

Presented:

2015 Securities Regulation Primer
The Nuts and Bolts of a *Private* Private Placement

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How the Investor Obligates Him or Herself: Subscription Agreements

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[NAME OF ISSUER]

SUBSCRIPTION DOCUMENTS

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The following are all of the documents necessary to subscribe for a limited partner interest (“**Partnership Interest**”) in [NAME OF ISSUER], a Texas limited partnership (the “**Partnership**”).

<u>Item No.</u>	<u>Item</u>	<u>Who Must Complete</u>
I.	Subscription Agreement	All investors must complete and sign two copies.
II.	Purchaser Questionnaire	All investors must complete and sign.
III.	Bad Actor Questionnaire	All investors must complete and sign.
IV.	Certificate for Corporate, Partnership, Trust and Joint Subscribers	Required of all corporations, partnerships, trusts and joint subscribers (other than married couples) investing in the Partnership.
V.	Purchaser Representative Letter	Investors utilizing a Purchaser Representative must have this item completed and signed by their Purchaser Representative.
VI.	Purchaser Representative Questionnaire	Investors utilizing a Purchaser Representative must have this item completed and signed by their Purchaser Representative.
VII.	Partnership Agreement Signature Page	All investors must complete and sign two copies.
VIII.	W-9 Certification	All investors must complete and sign.

Special Instructions for Corporate, Limited Liability Company, Partnership, Trust and Joint Subscribers:

If the investor is a corporation, partnership, trust, joint owner or other entity, the following additional instructions must be followed. The Partnership may also request information in addition to the information requested below in certain cases:

1. **Subscription Agreement.**

(a) *Corporations and Limited Liability Companies.* A duly authorized officer of the entity must date, sign and complete a Subscription Agreement only in the name of the purchaser entity. The officer must print the name of the entity above his signature, print his name and office held within the entity below his signature.

(b) Partnerships and Trusts. In the case of a partnership or trust, an authorized partner or trustee must date, sign and complete a Subscription Agreement only in the name of the purchaser partnership or trust. The partner or trustee must print the name of the partnership or trust above his signature, and print his name and the word “partner” or “trustee” below his signature.

(c) Joint Ownership. All Joint Purchasers (except married couples, unless otherwise indicated) must individually meet the suitability requirements, and date, sign and complete a Subscription Agreement. Joint Purchasers shall state if they are purchasing interests as joint tenants with the right of survivorship or tenants in common or if the interests will be held as community property, and each must execute the Subscription Agreement.

2. Evidence of Authorization. Upon the request of the general partner of the Partnership (the “*General Partner*”), investors (other than natural persons subscribing for their own account) must provide evidence of authorization to invest in the Partnership in a form satisfactory to the General Partner. Examples may include the following:

- a. Corporations and Limited Liability Companies: resolutions authorizing the subscription and identifying the officer(s) empowered to sign the Subscription Documents.
- b. Partnerships: partnership certificate or partnership agreement identifying the general partner or its officer(s) empowered to sign the Subscription Documents.
- c. Trusts: trust agreement or relevant portions thereof showing appointment and authority of trustee(s).
- d. IRAs or other self-directed retirement plans: certificate of the custodian, trustee or an appropriate officer certifying that the subscription has been authorized and identifying the individual empowered to sign the Subscription Documents.

3. Form of Identification. Investors who are natural persons should provide proof of identity in the form of a copy of their current, valid U.S. passport, driver’s license or other government-issued photo identification.

Send all documents:

[GENERAL PARTNER]

[ADDRESS]

Attention: [NAME, TITLE]

Phone: [NUMBER]

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[Securities Law Investors: Private Placement and Risks; plus Subscription Agreements](#)

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