



LaunchTennessee

INCITE Co-Investment Fund

QUALIFIED BUSINESS LEGAL CERTIFICATION

Definitions. For purposes of this Qualified Business Legal Certification (this "Certification"), the following terms have the indicated meanings:

"Affiliate" means a person or entity who directly, or indirectly through one or more intermediaries, controls or is controlled by or is under common control with another person or entity.

"Control" means the possession, directly or indirectly, of the power to direct or compel the direction of the management or policies of a person or entity, whether through the ownership of voting securities, by contract, or otherwise.

"Insiders" includes the Qualified Business's officers, directors, partners, members, and managers and beneficial owners of 10% or more of any class of equity securities of the Qualified Business.

Answer all of the following questions. For any "yes" answer, please provide additional details, including without limitation applicable date(s) and jurisdiction(s) and actions taken with respect to and the final disposition of the subject or underlying matter, whether administrative, regulatory, judicial, civil, or criminal. **All additional information should be provided on supplemental pages attached to this Certification, which supplemental pages must identify the specific question(s) in regard to which such additional information is being provided.**

A. In the past 10 years, has the Qualified Business or any of its Affiliates or Insiders:

- | | | |
|--|---------|--------|
| (1) Filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the Securities and Exchange Commission (the "SEC")? | Yes [] | No [] |
| (2) Been convicted of any criminal offense in connection with the offer, purchase, or sale of any security? | Yes [] | No [] |
| (3) Been convicted of any criminal offense involving fraud or deceit, including offenses involving the making of any false filings with the SEC? | Yes [] | No [] |
| (4) Been subject to a United States Postal Service false representation order entered under 39 U.S.C. § 3005 or subject to a temporary restraining order or preliminary injunction entered under 39 U.S.C. § 3007 with respect to conduct alleged to have violated 39 U.S.C. § 3005? | Yes [] | No [] |

B. Is the Qualified Business or any of its Affiliates or Insiders currently subject to any state or federal administrative enforcement order or judgment, entered within the past 10 years, finding fraud or deceit in connection with the purchase or sale of any security? Yes [] No []

C. Has the Qualified Business or any of its Affiliates or Insiders ever been suspended or expelled from membership in, or suspended or barred from association with a member of, a national securities exchange registered under Section 6 of the Securities Exchange Act of 1934 (the "Exchange Act") or a national securities association registered under Section 15A of the Exchange Act for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? Yes [] No []

- D. Is the Qualified Business or any of its Affiliates or Insiders, by reason of any misconduct, permanently or temporarily enjoined by order, judgment, or decree of any court of competent jurisdiction from acting as an underwriter, broker, dealer, investment advisor, municipal securities dealer, government securities broker, government securities dealer, bank, transfer agent, credit rating agency, or person or entity required to be registered under the Commodity Exchange Act, or as an affiliated person, salesman, or employee of any investment company, bank, insurance company, or person or entity required to be registered under the Commodity Exchange Act, or from engaging in or continuing any conduct or practice in connection with any such activity or in connection with the purchase or sale of any security? Yes No
- E. In the past 10 years, has the Qualified Business or any of its Affiliates or Insiders been convicted of or pled guilty or *nolo contendere* ("no contest") to any felony? Yes No
- F. Is the Qualified Business or any of its Affiliates or Insiders now the subject of any proceeding, action, or investigation that could result in a "yes" answer to any of Items A-E above? Yes No
- G. Has the Qualified Business (i) timely filed all tax returns (whether federal, state, or local) required to be filed by it on or before the date of this Certification, with all such returns being true, complete, and correct in all material respects and prepared in compliance with all applicable laws, and (ii) paid all taxes (whether federal, state, or local) shown to be due and payable on such tax returns? Yes No

The undersigned, being a duly authorized officer of the Qualified Business named below, has executed this Certification as of the date set forth below.

Legal Name of Qualified Business

Signature of Authorized Officer

Name of Authorized Officer (please print)

Title of Authorized Officer

Date

STATE OF _____)

COUNTY OF _____)

Before me, _____, Notary Public of and for the State and County aforesaid, personally appeared _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be a/the _____ of _____, the above-named Qualified Business, a _____, and that he/she as such _____ executed the foregoing instrument for the purpose therein contained by signing the name of the Qualified Business by himself/herself as such _____.

WITNESS my hand and seal, at office, this the _____ day of _____, 20_____.

Notary Public

My Commission Expires:
