

Cypress Income Fund 10, LLC
Secured Notes
Subscriber Representations

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”) became law. Included within the Act was a modification to the definition of “Accredited Investor” as set forth in Rule 501 of Regulation D under the Securities Act of 1933, which excludes the value of an investor’s primary residence in the calculation of the investor’s net worth. As a result, for subscriptions received by the Dealer Manager on or after July 21, 2010, the Dealer Manager of Cypress Income Fund 10, LLC requires prospective subscribers to reaffirm their accreditation status.

Please initial the appropriate line under Item 1, 2, *OR* 3, as appropriate:

1. Individual/Joint Tenant/Community Property, etc., Investors: please initial one of the following

- (a) _____ / _____ The Investor has a net worth (defined as the excess of total assets over total
Initials liabilities), or joint net worth with your spouse, of at least \$1,000,000, including the value of all assets, *but excluding the value of the Investor’s primary residence*.
- (b) _____ The Investor has individual income (not including income of a spouse) which exceeded
Initials \$200,000 in each of the two most recent prior years and reasonably expects an income (not including income of a spouse) in excess of \$200,000 in this current year.
- (c) _____ The Investor has individual combined income (including the income of a spouse)
Initials which exceeded \$300,000 in each of the two most recent prior years and reasonably expects a combined income (including that of a spouse) in excess of \$300,000 in this current year.
- (d) _____ None of (a), (b), or (c) applies to the undersigned Investor (*Please contact Cypress*).
Initials

2. Individual Retirement Account (IRA) investors: please initial one of the following

- (a) _____ The Investor certifies that it is an IRA and the beneficiary thereof is an accredited investor
Initials under Item 1(a), (b), or (c) above.
- (b) _____ None of Items 1(a), (b), or (c) applies to the undersigned IRA beneficiary (*Please contact*
Initials *Cypress*).

3. Qualified Plan Investors: please initial the item below applicable to your plan

- (a) _____ The Investor certifies that (i) it is an employment benefit plan within the meaning of Title I of
Initials the Employee Retirement Income Security Act of 1974 (“ERISA”), and (ii) the decision to invest was made by a plan fiduciary (as defined in Section 3(21) of ERISA) which is either a bank, savings and loan association, insurance company, or registered investment advisor. The name of the plan fiduciary was set forth under “Entity Investors – Person Responsible for Investment” in Item 5. in the Subscription Agreement.
- (b) _____ The Investor certifies that it is an employment benefit plan under ERISA and has total assets
Initials in excess of \$5,000,000.
- (c) _____ The Investor certifies that (i) it is a defined contribution or defined benefit plan qualified
Initials under Section 401(a) of the Internal Revenue Code, (ii) the plan provides for segregated accounts for each plan participant, (iii) the plan documents provide the plan participant with the authority to direct the plan trustee to make this investment of all or part of the assets attributable to the plan participant’s account to the extent of the participant’s voluntary contribution plus that portion of the employer’s contributions which have vested to the plan participant’s benefit; (iv) the plan participant is an accredited investor under one of the standards for individuals in Item 1(a), (b), or (c) above.

- (d) _____ The Investor certifies that it is a self-directed employee benefit plan under ERISA with **Initials** investment decisions made solely by persons who are accredited investors under one of the standards for individuals in Item 1(a), (b), or (c) above.
- (e) _____ None of Items 3(a), (b), (c), or (d) applies to the undersigned plan (*Please contact Cypress*).
Initials

4. Trust Investors: please initial the item below applicable to your trust

- (a) _____ / _____ The Investor certifies that it is a (i) a revocable trust which may be amended or revoked at **Initials** any time by the grantors thereof and (ii) that all of the grantors are accredited investors under one of the standards listed for individuals in item 1(a), (b), or (c) above.

Please list below the names of all grantors and the manner in which they qualify (check the applicable category):

	<u>\$1,000,000 Net Worth</u>	<u>\$200,000 Individual Income</u>	<u>\$300,000 Joint Income</u>
<u>Name of each Grantor</u>	<u>(exclusive of primary residence)</u>		

- (b) _____ / _____ The Investor certifies that it is (i) an irrevocable trust which is nevertheless characterized for **Initials** federal income tax purposes as a “grantor trust” and the grantor of the trust is the sole funding source for the trust; (ii) the grantor is trustee or co-trustee of the trust with investment discretion on behalf of the trust; (iii) the grantor will be taxed on all income of the trust for at least the first fifteen years following the investment and during such period the trust assets will be includable in the grantor’s estate for federal estate tax purposes; (iv) assets held by the trust are subject to claims of the grantor’s creditors; and (v) the grantor is an accredited investor under one of the standards listed for individuals in Item 1(a), (b), or (c) above and is a “sophisticated investor” under the standards of Rule 506(b)(2).

Please list below the names of all grantors and the manner in which they qualify (check the applicable category):

	<u>\$1,000,000 Net Worth</u>	<u>\$200,000 Individual Income</u>	<u>\$300,000 Joint Income</u>
<u>Name of each Grantor</u>	<u>(exclusive of primary residence)</u>		

- (c) _____ The Investor certifies that the trustee of the subscribing trust is (i) a bank as defined in **Initials** Section 3(a)(2) of the Securities Act of 1933 (the “Act”) or savings and loan or other institution as defined in Section 3(a)(5)(A) of the Act, (ii) acting in its fiduciary capacity as trustee, and (iii) subscribing for the purchase of Notes on behalf of the trust.
- (d) _____ The Investor certifies that (i) the subscribing trust has **total assets** in excess of \$5,000,000; **Initials** and (ii) the person making the investment decision on behalf of the trust has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in the Notes.
- (e) _____ None of Items 4(a), (b), (c) or (d) applies to the undersigned trust (*Please contact Cypress*).
Initials

5. Corporation or Partnership Investors: please initial the item below applicable to your entity

(a) _____ The Investor certifies that it (i) was not formed for the specific purpose of investing in the **Initials** Notes and (ii) has total assets in excess of \$5,000,000.

(b) _____ The Investor certifies that it (i) was not formed for the specific purpose of investing in the **Initials** Notes and (ii) all of its equity owners are accredited investors under one of the standards listed for individuals in item 1(a), (b), or (c) above or one of the other categories of accredited status included in this questionnaire (please specify the items in this questionnaire under which each equity owner would so qualify as an accredited investor). Please list below the names of each of the equity owners and the manner in which they qualify (check the applicable category):

<u>Name of each Equity Owner</u>	<u>Accredited Category</u>

(c) _____ Neither Item 5(a) or 5(b), applies to the undersigned entity (*Please contact Cypress*).

By: _____
(signature) (date)

(print name)

Social Security or Taxpayer ID Number

By: _____
(signature) (date)

(print name – joint investor)

Social Security or Taxpayer ID Number

Please return this form to:

Cypress Capital Corporation, 188 The Embarcadero, Suite 420, San Francisco, CA 94105
Questions may be directed to Cypress Capital Corporation at (888) 800-0988