

## POTENTIAL INVESTOR QUESTIONNAIRE

I \_\_\_\_\_ (your name) hereby make the following representations:

The information contained herein is being furnished by me in order for OCG Properties (the "Company") to determine whether the Company may accept an offer by me to invest in the Company in light of the requirements of the Securities Act of 1933 (the "Act"), Regulation D promulgated thereunder, any applicable state securities law and the suitability requirements for an investment that the Company has established. I understand that (a) any information given by me will be held in the strictest confidence and agree that the Company may present my responses to this Questionnaire to such parties as the Company deems appropriate for verification in order to assure itself and future issuers that the subsequent offer and sale of securities will not result in a violation of the provisions of State or Federal securities laws, (b) the Company will rely on the information contained herein for purposes of determining whether I meet certain eligibility thresholds for investment as set forth by the Act, (b) any Shares of the Company purchased by me will not be registered under the Act in reliance upon an exemption from registration afforded by the Act and Regulation D, and (c) this questionnaire is not an offer to sell me any shares of the Company or any other securities to the undersigned.

In accordance with the foregoing, the following representations and information are hereby made:

### I. INFORMATION REQUIRED OF EACH PROSPECTIVE INVESTOR

#### A. Basic Information

1. Full Name: \_\_\_\_\_
2. Birth Date: \_\_\_\_\_
3. Permanent Residence Address (other than Post Office Box) including County and Country:  
\_\_\_\_\_  
\_\_\_\_\_
4. Home Phone: \_\_\_\_\_
5. E-mail Address: \_\_\_\_\_

B. (For Individual Purchasers) Except as indicated below, any purchase of the Shares will be solely for my own account and not for the account of any other person.

Check "No Exceptions" or set forth exceptions and give complete details. Attach additional pages if necessary.

- No Exceptions
- Purchase of all of the Shares are for another person(s). Please provide name, relationship of the person and purpose of investing on the other's behalf.

Name: \_\_\_\_\_  
Relationship: \_\_\_\_\_  
Purpose: \_\_\_\_\_

## II. ACCREDITED INVESTOR STATUS.

I represent to the Company that I (please check the applicable alternative in the box provided)

- am an individual meeting at least one of the following standards to be classified an Accredited Investor:
  - (i) I am an individual and had income in excess of \$ 200,000 in the last two prior years and reasonably expect to have income in excess of \$ 200,000 in the current year or along with my spouse I had income in excess of \$ 300,000 for the last two prior years and reasonably expect to have income in excess of \$ 300,000 in the current year. For purposes of this Questionnaire, "Income" is my adjusted gross income as determined for Federal income tax purposes (not including my spouse's income unless he/she is a co-purchaser), plus any deductions for long-term capital gains under Section 1202 of the Internal Revenue Code (the "Code"), any deduction for depletion under Section 611 et seq. of the Code, any exclusion for interest under Section 103 of the Code or any partnership losses allocated to me on Schedule E of Form 1040 (including any losses allocated with respect to the Shares): *or*
  - (ii) I am an individual and my net worth (i.e., excess of total assets over total liabilities), individually or together with my spouse, is at least \$1,000,000; *or*
  - (iii) I am an entity in which all of the equity owners meet the standards set forth in either of the immediately preceding subparagraphs (i) or (ii).
- I am completing this Questionnaire on behalf of an entity, not formed for the specific purpose of acquiring the securities offered, in which all of the equity owners are accredited investors.
- I am completing this Questionnaire on behalf of a bank, savings and loan association, broker-dealer, insurance company, registered investment company, "business development company" (as defined under Section 2 of the Investment Company Act of 1940, as amended), or "small business investment company" (as defined under the Small Business Investment Act of 1958, as amended).
- I am completing this Questionnaire on behalf of an employee benefit plan, within the meaning of the Employee Retirement Income Security Act, with total assets in excess of \$5 million, and a bank, savings and loan association, insurance company, or registered investment adviser makes the investment decision.
- I am completing this Questionnaire on behalf of a corporation, business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets exceeding \$5 million.
- I am completing this Questionnaire on behalf of a trust with assets in excess of \$5 million, not formed for the specific purpose of acquiring the securities offered, whose purchases are directed by a "sophisticated person" as defined under Rule 506 of the Securities Act of 1933, as amended.

- I am completing this Questionnaire on behalf of a private business development company as defined in Section 202 of the Investment Advisers Act of 1940, as amended.
- I am not an Accredited Investor, but I consider myself to be an experienced and sophisticated investor, and have such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of an acquisition of Shares. I further understand the full nature and risk of investment in the Company, and feel that I can afford the complete loss of the investment.
- Other -- please contact me to confirm my qualified client status.

III. NON-ACCREDITED INVESTOR STATUS

If none of the paragraphs in Section II above apply and you did not therefore check any of the paragraphs, you must provide the following additional information. Please check any of the following which is applicable to you.

A. Please choose one of the following alternatives:

- ALTERNATIVE ONE: I am not relying upon the advice of an attorney, accountant or other advisor in making a final investment decision to purchase Shares, since I believe I have such knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment in the Shares. I am offering as evidence of your knowledge and experience in these matters the information indicated below.

Please place your initials in the box:

- ALTERNATIVE TWO (IF YOU HAVE INITIALED ALTERNATIVE TWO, THIS INVESTOR QUESTIONNAIRE MUST BE ACCOMPANIED BY A COMPLETED AND SIGNED INVESTOR REPRESENTATIVE QUESTIONNAIRE):

I will rely upon the advice of, and hereby designate as my Purchaser Representative, the individual named below, who has and will assist me in evaluating the merits and risks of an investment in the Company. Please place your initials in the box:

\*\*\* CONTINUED ON NEXT PAGE \*\*\*

The name, address and professional affiliation of my Purchaser Representative is as follows:

Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Professional Affiliation \_\_\_\_\_

The above-named Purchaser Representative has completed a Investor Representative Questionnaire, a copy of which is delivered to the Company herewith. (Please place your initials at the end of the following statement.)

I \_\_\_\_\_ (enter your name) believe that the undersigned and the above-named Purchaser Representative together have such knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment in the Shares. I have received prior to the date hereof the letter, if any, attached to the completed Investor Representative questionnaire of the above-named Purchaser Representative disclosing any material relationship between such Purchaser Representative or its affiliates and the Partnership or its affiliates. Please place your initials in the box:

I am willing and able to bear the economic risk of an investment in the Shares in an amount equal to the amount I have subscribed to purchase. In making this statement, I have considered whether I could afford to hold the Shares for an indefinite period and whether, at this time, I could afford a complete loss of my investment in the Shares.

Please place your initials in the box:

C. INFORMATION CONCERNING YOUR INVESTMENT EXPERIENCE

1. Please indicate the frequency of your investment in marketable securities:
  - Often
  - Occasionally
  - Seldom
  - Never
2. Please check those of the following types of investments in which you have participated:
  - Other limited partnerships investing in real estate.
  - Other tax shelters.
  - Private placements of securities.
  - Real estate.
  - Oil and gas investment.
  - Equipment leasing shelters.
3. Were you required to use a purchaser representative for such private placements?
  - YES
  - NO
4. Please furnish the information called for by the following table for each investment included in (2) above:

<u>Year</u>	<u>Description of Investment</u>	<u>Amount of Investment</u>
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____

5. Do any significant contingent liabilities exist for which you may be obligated?

YES (indicate type and amount)

\_\_\_\_\_

NO

6. Have you ever been subject to bankruptcy, reorganization or debt restructuring?

YES (please provide complete details):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

NO

7. Mark areas in which you have CONSIDERABLE knowledge or experience:

Investment in Trust Deeds or Other Mortgage Paper or Mortgage law

Practice of Real Estate

Mortgage Lending

Real Estate Appraisal

Ownership of Real Estate Investments

Management of a Business or Organization

Other Business or investment knowledge:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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I represent to the Company that (a) the information contained herein is complete and accurate and may be relied upon by the Company and (b) I will notify the Company immediately of any material change in any of such information occurring prior to the date of the effectiveness of the purchase of Shares by me.

IN WITNESS WHEREOF, I have executed this Investor Questionnaire this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and declare that it is truthful and correct and agree that typing my name in the space below will have the same force and effect as my written signature.

(Check One)

Individually

\_\_\_\_\_  
Signature of Prospective Investor

Joint tenants with right of Survivorship

Other investor's name: \_\_\_\_\_

\_\_\_\_\_  
Signature of Prospective Investor

\_\_\_\_\_  
Signature of Co-Investor

Tenants in Common

Other investor's name: \_\_\_\_\_

\_\_\_\_\_  
Signature of Prospective Investor

\_\_\_\_\_  
Signature of Co-Investor

In Partnership (please email a copy of partnership agreement and certificate authorizing investment)

Co-Investor Name: \_\_\_\_\_

\_\_\_\_\_  
Signature of Prospective Investor

\_\_\_\_\_  
Signature of Co-Investor

As custodian, Trustee or Agent for another (Please email please include trust, agency or other agreement and certificate authorizing investment)

Person's Name for whom you are

Investing: \_\_\_\_\_

\_\_\_\_\_  
Signature of Prospective Investor

Corporation (please email include articles of incorporation, certified corporate resolution or other document authorizing investment, certificate of incumbency of officers and certified or audited financial statements for the preceding three fiscal years.)

Your Title: \_\_\_\_\_

\_\_\_\_\_  
Signature of Prospective Investor

Note that one of the items in the Questionnaire is a request for your Email address. We sincerely appreciate your interest in Elite Investments Group, Inc. and we will promptly acknowledge your Submission via Email.

If after reviewing your Questionnaire we reasonably believe that you meet the eligibility requirements for investment, we will communicate a unique User ID and Password to you by Email so that you can evaluate the Private Placement Memorandum.

If after reviewing your Questionnaire we cannot reasonably believe that you are eligible for investment with our Company, or if we have not yet completed the required filings in your state, we will so notify you promptly via Email.