

[COMPANY NAME]

Example Fund I, a series of Roll Up Vehicles, LP
PO Box 3217
Seattle, WA 98114

Re: US Tax Requirements

Dear Example Fund I, a series of Roll Up Vehicles, LP,

This letter will confirm our agreement that pursuant to and effective as of your purchase of securities issued by [COMPANY NAME], a Corporation organized under the laws of [COUNTRY] (the “**Company**”), Example Fund I, a series of Roll Up Vehicles, LP, a Delaware limited partnership (the “**Investor**”), shall be entitled to the following contractual rights:

(1) CFC Representations.

- a. Immediately after the closing of Investor’s investment in the Company (the “**Investment**”), one or both of the following will be true (i) the Company will not be a “Controlled Foreign Corporation” (“**CFC**”) as defined in the U.S. Internal Revenue Code of 1986, as amended (or any successor thereto) (the “**Code**”) or (ii) to the knowledge of the Company, Investor will not directly or constructively own 10% or more of the total value or voting power of all shares of the Company (a significant “**U.S. Shareholder**” as defined in the Code).
- b. If following the Investment (i) the Company becomes a CFC when it was not a CFC immediately following the Investment, (ii) Investor becomes a significant U.S. Shareholder when it was not a U.S. Shareholder immediately following the Investment , or (iii) Investor communicates to Company in writing a reasonable basis for believing Company has become a CFC when it wasn’t a CFC immediately following the Investment, Company agrees to provide to Investor no later than 60 days following the end of each taxable year:
 - i. A report from the Company’s tax advisors detailing whether any portion of the Company’s income is “subpart F income” (as defined in Section 952 of the Code) (“**Subpart F Income**”) and a report regarding the Company’s status as a CFC; and
 - ii. The Company’s capitalization table as of the end of the last day of each taxable year, as well as access to such other Company information as may be necessary for the Investor to determine the Company’s status as a CFC and to determine whether the Investor or any of Investor’s Partners is required to report its pro rata portion of the Company’s Subpart F Income on its United States federal income tax return, or to allow the Investor or the Investor’s Partners to otherwise comply with applicable United States federal income tax laws. The term “**Investor’s Partners**” shall mean each of the Investor’s partners and any direct or indirect

equity owners of such partners. The “**Company**” shall mean the Company and any of its subsidiaries.

- c. Upon (i) an exit by the Company or (ii) a tax audit of an Investor Partner in which Company’s status as a CFC is in question, Company agrees to provide Investor with written confirmation regarding Company’s status as a non-CFC for each year in which Investor held its investment in the Company.

(2) PFIC Representation.

- a. The Company has never been, and, to the best of its knowledge, will not be with respect to its taxable year during which Investor makes its investment a “passive foreign investment company” within the meaning of Section 1297 of the Code (a “**PFIC**”).
- b. The Company shall use its commercially reasonable efforts to avoid being a PFIC.
- c. If at any time following Investor’s investment the Company becomes a PFIC or Investor communicates to Company in writing a reasonable basis for believing Company has become a PFIC, Company agrees to provide to Investor no later than 60 days following the end of each such taxable year:
 - i. Annual financial information to Investor in the form provided in the attached PFIC Exhibit attached hereto (or in such other form as may be required to reflect changes in applicable law).
 - ii. Access to such other Company information as may be required for purposes of allowing the Investor to make a “Qualified Electing Fund” election pursuant to Section 1295 of the Code or “Protective Statement” filed by Investor pursuant to Treasury Regulations.
 - iii. Upon (i) an exit by the Company or (ii) a bona fide audit of Investor or one or more of Investor’s Partners in which Company’s status as a PFIC is in question, Company agrees to provide Investor with written confirmation regarding Company’s status as a non-PFIC for each year in which Investor held its investment in the Company.

(3) Entity Classification Representation. The Company shall take such actions, including making an election to be treated as a corporation or refraining from making an election to be treated as a partnership, as may be required to ensure that at all times the Company is classified as a corporation for United States federal income tax purposes.

(4) General. The Investor agrees that in no case shall it take any action to enforce the rights provided for in this letter if such action shall cause material hardship to the Company.

Very truly yours,

[COMPANY NAME]

(Name of Entity)

By: _____

Name:

Title:

Date:

PFIC Exhibit

Annual Information Statement

- (1) This questionnaire furnished to Example Fund I, a series of Roll Up Vehicles, LP (the “*Investor*”) applies to the taxable year of [COMPANY NAME] (the “*Company*”) beginning on January 1, 20__, and ending on December 31, 20__.
- (2) _____ PLEASE CHECK HERE IF 75% OR MORE OF THE COMPANY’S GROSS INCOME CONSTITUTES PASSIVE INCOME.

Passive income: For purposes of this test, passive income includes:

- Dividends, interests, royalties, rents and annuities, excluding, however, rents and royalties which are received from an unrelated party in connection with the active conduct of a trade or business.
- Net gains from the sale or exchange of property—
 - which gives rise to dividends, interest, rents or annuities (excluding, however, property used in the conduct of a banking, finance or similar business, or in the conduct of an insurance business);
 - which is an interest in a trust, partnership, or REMIC; or
 - which does not give rise to income.
- Net gains from transactions in commodities.
- Net foreign currency gains.
- Any income equivalent to interest.

Look-through rule: if the Company owns, directly or indirectly, 25% of the stock by value of another corporation, the Company must take into account its proportionate share of the income received by such other corporation.

- (3) _____ PLEASE CHECK HERE IF THE AVERAGE FAIR MARKET VALUE DURING THE TAXABLE YEAR OF PASSIVE ASSETS HELD BY THE COMPANY EQUALS 50% OR MORE OF THE AVERAGE FAIR MARKET VALUE OF ALL OF THE COMPANY’S ASSETS.

Note: This test is applied on a gross basis; no liabilities are taken into account.

Passive Assets: For purposes of this test, “passive assets” are those assets which generate (or are reasonably expected to generate) passive income (as defined above). Assets which generate partly passive and partly non-passive income are considered passive assets to the extent of the relative proportion of passive income (compared to non-passive income) generated in a particular taxable year by such assets. Please note the following:

- A trade or service receivable is non-passive if it results from sales or services provided in the ordinary course of business.

- Intangible assets that produce identifiable items of income, such as patents or licenses, are characterized in terms of the type of income produced.
- Goodwill and going concern value must be identified to a specific income producing activity and are characterized in accordance with the nature of that activity.
- Cash and other assets easily convertible into cash are passive assets, even when used as working capital.
- Stock and securities (including tax-exempt securities) are passive assets, unless held by a dealer as inventory.

Average value: For purposes of this test, “average fair market value” equals the average quarterly fair market value of the assets for the relevant taxable year.

Look-through rule: if the Company owns, directly or indirectly, 25% of the stock by value of another corporation, the Company must take into account its proportionate share of the passive assets of such other corporation.

(4) _____ PLEASE CHECK HERE IF (A) MORE THAN 50% OF THE COMPANY’S STOCK (BY VOTING POWER OR BY VALUE) IS OWNED BY FIVE OR FEWER U.S. PERSONS OR ENTITIES AND (B) THE AVERAGE AGGREGATE ADJUSTED TAX BASES (AS DETERMINED UNDER U.S. TAX PRINCIPLES) DURING THE TAXABLE YEAR OF THE PASSIVE ASSETS HELD BY THE COMPANY EQUALS 50% OR MORE OF THE AVERAGE AGGREGATE ADJUSTED TAX BASES OF ALL OF THE COMPANY’S ASSETS.

Average value: For purposes of this test, “average aggregate adjusted tax bases” equals the average quarterly aggregate adjusted tax bases of the assets for the relevant taxable year.

Look-through rule: if the Company owns, directly or indirectly, 25% of the stock by value of another corporation, the Company must take into account its proportionate share of the passive assets of such other corporation.

(5) INVESTOR HAS THE FOLLOWING PRO-RATA SHARE OF THE ORDINARY EARNINGS AND NET CAPITAL GAIN OF THE COMPANY AS DETERMINED UNDER U.S. INCOME TAX PRINCIPLES FOR THE TAXABLE YEAR OF THE COMPANY:

Ordinary Earnings: _____
(as determined under U.S. income tax principles)

Net Capital Gain: _____
(as determined under U.S. income tax principles)

Pro Rata Share: For purposes of the foregoing, the shareholder's pro rata share equals the amount that would have been distributed with respect to the shareholder's stock if, on each day during the taxable year of the Company, the Company had distributed to each shareholder its pro rata share of that day's ratable share (determined by allocating to each day of the year, an equal amount of the Company's aggregate ordinary earnings and aggregate net capital gain for such year) of the Company's ordinary earnings and net capital gain for such year. Determination of a shareholder's pro rata share will require reference to the Company's charter, certificate of incorporation, articles of association or other comparable governing document.

(6) The amount of cash and fair market value of other property distributed or deemed distributed by Company to Investor during the taxable year specified in paragraph 1. is as follows:

Cash: _____

Fair Market Value of Property: _____

(7) Company will permit Investor to inspect and copy Company's permanent books of account, records, and such other documents as may be maintained by Company that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the U.S. Internal Revenue Code of 1986, as amended (or any successor provision thereto), are computed in accordance with U.S. income tax principles.

The foregoing representations are true and accurate as of the date hereof. If in any respect such representations shall cease to be true and accurate, the undersigned shall give immediate notice of such fact to Investor.

[COMPANY NAME]

(Name of Entity)

By: _____

Name:

Title:

Date: