



**CompanyName**  
(a **YourState** Limited Liability Company)

**Subscription Documents  
For Preferred Units of Membership Interest shares  
in CompanyName**

These subscription documents do not constitute an offer to sell or a solicitation of an offer to buy any security. The subscription documents may only be used in conjunction with, and such offers and solicitations may only be made by means of **CompanyName**'s Private Offering Memorandum dated November 1, 2010. **CompanyName**, a **YourState** Limited Liability Company (the "Company" or "**CompanyName**"), is offering securities in the form of Preferred Units of Membership Interest Shares consisting of one quarter (1/4) of one membership interest shares in **CompanyName**:

[ ] 100 Units of Class "A" Preferred Membership Interest Share with each Unit consisting of one quarter percent (.25%) equity ownership in the **CompanyName**, a **YourState** Limited Liability Company. The total offering represents 30% equity of the Company priced at \$30,000.00 per Unit for a maximum of \$3,000,000.

The securities of the Company ("Interest") referred to herein have not been registered under the United States Securities Act of 1933, as amended (the "Act"), the **YourState** Uniform Securities Act or the securities laws of any other State. These Units of Membership Interest Shares may be acquired for investment purposes only and not with a view to distribution or resale, and may not be sold, mortgaged, pledged, hypothecated or otherwise transferred without an effective registration statement for such Units under the Act, unless exempt under the Act and applicable State securities laws.

**CompanyName** requires an opinion of counsel, satisfactory to counsel for the Company that any such transfer shall not violate any federal or State securities laws.

## CompanyName

IN WITNESS WHEREOF, as of this \_\_\_\_ day of \_\_\_\_\_ 2010, the Investor identified as such below and in the Investor Questionnaire (“Purchaser” or “Investor”) hereby executes this Subscription Agreement and subscribes to:

**TOTAL SUBSCRIPTION FOR: \$\_\_\_\_\_ (\$30,000.00 for each Unit)**

[ ] 100 Units of Class “A” Preferred Membership Interest Share with each Unit consisting of one quarter percent (.25%) equity ownership in the CompanyName, a YourState Limited Liability Company. The total offering represents 30% equity of the Company priced at \$30,000.00 per Unit for a maximum of \$3,000,000.

Investor understands and agrees that:

### **I. SUBSCRIPTION FOR THE PURCHASE OF INTEREST SHARES.**

(1) The Investor agrees to become a shareholder of CompanyName (“the Company”) and in connection therewith subscribes for and agrees to purchase Preferred Units of Membership Interest Shares in this Offering and to make a capital contribution (“Capital Contribution”) to the Company in the amount stated above, and on the terms provided for herein and in the Private Offering Memorandum (the “Memorandum”). The minimum initial subscription is \$30,000.00, subject to the sole discretion of the Managing Committee to accept lesser amounts. The Investor agrees to, and understands, the terms and conditions upon which the Preferred Units of Membership Interest Shares are being offered, including, without limitation, the risk factors referred to in the Memorandum.

(2) In the event this Subscription is not accepted by the Company, then the funds transmitted herewith shall be returned to the Investor, without reduction and without interest, and thereupon this Subscription Agreement shall be null and void.

(3) Investor understands that this Subscription is not binding on the Company unless and until it is accepted by the Company, as evidenced by its execution of this Subscription Agreement where indicated below. The Company reserves the right to reject this Subscription for the purchase of Preferred Units of Membership Interest Shares for any reason or no reason, in whole or in part, and at any time prior to acceptance thereof. In the event of rejection of this Subscription, the Subscription Payment will be promptly returned to the Investor without deduction along with this Subscription Agreement, and this Subscription Agreement shall have no force and effect. Upon acceptance of this Subscription by the Company, the Investor shall be a shareholder. The account in which the Subscription Payments are received will not be an interest-bearing account.

(4) Investor acknowledges that he has received, read, understood and is familiar with the Memorandum and the terms of the Offering pursuant to which this Subscription is being made. Purchaser further acknowledges that, except as set forth in the Memorandum, no representations or warranties have been made to him by the Company, or by any person acting on behalf of the Company, with respect to the Preferred Units of Membership Interest Shares, the business of the Company, the financial condition of the Company, and/or the economic, tax or other aspects or consequences of a subscription for the Interest shares, and that the Purchaser has not relied upon any information concerning the Offering, written or oral, other than that contained in the Memorandum and the documents attached or referred to in the Memorandum. Furthermore, no representations were made by the Company, which were in any way inconsistent with the Memorandum or its exhibits.

(5) The Investor understands the business objectives and the business strategies, which may be pursued by the Company. The Investor’s investment in the Preferred Units of Membership Interest Shares is consistent with the investment objectives and objectives and cash flow requirements of the Investor and will not adversely affect the Investor’s overall need for diversification and liquidity. The Investor has not reproduced, duplicated or delivered the Memorandum or this Subscription Agreement to any other person, except professional advisors to the Investor or as instructed by Company principals.

**Section A**

**General Information (All Investors Must Complete this Section)**

1. Name(s) \_\_\_\_\_
2. Street Address \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Telephone \_\_\_\_\_  
Email \_\_\_\_\_  
Mobile Phone \_\_\_\_\_
3. Employer(s) \_\_\_\_\_  
Business Address \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Business Telephone \_\_\_\_\_  
Occupation(s) \_\_\_\_\_
4. Send mail to (check one):      Home [  ]      Office [  ]

The following information is to be provided by prospective Purchasers who are individuals, or by the person making the investment decision on behalf of individuals.

5. Business or Professional Education:  
    School \_\_\_\_\_  
    Field of Study \_\_\_\_\_  
    Years of Attendance \_\_\_\_\_  
    Degree \_\_\_\_\_

Current and prior employment, positions or occupations (please set forth employment history during at least the past five years, indicating employer, title, principal responsibilities and years of service):

\_\_\_\_\_  
\_\_\_\_\_

7. I have previously purchased securities that were sold in reliance upon the private offering exemptions from registration under the Securities Act of 1933, as amended (check one):

Yes [  ]                      No [  ]

**Section B**

**All Investors Must Complete this Section**

1. Investor qualifies as an "Accredited Investor" as indicated (please initial the appropriate alternative(s)):

A. If a natural person, I (or jointly with my spouse) have a net worth that exceeds \$1,000,000.00 at the time of purchase of the Company's Interest shares.

Yes\_\_\_\_\_ No\_\_\_\_\_

OR:

If a natural person, my individual annual gross income exceeds \$200,000.00 (or exceeds \$300,000.00, husband and wife combined) for each of the last two years and I (we) expect to have at least that much gross income in the current year.

Yes\_\_\_\_\_ No\_\_\_\_\_

B. If a trust, it has total assets in excess of \$5,000,000.00 and was not formed for the specific purpose of subscribing to the Preferred Units of Membership Interest Shares and its subscription to the Preferred Units is directed by a person who has such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of the investment.

Yes\_\_\_\_\_ No\_\_\_\_\_

C. If a Limited Liability Company, corporation or partnership, all of the equity owners' fall within one of the two categories as set forth under paragraph 1(A) above.

Yes\_\_\_\_\_ No\_\_\_\_\_

D. If an employee benefit plan subject to ERISA, the plan has a fiduciary, which is a bank, insurance company, or registered investment advisor, or the plan has total assets in excess of \$5,000,000.00 or, if a self-directed plan, investment decisions are made solely by persons that are accredited investors.

Yes\_\_\_\_\_ No\_\_\_\_\_

E. As an executive officer or director of the Company.

Yes\_\_\_\_\_ No\_\_\_\_\_

2. If the purchaser is a partnership, corporation, trust or other entity, it has furnished such information as may be required to satisfy the Company, that such partnership or corporation was not formed specifically for the purpose of making this investment. By answering yes below, the entity represents that it has provided to the Company a copy of its Partnership Agreement or, as applicable, a copy of its Articles of Incorporation.

Yes\_\_\_\_\_ No\_\_\_\_\_

If you have answered "No" to either question in Section 1.A. above, please provide the information requested here:

Present Annual Income: \$\_\_\_\_\_

Previous year \$\_\_\_\_\_

2 years prior \$\_\_\_\_\_

Present Net Worth: \$\_\_\_\_\_