

ACCREDITED INVESTOR CERTIFICATION LETTER

**Land Betterment Corporation**  
12115 Visionary Way, Suite 174  
Fishers, IN 36038  
Attn: Kirk P. Taylor

Dear Mr. Taylor:

I am submitting this Accredited Investor Certification Letter (the "**Letter**") in connection with the offering of Units consisting of One Share of Common Stock and One Warrant to purchase a share of Common Stock (the "**Units**") of Land Betterment Corporation (the "**Company**"). I understand that the Units are being sold only to accredited investors ("**Accredited Investors**") as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the "**Securities Act**").

I hereby represent and warrant to the Company that I qualify as an Accredited Investor on the basis that:

*(You **must** choose part A or B below and check the applicable boxes.)*

A. I am a **NATURAL PERSON** and:

*(An investor using this Part A **must** check box (1) or (2).)*

- (1) **Income Test:** My individual income exceeded \$200,000 in each of the two most recent years or my joint income together with my spouse exceeded \$300,000 in each of those years;

**and**

I reasonably expect to earn individual income of at least \$200,000 this year or joint income with my spouse of at least \$300,000 this year.

**and**

In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment advisor, license attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual income or my joint income together with my spouse.

- (2) **Net Worth Test:** My individual net worth, or my joint net worth together with my spouse, exceeds \$1,000,000.

For these purposes, "net worth" means the excess of:

total assets as fair market value (including all personal and real property, but excluding the estimated fair market value of my primary resident)

**minus**

total liabilities.

For these purposes, "liabilities":

excludes any mortgage or other debt secured by my primary residence in an amount of up to the estimated fair market value of that residence; but includes any mortgage or other debt secured by my primary residence in an amount in excess of the estimated fair market value of that residence.

I confirm that my total individual liabilities, or my total joint liabilities together with my spouse, do not exceed \$\_\_\_\_\_. I represent that all liabilities necessary to determine my individual net worth, or my joint net worth together with my spouse, for the purpose of determining my status as an Accredited Investor are reflected in the dollar amount in the preceding sentence.

In addition, I confirm that I have not incurred any incremental mortgage or other debt secured by my primary residence in the 60 days preceding the date of this Letter, and I will not incur any incremental mortgage or other debt secured by my primary residence prior to the date of the closing for the sale of the Units. I agree to promptly notify the Company if, between the date of this Letter and the date of the closing for the sale of the Units, I incur any incremental mortgage or other debt secured by my primary residence. *(NOTE: If the representation in the first sentence of this paragraph is untrue or becomes untrue prior to the date of the closing for the sale of the Units, you may still be able to invest in the Units. However, you must first contact the Company for additional instructions on how to calculate your net worth for purposes of this offering.)*

**and**

In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment advisor, license attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual net worth or my joint net worth together with my spouse.

**B. I am a LEGAL ENTITY that is:**

*(An investor using this Part B must check at least one box below. NOTE: An investor that checks any of boxes B(1) through B(12) must contact the Company for additional instructions.)*

- (1) A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity.
- (2) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.
- (3) An insurance company as defined in the Securities Act.
- (4) An investment company registered under the Investment Company Act of 1940 (the "**Investment Company Act**").
- (5) A business development company as defined in Section 2(a)(48) of the Investment Company Act.
- (6) A private business development company as defined in the Investment Advisors Act of 1940.

- (7) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or 301(d) of the Small Business Investment Act of 1958.
- (8) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Units, with total assets in excess of \$5,000,000.
- (9) A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000.
- (10) An employee benefit plan within the meaning of Title I of the Employment Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in such Act., which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000, or if a self-directed plan, the investment decision are made solely by person that are accredited investors.
- (11) A trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Units, whose purchase is directed by a "sophisticated" person.
- (12) An entity in which all of the equity owners are Accredited Investors.

*(NOTE: If box (12) is checked, each equity owner of the entity must individually complete and submit to the Company its own copy of this Letter.)*

### **INDEPENDENT THIRD-PARTY VERIFICATION**

To verify my status as an Accredited Investor, I have requested that the following prepare, on my behalf, an Independent Third-Party Verification Letter substantially in the form attached as Annex A, which I am expected to submit simultaneously with this Letter:

Name:

Firm Name:

Email:

Telephone:

Address:

Who is a:

- registered broker-dealer
- SEC-registered investment advisor
- licensed attorney
- certified public accountant

*(NOTE: You must check one of the boxes above.)*

I have informed the person named above that the Company may further contact him or her to verify my status as an Accredited Investor and I hereby authorize the Company and its agents to communicate with the person or firm named above to obtain such verification.

**I understand that I am solely responsible for paying any fees charged by the person or firm named above in connection with verifying my status as an Accredited Investor.**

### **SUPPORTING DOCUMENTATION**

Supporting documentation must be submitted to the Company simultaneously with the delivery of this Letter to the Company.

I understand that the Company may request additional supporting documentation from me in order to verify my status as an Accredited Investor and I hereby agree to promptly provide any such additional supporting documentation.

I further understand that, even if I complete and execute this Letter and provide supporting documentation requested by the Company, the Company may in its sole discretion refuse to accept my subscription for the Units for any reason or for no reason.

### **RELIANCE ON REPRESENTATIONS; INDEMNITY**

I understand that the Company and its counsel are relying upon my representations in the Letter and upon the supporting documentation delivered in connection with the Letter (collectively, the "**Investor Information**"). I agree to indemnify and hold harmless the Company, its directors, officers, shareholders, members, representatives and agents, and any person who controls any of the foregoing, against any and all loss, liability, claim damage and expense, including attorneys' fees) arising out of or based upon any misstatement or omission in the Investor Information or any failure by me to comply with any covenant or agreement made by me in the Investor Information.

**SHARING OF INVESTOR INFORMATION**

I understand and agree that the Company may present the Investor information to such parties as it deems appropriate to establish that the issuance and sale of the Units (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws.

**INVESTOR'S SIGNATURE AND CONTACT INFORMATION**

Date:

Name:

Signature:

Email Address:

Mailing Address:

Telephone Number:

**SPOUSE'S SIGNATURE AND CONTACT INFORMATION**

*(NOTE: The investor's spouse need only sign this letter if the investor is a natural person proving its accredited investor status based on joint income or joint net worth with the spouse. A spouse who signs this letter makes all representations set out in this letter, including those relating to joint income or joint net worth, as applicable.)*

Date:

Name:

Signature:

Email Address:

Mailing Address:

Telephone Number:

Annex A: Form of Independent Third-Party Verification Letter  
(MUST BE ON FIRM LETTERHEAD)

**Land Betterment Corporation**  
**12115 Visionary Way, Suite 174**  
**Fishers, IN 46038**  
**Attn: Kirk P. Taylor**

Dear Mr. Taylor:

Our client, \_\_\_\_\_ [NAME OF PROSPECTIVE INVESTOR] (the "**Prospective Investor**"), has asked me to verify the Prospective Investor's status as an "accredited investor" as that term is defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (an "**Accredited Investor**"). I am providing this verification to assure Land Betterment Corporation (the "**Company**"), that the Prospective Investor is an Accredited Investor and is eligible to participate in a placement of securities (the "Offering") by Land Betterment Corporation that is only open to Accredited Investors.

I am  a registered broker-dealer,  an SEC-registered investment advisor,  a licensed attorney,  a certified public accountant duly registered and in good standing under the laws of the jurisdiction of my residence or principal office. I acknowledge that the Company will rely on this letter in determining the Prospective Investor's eligibility to participate in the Offering and I consent to such reliance.

I have undertaken an independent analysis of the Prospective Investor's status as an Accredited Investor at least once during the three-month period preceding the date of this letter. The most recent date as of which I have made such determination is \_\_\_\_\_. To my knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead me to believe that the Prospective Investor has ceased to be an Accredited Investor. I have taken reasonable steps to verify that the Prospective Investor is an Accredited Investor based on his  income,  net worth (whether individual or together with his/her spouse) and, based on those steps, I have determined that the Prospective Investor is an Accredited Investor.

Sincerely,

By: \_\_\_\_\_

Name:

Title:

Date:

*(Note: If you prefer to use a different form of documentation to confirm the Prospective Investor's status as an Accredited Investor, please submit your alternative form of verification to the Company by (a) emailing it in PDF form to [info@landbetterment.com](mailto:info@landbetterment.com) or (b) mailing it to Land Betterment Corporation., PO Box 264, Fishers, Indiana 46038. Note that if you use a different form of verification, it must be signed and dated and include, at a minimum: (a) confirmation of your status as a registered broker-dealer, an SEC-registered investment advisor, a licensed attorney, [or a certified public accountant duly registered and in good standing under the laws of the jurisdiction of my residence or principal office]; (b) a statement that you have taken reasonable steps to verify that the Prospective Investor qualifies as an Accredited Investor based on his/her income or net worth, as applicable; (c) a statement that, based on those steps, you have determined that he Prospective Investor is an Accredited Investor; (d) the date as of which you most recently made that determination; (e) a statement that, to your knowledge, after reasonable investigation, no facts, circumstances or events have arisen after that date that lead you to believe that the Prospective Investor has ceased to be an Accredited Investor; and (f) an acknowledgement that the Company will rely on your letter in determining the Prospective Investor's eligibility to participate in the Offering and your consent to such reliance.*