Licensed Attorney Jurisdiction:\_\_\_\_\_\_\_\_\_\_\_\_; License #:\_\_\_\_\_\_\_\_\_\_\_
* Licensed Accountant Jurisdiction:\_\_\_\_\_\_\_\_\_\_\_; License #:\_\_\_\_\_\_\_\_\_\_\_\_
* Registered Broker Dealer Jurisdiction:\_\_\_\_\_\_\_\_\_\_\_; License #:\_\_\_\_\_\_\_\_\_\_\_\_
* Registered Investment Advisor Jurisdiction:\_\_\_\_\_\_\_\_\_\_\_; License #:\_\_\_\_\_\_\_\_\_\_\_\_

I am in good standing in jurisdiction(s) listed above and all other jurisdictions in which I might hold a license.

I hereby confirm that (1) I am personally familiar with the financial condition, income and/or net worth of the Investor, (2) I have taken reasonable steps to verify the Investor’s status as an “accredited investor”, as such term is defined in Rule 501(a) of Regulation D of the Act, within three months of this Written Confirmation, including review of relevant financial documents of the Investor, and (3) I have determined that the Investor is an accredited investor.

I have determined and hereby certify that the Investor is an accredited investor, because the investor is (check applicable ones):

● \_\_\_\_\_ 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.

● \_\_\_\_\_ 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 corporation, partnership, a non-profit organization described in Section 501(c)(3) of the Internal Revenue Code, or Massachusetts or similar business trust, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000; or

● \_\_\_\_\_ An entity in which all of the equity owners are accredited investors.

● \_\_\_\_\_ A trust whose total assets exceed $5,000,000, has not been formed to acquire the security offered, and whose purchase is directed by a sophisticated person as described in SEC Rule 506(b)(2)(ii); or

● \_\_\_\_\_ A revocable trust where all individual grantors are accredited investors and where the trust may be amended or revoked at any time by the grantors.

● \_\_\_\_\_ 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.

In conducting the analysis, I reviewed information provided by the Investor, including certifications as to certain information and supporting documentation that the Investor provided to me. I have taken “reasonable steps” as outlined by the Securities and Exchange Commission in conducting this analysis.

I understand and acknowledge that the Investor has requested that I provide this certification letter to assist [[Name the Startup or Fund here]] (“Investor”) in its verification of Investor’s status as an accredited investor in connection with the Investor’s potential purchase of securities offered for sale by one or more companies (“Issuers”) on the Investor. The Investor, and any Issuer in which the Investor invests in through the Investor, may rely on this certification letter.

I am pleased to confirm that the Investor has been verified as an “accredited investor” as defined in Rule 501 of Regulation D of the Securities Act of 1933.

Sincerely,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(sign here)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(print name)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(phone number)