

Transfer of Ownership Request Form

Date: _____

Requested by: _____

Assignor (Legal Entity): _____

Mailing Address: _____

Email Address: _____

Select: Individual/Joint Entity Trust Estate

Assignee (Legal Entity): _____

Mailing Address: _____

Email Address: _____

Select: Individual/Joint Entity Trust Estate

Investment Entity Name(s): _____

Percentage (%) of Class A ownership to transfer: _____

Amount (\$) of Consideration: _____

Section 754 Election

Required Documentation for Transfer

Additional proof of authority required for the following:

- **Limited Liability Companies**- Certificate of Formation and Good Standing and LLC Operating Agreement
- **Corporations**- Certificates of Incorporation, bylaws, and Certificate of Good Standing
- **Partnerships**- Certificate of Partnership and Partnership Agreements
- **Estates**- Letters of Appointment of Executor
- **Trusts**- Certificate of Trust and/or Trust Agreement
- Any other documentation requested by the Company, including any required legal opinions opining as to authority and enforceability



Assignee to provide the following:

- Accredited Investor Verification- can be completed online: denholtz.accredd.com
- Completed W-9 of legal entity
- Creation of account on the Denholtz Investor Portal: invest.denholtz.com

Upon receipt and approval of the Ownership Transfer Request Form and required documentation, please allow 7 business days for the preparation of the assignment. The assignment document **must be notarized**.

Should you have additional questions, please contact Investor Relations at: investor@denholtz.com or (732) 956-3114

What is an Accredited Investor?

Federal laws require that companies register with the Securities and Exchange Commission (SEC) prior to selling any securities to investors. These laws are designed to protect investors. However, there are certain exemptions to this registration requirement.

One exemption from registration is provided by Regulation D, which allows companies to offer securities to "accredited investors" in a private offering. Accredited Investors are defined by the SEC as individuals with income exceeding \$200,000 annually (\$300,000 per couple) with the expectation of that continuing, or a net worth of more than \$1 million, excluding the value of the primary residence.

How do I verify my accredited status?

Denholtz has two ways to proceed with verifying your accredited status:

1. Use denholtz.accredd.com and complete the verification process online.
2. Use a qualified, independent third-party verifier, such as your CPA, attorney, or wealth advisor. You may use the verification letter template attached.

Can Denholtz verify my accreditation?

No, Denholtz is not an SEC-qualified party and cannot verify your accreditation. Please do not upload financial documents directly to your investor portal account for this purpose.

Denholtz does not require and will not store this type of documentation for you to invest on the investor portal. We only require a letter verifying your accredited status, per SEC rules. These letters are valid for 5 years.

What kind of documentation is required to verify my accreditation?

The majority of investors are asked to supply to their SEC-qualified verifier copies of W-2s or tax returns to verify annual income, and/or account balance statements to verify net worth, but additional requirements may vary depending on the complexity of the investor's financial situation.

We suggest either reaching out to your CPA, attorney, or wealth advisor, or visit the FAQ section at Accredd.com/FAQ.

STATUS CERTIFICATION LETTER

[THIS CERTIFICATION LETTER, OR SOMETHING SIMILAR, MUST BE PROVIDED ON COMPANY LETTERHEAD]

Re: Accredited Investor Verification of _____ [NAME OF INVESTOR]

_____ [NAME OF INVESTOR] ("Investor") has requested that the undersigned provide this Status Certification Letter (this "Certification Letter") to verify the Investor's status as an "accredited investor" as defined by Rule 501(a) of the Securities Act of 1933, in connection with the Investor's purchase of units offered by companies who are advertising the sale of securities.

The undersigned certifies that [I/we/it] [am/are/is]:

- a registered broker-dealer registered with FINRA;
- an investment adviser registered with the Securities and Exchange Commission;
- a licensed attorney in good standing in the State of _____, State Bar No _____; or
- a certified public accountant duly registered and in good standing in the State of _____, CPA License/Certification No. _____.

Based on the review of the supporting documentation identified below, I hereby attest that the Investor satisfies one of the following criteria to qualify as an accredited investor (select only one):

- an individual (not a partnership, corporation, etc.) whose individual net worth, or joint net worth with his or her spouse, presently exceeds \$1,000,000, exclusive of the value of his or her primary residence;¹
- an individual (not a partnership, corporation, etc.) who had an income in excess of \$200,000 in each of the two most recent years, or joint income with his or her spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- 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 bullets 1 and 2 above;
- an employee benefit plan within the meaning of Title 1 of ERISA and the plan has total assets in excess of \$5,000,000;
- a corporation, partnership, Massachusetts business trust, or non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;
- a trust with total assets in excess of \$5,000,000;
- a business in which all Investors are Accredited Investors; or
- a bank, insurance company, registered investment company, business development company, or small business investment company.

In connection with this Certification Letter, the undersigned has reviewed the original or photocopies of the following documents:

- Forms 1040 and supporting Forms W-2, Forms 1099, Schedules K-1 of Form 1065 for the two-most recent years;
- Bank statements, brokerage statements, certificates of deposit or tax assessments;
- Credit report from at least one of the nationwide consumer reporting agencies; and
- Other documents (please specify and attach a list if necessary)_____.

¹ In calculating net worth you must exclude equity in the Investor's primary residence and deduct any negative equity in the primary residence (if any, as stated by the Investor) or any indebtedness incurred on the primary residence within the sixty (60) days prior to verification.

This Certification Letter will operate as verification on which an offeror may reasonably rely, provided such verification is dated within ninety (90) days of Investor's subscription to the offeror's offering:

SIGNATURE: _____

NAME: _____

COMPANY: _____

TITLE: _____

DATE: _____