

Memorandum No: \_\_\_\_\_

Recipient's Name: \_\_\_\_\_

# **STEELWOOD CAPITAL, LLC**

## **PURCHASER QUESTIONNAIRE FOR INDIVIDUALS**

# Steelwood Capital, LLC

## PURCHASER QUESTIONNAIRE FOR INDIVIDUALS

(Trusts, Corporations, Partnerships, Employee Benefit Plans and other entities should complete the Purchaser Questionnaire for Organizations).

### Purpose of this Questionnaire.

Membership Interests (the “Membership Interests”) in Steelwood Capital, LLC, a Florida limited liability company (the “Fund,” “Company” or “Steelwood Capital”), are being offered pursuant to the terms and conditions of a Confidential Private Placement Memorandum (the “Memorandum”), without registration under the Securities Act of 1933 (the “Act”) or the securities laws of certain states, in reliance on the exemptions contained in Section 4(2) of the Act and in Regulation D promulgated thereunder (“Regulation D”), and in reliance on similar exemptions claimed under certain applicable state laws. Under the Act, Regulation D and certain state laws, the Company must determine that an individual meets certain suitability requirements before selling (or, in some states, offering) Membership Interests to such individual. The purpose of this Questionnaire is to determine whether you meet the definition of an “accredited investor” under Rule 501 promulgated under Regulation D. This Questionnaire does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy a Membership Interest or any other security.

**THE FUND WILL NOT OFFER OR SELL MEMBERSHIP INTERESTS TO ANY INDIVIDUAL WHO HAS NOT COMPLETED A PURCHASER QUESTIONNAIRE.**

### Instructions:

One copy of this Questionnaire should be completed, signed, dated and delivered to Steelwood Management , LLC, 12276 San Jose Blvd. Suite 519, Jacksonville, FL 32223.

**PLEASE ANSWER ALL QUESTIONS.** If the appropriate answer is “None” or “Not Applicable”, so state. Please print or type your answers to all questions. Attach additional sheets if necessary to complete your answer to any item.

Your answers will be kept strictly confidential at all times; however, the Company may present this Questionnaire to such parties (including governmental entities) as it deems appropriate in order to assure itself and such entities that the offer and sale of the Membership Interests will not result in a violation of the registration provisions of the Act or the securities laws of any state.

1. **Name and Address.**

Name(s):

Age(s):

\_\_\_\_\_  
\_\_\_\_\_

Principal Residence Address: \_\_\_\_\_  
\_\_\_\_\_

Business Address: \_\_\_\_\_  
\_\_\_\_\_

Telephone #s: Residence: ( \_\_\_\_\_ ) \_\_\_\_\_

Business: ( \_\_\_\_\_ ) \_\_\_\_\_

Preferred Mailing Address: [ ] Residence [ ] Business

Citizenship: [ ] U.S. [ ] Other (Specify) \_\_\_\_\_

Social Security Number(s) \_\_\_\_\_  
\_\_\_\_\_

Marital Status: \_\_\_\_\_

2. **Financial Status.**

Please answer the following questions concerning your financial status by marking the appropriate box and filling in the blanks.

A. Does your individual or joint (together with your spouse) net worth<sup>1</sup> (Exclusive of the value of home, furnishings therein and automobiles) exceed \$1,000,000?

YES                       NO

<sup>1</sup> For this purpose, a person's net worth is the excess of all of the person's assets over all of the person's liabilities, based upon current fair market value.

B. Does your income<sup>2</sup> from all sources for each of the last two years, as well as the expected amount of such income for the current year, exceed \$200,000 (individually) or \$300,000 (jointly with your spouse)?

YES                       NO

**3. Financial and Investment Background.**

Please respond to the following questions, supplying as much detail as possible in order to make your answers complete.

A. Indicate your present principal business position or other occupation:

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B. Do you have sufficient knowledge and experience in financial and business matters so that you are capable of evaluating the merits and risks of investing in restricted securities of a private enterprise such as the Fund?

YES                       NO

Please supply brief information as to any prior investments you have made during the past five years similar to the Fund:

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C. Please provide in the space below any additional information which would indicate that you have sufficient knowledge and experience in financial and business matters so that you are capable of evaluating the merits and risks of investing in restricted securities of a private enterprise such as Steelwood Capital, LLC

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<sup>2</sup> For this purpose, a person's income is the amount of that person's individual adjusted gross income (as reported on a Federal income tax return), increased by the following amounts: (a) any deductions for long-term capital gains or depletion (Sections 1202 and 611 *et seq.*, respectively, of the Internal Revenue Code of 1986, as amended (the "Code")); (b) any exclusion for interest on tax exempt municipal obligations (Section 103 of the Code); and (c) any losses of a partnership allocated to the person (Schedule E of Form 1040). A sole proprietors income generally would be his gross income less expenses incurred in connection with earning such income.

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D. Do you have adequate means of providing for your current needs and personal contingencies and have no need for liquidity in this investment?

YES                       NO

E. Are you aware that the proposed offering of Membership Interests will involve non-marketable, non-transferable securities requiring your capital investment to be maintained for an indefinite period of time?

YES                       NO

F. In evaluating the merits and risks of this investment, do you intend to rely upon the advice of any other person(s) who will be acting as your purchaser representative(s)?

YES                       NO

G. If you answered "Yes" to Question 3(F), please identify each such person and indicate his business address and telephone number in the space below. (Each such person must complete, and you must review and acknowledge, a separate Purchaser Representative Questionnaire and Purchaser Representative Designation which must be returned to the Fund prior to the sale of any Membership Interests to you.)

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**4. Litigation:**

A. Do you know of any pending or threatened litigation the outcome of which could adversely affect the answer to any question hereto?

YES                       NO

B. Have you been the subject of or party to any pending or threatened litigation regarding any investments of the types referred to in Paragraph 3 hereof?

YES                       NO

5. Affiliation:

Please respond to the following questions:

[NOTE: The following questions pertain to an Interpretation of the Financial Industry Regulatory Authority, Inc. ("FINRA") regarding your ability to participate in "hot issues," if any, invested in by the Fund.]

A. Are you, or is any member of your immediate family, an officer, director, general partner, employee or agent of, or otherwise associated with, a broker/dealer that is (i) registered with the Securities and Exchange Commission ("SEC") and (ii) a member of FINRA?

YES                       NO

B. If you answered "Yes" to Question 5(A), please identify the broker/dealer(s), the individual(s) holding a position with a broker-dealer(s) and the nature of the position(s) held.

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C. Are you, or is any member of your immediate family supported by you, a general officer of, a person in the securities department of, employee of, or person who may influence or whose activities directly or indirectly involve or are related to the function of buying or selling securities for, any bank, savings and loan institution, insurance company, investment company or investment partnership, investment advisor (whether or not registered with the SEC) or other institutional type account, domestic or foreign?

YES                       NO

D. If you answered "Yes" to Question 5(C), please identify the entity(ies) involved, the individual holding a position(s) with the entity and the nature of the position(s) held.

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The undersigned hereby represents and warrants that the answers to the foregoing questions and the foregoing statements made by the undersigned are true and accurate to the best of my information and belief and the Fund will be notified promptly of any changes in the foregoing answers and statements.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

Date and Place Executed:

\_\_\_\_\_  
(Signature)

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

\_\_\_\_\_  
(Print Name)

Place: \_\_\_\_\_  
(City and State)

15.9. Execution in Counterparts.

This agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Manager and the Members have hereunto set their hands as of the day and year first above written.

MANAGER:  
Steelwood Management, LLC

By: \_\_\_\_\_  
(Authorized Member)

MEMBERS:  
FOR INDIVIDUALS:

\_\_\_\_\_  
(Signature of Individual)

\_\_\_\_\_  
(Printed Name)

FOR ORGANIZATIONS:

\_\_\_\_\_  
(Printed Name of Organization)

By: \_\_\_\_\_  
(Signature of Officer, Principal, Trustee, Member)

\_\_\_\_\_  
(Printed Name of Officer, Principal, Trustee, or Member)

Title: \_\_\_\_\_