

XYZ Fund, LLC

Investor Questionnaire And Subscription Agreement

In the event you decide not to participate in this offering, please return the Confidential Private Placement Memorandum, the Fund's Limited Liability Company Agreement and this Investor Questionnaire and Subscription Agreement to:

XYZ Investment Management, LLC
99 Investment Circle
Miami, Florida 33139

GENERAL INSTRUCTIONS

The following documents must be properly and fully completed, dated, signed and returned to XYZ Investment Management, LLC (the “Manager”) in connection with your subscription for a limited liability company Membership Interest (a “Membership Interest”) in XYZ Investment Fund, LLC (the “Fund”), this booklet includes the following documents. They must be properly and fully completed, dated and signed by each prospective investor:

1. The Investor Questionnaire and Subscription Agreement;
2. The Signature Page to the Investor Questionnaire and Subscription Agreement; and
3. The Signature Page to the Fund’s Second Amended and Restated Limited Liability Company Agreement.

Please note that entities (*e.g.*, a subscriber other than a natural person) must provide additional documents establishing its authorization to make an investment in the Fund, as follows:

1. A **corporate** subscriber must supply a copy of its articles or certificate of incorporation, bylaws (or equivalent documents), and a certified corporate authorizing resolution.
2. A **partnership** subscriber must supply a copy of the subscriber’s partnership agreement.
3. A **limited liability company** must supply its certificate of formation, limited liability company agreement (or equivalent documents) and, if applicable, an authorizing resolution.
4. A **trust** subscriber must supply a copy of its trust agreement.
5. A **foundation** subscriber must supply a copy of its organizational documents.
6. An **estate** subscriber must supply a copy of the will governing such estate, including any codicils thereto, and letters testamentary.
7. An **employee benefit plan** subscriber must supply a copy of its plan and its trust agreement, if any.
8. A **governmental plan or governmental unit** must supply a copy of its authorizing or enabling legislation.

Each of such entities (or any other entity), as well as any agent or person acting in a representative capacity, must, if requested by the Manager, furnish such other documentation that the Manager may deem appropriate based upon the type of entity and its jurisdiction of organization and may be required to furnish an opinion of counsel or other evidence satisfactory to the Manager that such subscriber has the power and authority to become a limited partner in the Fund.

Failure to comply with the above requirements, or the Special Instructions below, may constitute an incomplete subscription and, if not corrected, may result in the rejection of your subscription request.

Special Instructions for Trusts, Joint Owners, Employee Benefit Plans and Others:

Do any of the following apply to you?

- If the subscriber is a **grantor of a revocable trust**, has the trust also read, filled in the requested information, and signed each signature page?
- If the subscriber is a **revocable trust**, has the grantor also read, filled in the requested information, and signed each signature page?
- If the subscriber is an **individual subscribing jointly with a co-owner**, has such co-owner also read, filled in the requested information, and signed each signature page?
- If the subscriber is an **employee benefit plan directed by a participant for his or her own account**, has each person making the investment decision to purchase an Membership Interest read, filled in the requested information, and signed each of the forms referred to above?
- If the subscriber is an **investment partnership or corporation** that is eligible to participate in “new issue” IPOs, has the subscriber provided a letter from its accountant or attorney that fully complies with the requirements of New Issue Rule (as defined in Section V of this Investor Questionnaire and Subscription Agreement)?

Mailing and Payment Instructions

Prospective investors should complete the following steps prior to the intended date of subscription in XYZ Investment Fund, LLC (the “Fund”):

- (1) Complete the attached Investor Questionnaire and Subscription Agreement, including an executed signature page and the Fund’s Limited Liability Company Agreement, and send to the Fund’s manager, XYZ Investment Management, LLC, at the address below, as soon as possible so that the Fund may determine whether the prospective investor is eligible to subscribe for Fund Membership Interests.

XYZ Investment Management, LLC
99 Investment Circle
Miami, Florida 33139

- (2) Make payment in U.S. Dollars by wire transfer to:

Bank Name: Wells Fargo Bank, N.A.
ABA No: 121000248
SWIFT Code: WFBIUS65

Further Credit To:
Account Name: XYZ Investment Fund, LLC
Account No. 0123456789
Further referencing the name of the investor.