



INCITE CO-INVESTMENT FUND

INVESTOR USE OF PROCEEDS CERTIFICATION

This Assurance is referenced by Section 3005(e)(7) of the Small Business Jobs Act of 2010.

Legal name of Investor ("Investor"): _____

In connection with a proposed co-investment by the Investor in _____
under the INCITE Co-Investment Fund program, the Investor hereby certifies to the Participating State as follows:

1. The investment is not being made in order to place under the protection of the INCITE Co-Investment Fund program prior debt that is not covered under the INCITE Co-Investment Fund program and that is or was owed by the Qualified Business to the Investor or an affiliate of the Investor.
2. The investment is not a refinancing of a loan or investment previously made to the Qualified Business by the Investor or an affiliate of the Investor.

Legal Name: _____

By: _____

Print: _____

Title: _____

Date: _____