

KEIRETSU



FORUM

"Great Association with Quality Deal Flow"

# Membership Application

Annual Membership fee is \$3,000

One-time Administrative Fee is \$475

**Please Fill Out All Information Below**

(Please Print)

A Keiretsu Forum member is:

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

Company: \_\_\_\_\_

An active accredited private equity investor

Phone Number: (\_\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_

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

Sponsored/Recommended by: \_\_\_\_\_

Are you an Accredited Investor? ( ) Yes ( ) No ( ) Not Sure

A trusted, honest, and respected member of the business community.

Membership Type: ( ) Individual Investor Member  
( ) Corporate/Fund Member  
( ) Resource Member

A contributor of time, wisdom, and expertise to our funded companies and soon to be funded companies.

Committee Participation:  
( ) Clean Tech ( ) Real Estate  
( ) Consumer Products ( ) Charitable Foundation  
( ) Digital Media/Entertainment ( ) Software  
( ) Due Diligence ( ) Mobile/Telecommunication  
( ) Hardware ( ) Sustainability/Impact  
( ) Life Sciences/Healthcare

Credit Card Information: ( ) VISA ( ) MasterCard ( ) AMEX

Card #: \_\_\_\_\_ Exp Date: \_\_\_\_\_

Card Security Code (CSC) on Back: \_\_\_\_\_ (AMEX CSC is on front of card and is 4 digits)

Enjoys building relationships with other members and companies we fund.

Name on Card: \_\_\_\_\_

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

City, State, Zip: \_\_\_\_\_

I have received, read and understand the Terms of Participation in Keiretsu Forum as outlined in Appendix I and II.

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

Signature: \_\_\_\_\_

## **Appendix I - Terms of Participation in Keiretsu Forum**

Keiretsu Forum arranges meetings between Issuers and potential Investors. Those Issuers may be considering conducting private offerings of their equity in which the Investor may want to consider investing. Under securities law, Issuers conducting private offerings of their securities must observe various requirements, including that private offering may not involve any advertising or general solicitation. Keiretsu Forum and Issuers that attend its meetings do not conduct any advertising or general solicitation. Everyone that attends any of those meetings and that might want to invest in any Issuers must have demonstrated appropriate qualifications and must agree to the following terms:

1. Investor agrees that any invitation to Keiretsu Forum that Investor may receive is personal to Investor, and Investor will not invite anyone else to attend, whether in addition to or instead of Investor. If you desire to introduce any other potential investor to Keiretsu Forum, please contact the Keiretsu Forum in advance.
2. Investor understands that Investor may learn of private offerings through Keiretsu Forum. These private offerings are subject to state and federal securities laws, which prohibit, among other things, the communication or retransmission to anyone of information received by Investor from Issuers through Keiretsu Forum. Such information is for the sole use of Investor and may not be reviewed by or shared with others. To the extent necessary, Issuers may separately provide information to Investor and to Investor's legal, tax and investment decisions.
3. Investor understands that Keiretsu Forum has not reviewed any information about Issuers that are represented at its meetings. Investor will not rely on Keiretsu Forum for any such review. Keiretsu Forum makes no representations or warranties about any Issuer, express or implied. Investor understands that Investor is solely responsible for Investor's own due diligence investigation of any Issuer before deciding to invest that Issuer.
4. Investor understands that all negotiations concerning investments (including price, percentage ownership interest and other terms) will take place directly between Investor and Issuers and that Keiretsu Forum is not acting as an agent or principal or in any other capacity in those negotiations or transactions.
5. Investor understands that Keiretsu Forum is not an investment adviser or underwriter for Investor for any Issuer and that Keiretsu Forum takes no responsibility for the accuracy or completeness of any information about any Issuer communicated to Investor by any means or by any person at any time.
6. Investor understands that, due to SEC regulations, Investor may not be able to review certain Issuers represented at prior Keiretsu Forum meetings. Investor may also not be able to view certain Issuers until 45 days after Keiretsu Forum receives this completed and signed Questionnaire.
7. Investor understands that if Issuer wants Investor to agree to other restrictions on the use of the Issuer's confidential information, the Issuer may require that Investor enter into a separate nondisclosure agreement before providing the confidential information.
8. Investor understands that investing in early stage, private companies involves extreme risk and should be considered only by Investors that can afford to lose their entire investment.
9. Investor understands that this Questionnaire is the entire agreement between Investor and Keiretsu Forum, may only be amended or waived in writing signed by the applicable party, and shall be governed by the laws of the state of California.
10. Investor understands that Keiretsu forum is not a broker/dealer and may not sell, offer to sell or solicit an offer to buy any security. References to Keiretsu Forum include its affiliates and agents.

Investor should consult Investor's own attorneys, accountants, investment advisers and other professional advisers when considering an investment.



## **Appendix II - Definition of Accredited Investor under Regulation D\***

Under the Securities Act of 1933, a company that offers or sells its securities must register the securities with the SEC or find an exemption from the registration requirements. The Act provides companies with a number of exemptions. For some of the exemptions, such as rules [505](#) and [506](#) of [Regulation D](#), a company may sell its securities to what are known as "accredited investors."

The federal securities laws define the term accredited investor in Rule 501 of Regulation D as:

1. A bank, insurance company, registered investment company, business development company, or small business investment company;
2. 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;
3. A charitable organization, corporation, or partnership with assets exceeding \$5 million;
4. A director, executive officer, or general partner of the company selling the securities;
5. A business in which all the equity owners are accredited investors;
6. A natural person who has individual net worth, Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000, excluding the value of the primary residence of such natural person;
7. 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; or
8. A trust with assets in excess of \$5 million, not formed to acquire the securities offered, whose purchases a sophisticated person makes.

For more information about the SEC's registration requirements and common exemptions, read their brochure, [Q&A: Small Business & the SEC](#). \*<http://www.sec.gov/answers/accred.htm>

Investor should consult Investor's own attorneys, accountants, investment advisers and other professional advisers when considering an investment.

*Please Return the Completed Application to*  
*Nathan McDonald, President, Keiretsu Forum Northwest Region*  
*at [Nathan@KeiretsuForum.com](mailto:Nathan@KeiretsuForum.com)*