

**AMERICANS REBUILDING AMERICA, INC.**  
**INVESTOR QUESTIONNAIRE**

**A. ACCREDITED INVESTOR AND QUALIFIED CLIENT STATUS.**

Unless otherwise determined by the President in its sole discretion, the President will accept subscription offers only from persons who are “Accredited Investors,” as that term is defined in Regulation D under the Securities Act, and “Qualified Clients”, as such term is defined in the Investment Advisers Act.

(15) The term “accredited investor” shall mean— (ii) any person who, on the basis of such factors as financial sophistication, net worth, knowledge, and experience in financial matters, or amount of assets under management qualifies as an accredited investor under rules and regulations which the Commission shall prescribe.

PLEASE CHECK THE APPROPRIATE SPACE(S) IN THIS SECTION INDICATING THE BASIS ON WHICH YOU QUALIFY AS AN INVESTOR. YOU ARE WITH YOUR SIGNATURE ON THIS DOCUMENT CERTIFYING THE CORRECTNESS OF ALL STATEMENTS MADE AS OF THE DAY THEY ARE MADE.

BY: \_\_\_\_\_ BY: \_\_\_\_\_ BY: \_\_\_\_\_

**I. QUALIFICATION AS AN ACCREDITED INVESTOR.** Please check the categories applicable to you indicating the basis upon which you qualify as an Accredited Investor for purposes of the Securities Act and Regulation D thereunder.

1.  **Corporations or Partnerships.** A corporation, partnership, or similar entity that has in excess of \$5 million of assets and was not formed for the specific purpose of acquiring an Interest in the Company.
2.  **Revocable Trust.** A trust that is revocable by its grantors and *each* of whose grantors is an accredited investor. (If this category is checked, please also check the additional category or categories under which the grantor qualifies as an accredited investor.)
3.  **Irrevocable Trust.** A trust (other than an ERISA plan) that (i) is not revocable by its grantors, (ii) has in excess of \$5 million of assets, (iii) was not formed for the specific purpose of acquiring an Interest, and (iv) is directed by a person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of an investment in the Company.
4.  **Non-Profit Entity.** An organization described in Section 501(c)(3) of the Internal Revenue Code, as amended, with total assets in excess of \$5 million (including endowment, annuity and life income funds), as shown by the organization’s most recent audited financial statements.
5.  **Other Institutional Investor (check one).**
  - A bank, as defined in Section 3(a)(2) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
  - A savings and loan association or similar institution, as defined in Section 3(a)(5)(A) of the Securities Act (whether acting for its own account or in a fiduciary capacity);
  - A broker-dealer registered under the Exchange Act;

- An insurance company, as defined in section 2(13) of the Securities Act;
- A “business development company,” as defined in Section 2(a)(48) of the ICA;
- A small business investment company licensed under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended; or
- A “private business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended.

6.  **Entity Owned Entirely By Accredited Investors.** A corporation, partnership, Limited Liability Company; private investment company or similar entity *each* of whose equity owners is an accredited investor. (If this category is checked, please also check the additional category or categories under which each natural person qualifies as an accredited investor.)

**II. QUALIFICATION AS A QUALIFIED CLIENT.** Please check the categories applicable to you indicating the basis upon which you qualify as a Qualified Client for purposes of the Advisers Act.

1.  **Individual or Company with Net Worth In Excess of \$1.5 Million.** A natural person or company whose net worth (or, in the case of a natural person, joint net worth with his or her spouse) at the time of entering into this Agreement exceeds \$1,500,000. (Explanation: In calculating net worth, you may include your equity in personal property and real estate, including your principal residence, cash, short-term investments, stock and securities. Your inclusion of equity in personal property and real estate should be based on the fair market value of such property less debt secured by such property.)
2.  **Individual or Company with \$750,000 under Management.** A natural person or company who has at least \$750,000 under the management of the President immediately after entering into this Agreement.
3.  **Individual or Company who is a Qualified Purchaser under 1940 Act.** A natural person or company who is a qualified purchaser as defined in Section 2(a) (51) (A) of the 1940 Act at the time of entering into this Agreement.
4.  **Executive Officer, Director, etc. of President.** A natural person who is an executive officer, director, trustee, or person serving in a similar capacity, of the President.
5.  **Employee of President.** A natural person who is an employee of the President (other than an employee performing solely clerical, secretarial or administrative functions with regard to the President) who, in connection with his or her regular functions or duties, participates in the investment activities of the President, provided that such employee has been performing such functions and duties for or on behalf of the President, or substantially similar functions or duties for or on behalf of another company, for at least 12 months.
6.  **Financial Sophistication:** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

7.  **Knowledge:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

8.  **Experience in financial matters:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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**B. REPRESENTATIONS AND WARRANTIES BY LIMITED LIABILITY COMPANIES, CORPORATIONS, PARTNERSHIPS, TRUSTS AND ESTATES.**

If the Subscriber is a corporation, partnership or trust, the Subscriber and each person signing on behalf of Subscriber represents and warrants that:

1. Was the undersigned organized or reorganized for the specific purpose, or for the purpose among other purposes, of acquiring interests in the Company?

Yes  No

2. Will the Subscriber, at any time, invest more than 40% of Subscriber's assets in the Company?

Yes  No

3. Under the Subscribing entity's governing documents and in practice, are the Subscribing entity's investment decisions based on the investment objectives of the Subscribing entity and its owners generally and not on the particular investment objectives of any one or more of its individual owners?

Yes  No

4. Does any individual partner or member or group of partners or members of the undersigned have the right to elect whether or not to participate in the investment of the Subscribing entity in the Company or to determine the level of participation of such partner or group therein?

Yes  No

5. Is the Subscribing entity authorized and qualified to become a Member in the Company and does the Subscribing entity and the undersigned hereto further represent and warrant that such signatory has been duly authorized by the Subscribing entity to execute the Subscription Documents?

Yes  No

6. Is the undersigned a private investment company which is not registered under the Company Act, as amended, in reliance on Section 3(c)(1) or Section 3(c)(7) thereof?

Yes  No

**C. TAXPAYER ID NUMBER; NO BACKUP WITHHOLDING; NOT A FOREIGN PERSON OR ENTITY.**

If Subscriber is a "non-U.S. person or entity," allocations of Company income may be subject to withholding and taxation under the Internal Revenue Code, as amended ("Code"). Subscriber acknowledges that it may be required to file U.S. income tax returns. If the Subscriber is a foreign corporation, foreign partnership,

foreign trust or foreign estate (as those terms are defined in the Code and the regulations thereunder), please contact the President. The Subscriber understands that the information contained in this item may be disclosed to the Internal Revenue Service by the Company and that any false statement contained in this item could be punished by fine, imprisonment or both.

1. Subscriber certifies that the taxpayer identification number being supplied herewith by Subscriber is Subscriber's correct taxpayer identification number and that Subscriber is not subject to backup withholding under Section 3406 of the Code and the regulations thereunder.

Yes  No

2. Subscriber certifies that Subscriber is not a "Non-U.S. person" or, if an entity, that Subscribing entity is not a foreign corporation, foreign partnership, foreign trust or foreign estate, as those terms are defined the Code and the regulations thereunder.

Yes  No

3. If Subscriber's non-foreign status changes or if any other information in this item changes, Subscriber agrees to notify the President within 30 days thereafter.

Yes  No

**D. COMPLIANCE WITH THE USA PATRIOT ACT.**

To comply with applicable anti-money laundering/U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") rules and regulations, you are required to provide the following information:

**I. Payment Information.**

1. Name of the bank from which your payment to the Company is being wired (the "Wiring Bank"):

\_\_\_\_\_

2. Is the Wiring Bank located in the United States or another "FATF Country"<sup>1</sup>?

Yes  No

If yes, please answer question (3) below.

If no, please provide the information described in Item II below.

3. Are you a customer of the Wiring Bank?

Yes  No

If yes, you may skip Item II below, as well as Schedule A through Schedule E (attached hereto).

If no, please provide the information described in Item II below.

<sup>1</sup> As of the date hereof, countries that are members of the Financial Action Task Force on Money Laundering (each an "FATF Country") are: Argentina, Australia, Austria, Belgium, Brazil, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, Turkey, United Kingdom, and the United States. The list of FATF Countries may be expanded to include future FATF members and FATF compliant countries, as appropriate.

## II. Additional Information.

Note: this section applies only to investors who responded “no” to question I (2) or I (3) above. If you answered “yes” to both I (2) and I (3) please skip this Section II as well as Schedules B through E (attached hereto).

The following materials must be provided to the President:

### **For Individual Investors**

- A government issued form of picture identification (*e.g.*, passport or drivers license).
- Proof of the individual’s current address (*e.g.*, current utility bill), if not included in the form of picture identification.

### **For Funds of Funds or Entities that Invest on Behalf of Third Parties Not Located in the United States or Other FATF Countries**

- A certificate of due formation and organization and continued authorization to conduct business in the jurisdiction of its organization (*e.g.*, certificate of good standing).
- An incumbency certificate attesting to the title of the individual executing the Subscription Documents on behalf of the prospective investor (a sample Incumbency Certificate is attached hereto as form Schedule A).
- A completed copy of Schedule B (attached hereto) certifying that the entity has adequate anti-money laundering policies and procedures in place that are consistent with the USA PATRIOT Act, OFAC and other relevant Federal, state or foreign anti-money laundering laws and regulations.
- A letter of reference from a local office of a reputable bank or brokerage firm which is incorporated, or has its principal place of business located, in the United States or other FATF Country certifying that the prospective investor (*i.e.*, the fund of funds or the entity investing on behalf of third parties) has maintained an account at such bank/brokerage firm for a length of time and containing a statement affirming the prospective investor’s integrity (a sample Letter of Reference is attached hereto as Schedule C).

### **For All Other Entity Investors**

- A certificate of due formation and organization and continued authorization to conduct business in the jurisdiction of its organization (*e.g.*, certificate of good standing).
- An incumbency certificate attesting to the title of the individual executing the Subscription Documents on behalf of the prospective Investor (a sample Incumbency Certificate is attached hereto as Schedule C).
- A letter of reference from a local office of a reputable bank or brokerage firm which is incorporated, or has its principal place of business located, in the United States or other FATF Country certifying that the prospective investor (*i.e.*, the fund of funds or the entity investing on behalf of third parties) has maintained an account at such bank/brokerage firm for a length of time and containing a statement affirming the prospective investor’s integrity (a sample Letter of Reference is attached hereto as Schedule C).
- If the prospective investor is a privately-held entity, a completed copy of Schedule D (attached hereto) listing the name of each person who directly, or indirectly through intermediaries, is the

beneficial owner of 25% or more of any voting or non-voting class of equity interests of the prospective investor.

- If the prospective investor is a trust, a completed copy of Schedule E (attached hereto) listing the current beneficiaries of the trust that have, directly or indirectly, 25% or more of any interest in the trust, the settlers or grantors of the trust, and the trustees.

**E. ADDITIONAL SUBSCRIBER INFORMATION.**

Subscriber further represents and warrants that the following information is true and complete:

Name of Subscriber: \_\_\_\_\_ Date of Birth: \_\_\_\_\_

Name of Joint Subscriber, if any: \_\_\_\_\_ Date of Birth: \_\_\_\_\_

Amount of Capital Contribution: \$ \_\_\_\_\_

Subscriber's Social Security or Taxpayer ID No.: \_\_\_\_\_

(A subscriber who does not have a Social Security or Taxpayer ID. Number will not be admitted to the Company.)

Type of owner or form of ownership:

- |                                      |   |                                     |
|--------------------------------------|---|-------------------------------------|
| <input type="checkbox"/> Individual  | <input type="checkbox"/> Joint Tenants With Right of Survivorship | <input type="checkbox"/> IRA        |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Tenants in Common                        | <input type="checkbox"/> Keogh Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Employee Benefit Plan                    | <input type="checkbox"/> Other      |
| <input type="checkbox"/> Trust       | <input type="checkbox"/> Limited Liability Company                | Specify: _____                      |

Address (Principal State of Residence):

Mailing Address, if different:

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

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

Telephone number (\_\_\_\_) \_\_\_\_-\_\_\_\_

Fax number (\_\_\_\_) \_\_\_\_-\_\_\_\_

Email: \_\_\_\_\_

Name of Remitting Bank: \_\_\_\_\_

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

SWIFT/ABA/CHIPS/UID: \_\_\_\_\_

Account name: \_\_\_\_\_

Account number: \_\_\_\_\_

Under Reference: \_\_\_\_\_

Unless notified otherwise, the Company will use the foregoing bank account details in the case of withdrawals.

If the Subscriber is a corporation, limited liability company; partnership or a trust, please provide the names and addresses of the officers, directors, partners, Presidents, members and principal beneficiaries as the case may be. *To the extent the context permits, all of the information in this questionnaire is furnished on behalf of and is applicable to each of the persons listed below. The President may require any one of these individuals to complete a separate Investor Questionnaire.*

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Duplicate reports, including statements and quarterly letters should be sent to:

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**SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE SIGNATURE PAGE**

Date: \_\_\_ day of \_\_\_\_\_, 201\_\_

\$ \_\_\_\_\_  
Amount of Capital Commitment

**SIGNATURE FOR PARTNERSHIP, CORPORATION, TRUST OR OTHER ENTITY SUBSCRIBER:**

\_\_\_\_\_  
(Print Name of Subscriber)

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

\_\_\_\_\_  
(Print Name and Title of Person Signing)

The foregoing subscription is hereby accepted on \_\_\_ day of \_\_\_\_\_, 201\_\_.

President

By: \_\_\_\_\_

**AMENDED AND RESTATED SUBSCRIPTION AGREEMENT SIGNATURE PAGE**

The undersigned, desiring to enter into the Subscription Agreement (the "Agreement") of Americans Rebuilding America, Inc. a Washington Corporation (the "Company"), hereby agrees to all of the terms of the Agreement and agrees to be bound by the terms thereof and to become a Shareholder thereunder, and the undersigned hereby joins in the execution and swears to this Agreement and hereby authorizes this signature page to be attached thereto.

Witness the execution hereby by the undersigned as a Shareholder of the Company and individually.

\_\_\_\_\_  
Print Name of Subscriber

\_\_\_\_\_  
Employer Identification Number

**Signature for Subscribers Other Than  
Individuals:**

By: \_\_\_\_\_  
Signature of Authorized Signatory

\_\_\_\_\_  
Print Name and Title of Authorized Signatory

Dated: \_\_\_\_ day of \_\_\_\_\_, 201\_\_

Business Address of Subscriber:

\_\_\_\_\_  
Street

\_\_\_\_\_  
City State Zip Code



**SCHEDULE A**

**FORM OF INCUMBENCY CERTIFICATE**

The undersigned, being the \_\_\_\_\_ of \_\_\_\_\_,  
a \_\_\_\_\_ organized under the laws of \_\_\_\_\_  
Type of Entity Title Insert Name of Entity Jurisdiction of Organization

(the "Company"), does hereby certify on behalf of the Company that (i) the persons named below are directors, Presidents and/or officers of the Company, (ii) the signature at the right of said name, respectively, is the genuine signature of said person, and (iii) the persons listed below are each an authorized signatory for the Company and each is authorized by the Company to give and receive instructions between the Company and the Company (including but not limited to requests for redemption). Such persons are the only persons so authorized until further written notice to the Company signed by one or more of such persons.

<u>Name</u>	<u>Title</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand as of the \_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Signature of Signatory #1 Print Name and Title of Signatory #1

**THE UNDERSIGNED**, \_\_\_\_\_, a duly authorized \_\_\_\_\_  
Name of Signatory #2 Title  
of the Company, does hereby certify that \_\_\_\_\_ is a duly authorized  
Name of Signatory #1  
officer of \_\_\_\_\_ and that the signature set forth above is his or her true and correct  
Name of Company  
signature.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand as of the \_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Signature of Signatory #2 Print Name and Title of Signatory #2

**SCHEDULE B**

**ANTI-MONEY LAUNDERING CERTIFICATION FORM FOR FUNDS OF FUNDS OR ENTITIES THAT INVEST ON BEHALF OF THIRD PARTIES**

The undersigned, being the \_\_\_\_\_ of \_\_\_\_\_,  
Title Name of Entity  
a \_\_\_\_\_ organized under the laws of \_\_\_\_\_  
Type of Entity Jurisdiction of Organization

(the "Company"), does hereby certify on behalf of the Company that it is aware of the requirements of the USA PATRIOT Act of 2001, the regulations administered by the U.S. Department of Treasury's Office of Foreign Assets Control ("OFAC"), and other applicable U.S. Federal, state or non-U.S. anti-money laundering laws and regulations (collectively, the "anti-money laundering/OFAC laws"). The Company has anti-money laundering policies and procedures in place reasonably designed to verify the identity of its beneficial holders and their sources of funds. Such policies and procedures are properly enforced and are consistent with the anti-money laundering/OFAC laws such that the Company may rely on this Certification.

The Company hereby represents to the Company that, to the best of its knowledge, the Company's beneficial holders are not individuals, entities or countries that may subject the Company to criminal or civil violations of any anti-money laundering/OFAC laws. The Company has read the section entitled "Representations and Warranties by Subscriber under USA PATRIOT Act" in the Company's Subscription Documents. The Company has taken all reasonable steps to ensure that its beneficial holders are able to certify to such representations. The Company agrees to promptly notify the Company should the Company have any questions relating to any of the investors or become aware of any changes in the representations set forth in this Certification.

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SCHEDULE C**

**FORM LETTER OF REFERENCE**

[LETTERHEAD OF LOCAL OFFICE OF FATF MEMBER BANKING INSTITUTION  
OR BROKERAGE FIRM]

President

To whom it may concern:

I, \_\_\_\_\_, the \_\_\_\_\_ of \_\_\_\_\_, do hereby  
Name Title Name of Institution

certify that \_\_\_\_\_ has maintained an account at our institution for  
Name of Investor

\_\_\_\_\_ years and, during this period, nothing has occurred that would give our institution  
Insert Period

cause to be concerned regarding the integrity of \_\_\_\_\_.  
Name of Investor

Do not hesitate to contact me at \_\_\_\_\_ if you have any further questions.  
Insert Telephone No.

Very truly yours,

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

**SCHEDULE D**

**BENEFICIAL OWNERSHIP INFORMATION**

To Be Completed By Entity Shareholders That Are Privately Held Entities

**Instructions: Please complete and return this Schedule and provide the name of every person who is directly or indirectly through intermediaries, the beneficial owner of the company's corporate shares.**

<u>Full Name</u>	If Shareholder is an Individual, Insert Name and Address of the individual. For entity Shareholder the authorized Principal <u>Employer and Position</u>	Citizenship (for Individuals) or Principal Place of <u>Business (for Entities)</u>

**SCHEDULE E**

**TRUST OWNERSHIP INFORMATION**

To Be Completed By Shareholders That Are Trusts

**Instructions: Please complete and return this Schedule and provide the name of: (i) every current beneficiary that has, directly or indirectly, an interest of 25% or more in the trust; (ii) every person who contributed assets to the trust (settlers or grantors); and (iii) every trustee. If there are intermediaries that are not individuals, continue up the chain of ownership listing their 25% or more equity interest holders until individuals are listed.**

<u>Full Name and Address</u>	<u>Status (Beneficiary/Settlor/ Trustee)</u>	<u>Citizenship (for Individuals) or Principal Place of Business (for Entities)</u>