

NEXTRIDGE CAPITAL, LLC

Dear Potential Investor:

Thank you for your interest in NextRidge Capital, LLC. We are delighted that you are interested in participating in one or more of our investment opportunities. Upon our acceptance of your completed investment interest form, we will add you to our list of potential investors.

As a potential investor, you will be provided with advance notification of investment opportunities and with a preference to participate in any such opportunities (additional preference will be given based upon your participation in previous opportunities and other strategic and/or marketing factors). Upon completion of our preliminary due diligence of a given investment opportunity, you will receive a Private Placement Memorandum for you to review. Additionally, you will be given the opportunity to further review/discuss the opportunity with us in either a group or one-on-one setting.

Our goal is to provide you with as much information as you require to make an informed investment decision. If you have any questions, please call upon us. We will endeavor to provide you with as much information as we can!

Again, thank you for your interest in NextRidge Capital investment opportunities; we look forward to reviewing opportunities with you in the near future! Please either fax the completed interest form to (518) 935-9000 or mail it to the address below.

Sincerely,

A handwritten signature in black ink, appearing to read "David Wood III". The signature is fluid and cursive, with a stylized "III" at the end.

David B. Wood, III
Managing Partner

NEXTRIDGE CAPITAL, LLC

INVESTMENT INTEREST FORM

NAME:

DATE:

COMPANY:

OCCUPATION:

ADDRESS:

CITY, STATE AND ZIP CODE:

HOME/BUSINESS PHONE NUMBER:

MOBILE PHONE NUMBER:

EMAIL ADDRESS:

PREFERRED CONTACT METHOD AND BEST TIME:

I would like to be informed of future NextRidge Capital investment opportunities.

I would be interested in participating at the \$ _____ per investment level.

DO YOU HAVE ANY INDUSTRY OR OTHER EXPERIENCE OR UNIQUE SKILLS THAT YOU WOULD LIKE TO SHARE WITH US, AND ARE YOU WILLING TO REVIEW SPECIFIC DEALS PRIOR TO OUR LETTER OF INTENT PROCESS?:

DO YOU HAVE ANY INTEREST IN SERVING ON AN ADVISORY BOARD OF A SPECIFIC PORTFOLIO COMPANY?

I have reviewed the NextRidge Capital presentation and am interested in participating (at the level indicated above) in one or more of NextRidge Capital investment opportunities. I understand I will be given the opportunity to review detailed information on each individual investment before I make any binding commitment.

I further understand that this is not a binding commitment by me or by NextRidge Capital, and that my ability to participate in any given investment opportunity may be determined based my participation level in previous NextRidge Capital deals.

Finally, I certify that (i) I am an Accredited Investor, as defined by the Securities Act of 1933, as amended (please see attached guidance), (ii) all securities will be purchased for investment purposes only and for my own account, and (iii) I understand that any securities purchased are restricted and may not be freely resold.

NextRidge Capital, LLC

Name: _____

Date: _____

Date: _____

NEXTRIDGE CAPITAL, LLC

INVESTMENT INTEREST FORM

DEAL FLOW PROCESS REVIEW

- Deal Flow Review
 - Identify potential target from variety of deal flow sources
 - Screen company and negotiates Letter of Intent
- Letter of Intent
 - Negotiate and sign Letter of Intent with company
 - **Circulate brief summary to interested parties and gauge interest**
- Due Diligence
 - Financial, legal and operational due diligence
 - Prepare business summary & financial model
 - Prepare integration and operating plan
- Investment
 - **Circulate business summary, financial model and term sheet to identified interested parties**
 - NextRidge completes due diligence
 - **Interested parties sign commitment letter (CLs) and complete suitability questionnaire**
 - Negotiate definitive agreements with company
 - **Capital called to escrow account and execution of definitive agreements with investors**
 - Closing

INVESTORS WILL RECEIVE THE FOLLOWING COMMUNICATIONS POST DEAL:

- Monthly operating reports (if requested)
- Quarterly operating reports
- Semi-annual investment review
- Annual operating plan from company
- Updates to the strategic plan, as required.

NEXTRIDGE CAPITAL, LLC

INVESTMENT INTEREST FORM



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U.S. Securities and Exchange Commission

Accredited Investors

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, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase;
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 our brochure, [Q&A: Small Business & the SEC](#).

<http://www.sec.gov/answers/accred.htm>

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Modified:07/10/2000