

Writer's Direct Dial: (603) 643-8324
Writer's Direct Fax: (603) 641-2359
Email: jliland@sheehan.com

Dear Prospective Rockywold Deephaven Camps Inc. (RDC) Shareholder:

Attached hereto is an Accredited Investor Questionnaire that must be completed by all new RDC shareholders, and all RDC shareholders who are increasing their holdings.

The purpose of this Questionnaire is to determine whether you are an “accredited investor” as that term is defined in the applicable securities laws and regulations.

Your answers to the questions contained herein will assist RDC in understanding its eligibility for an exemption from registration under the federal securities laws. It is important that you respond accurately.

Please complete and return this Questionnaire together with the balance of the share transfer materials to RDC’s counsel, at:

SHEEHAN PHINNEY BASS + GREEN PA
ATTN: Melissa Fraser, Paralegal
Two Eagle Square – Third Floor
Concord, NH 03301-5089

Email: mfraser@sheehan.com

RDC has instructed us to treat all information supplied in confidence, except that the contents of the Questionnaire may be provided to the SEC or any other regulator or party as deemed appropriate or necessary to establish the availability of an exemption from registration under the applicable securities laws. **RDC has instructed Sheehan, Phinney, Bass + Green, PA, not to share the information you provide in the enclosed Questionnaire with any employees, directors or officers of RDC.**

Please direct any questions regarding this Questionnaire or any other part of the RDC share transfer process to Melissa Fraser at 603-627-8350; mfraser@sheehan.com or to me at 603-627-8324; jliland@sheehan.com.

Regards,

Jon S. Liland

Please note the following additional instructions if applicable to you:

Custodians: If you hold the RDC shares as a custodian for a minor child or other beneficiary, please complete the questions below as they apply to such minor child or beneficiary.

Joint Owners: If your shares are held jointly by more than one individual, and neither subsection (a) nor subsection (c) of Section B below applies, but subsection (b) applies to only one of the individual owners, please identify the individual to whom subsection (b) applies.

A. GENERAL INFORMATION

PLEASE ANSWER *EACH* QUESTION. (Please print or type.) If the answer to any question is "None" or "Not Applicable," please so state.

1. Name of prospective shareholder: _____
2. Physical Address: _____
number and street (no p.o. boxes)

city, state and zip code
3. Telephone: Home (____) _____ Work (____) _____
4. Email address: _____
5. If prospective shareholder is an entity, provide the jurisdiction in which such entity is organized: _____
6. If prospective shareholder is an entity, provide the name and position of the individual completing this questionnaire:

B. ACCREDITED INVESTOR QUALIFICATION

Please answer part B(1) if the purchaser of the shares is a natural person, and part B(2) if the purchaser is an entity.

1. QUESTIONNAIRE FOR INDIVIDUALS

! The undersigned certifies that he or she is an “accredited investor” as that term is defined in Rule 501(a) under the Act by virtue of being at least one of the following (INITIAL ALL THAT ARE APPLICABLE):

___ (a) an individual with a net worth, or a joint net worth together with his or her spouse, in excess of \$1,000,000. (In calculating net worth, you may include equity in personal property, equity in real estate *other than* your primary residence, cash, short term investments, stock and securities. Equity in personal property and real estate (excluding your primary residence) should be based on the fair market value of such property minus debt secured by such property. In addition, any indebtedness secured by your primary residence in excess of the value of the home should be deducted from your net worth.)

___ (b) an individual that had an individual income in excess of \$200,000 in each of the last two calendar years and reasonably expects an income in excess of \$200,000 in the current calendar year. (In calculating net income, you may include earned income and other ordinary income, such as interest, dividends and royalties.)

___ (c) an individual that had with his/her spouse joint income in excess of \$300,000 in each of the last two calendar years and reasonably expects joint income in excess of \$300,000 in the current calendar year. (In calculating net income, you may include earned income and other ordinary income, such as interest, dividends and royalties.)

! The undersigned is not an “accredited investor.”

2. QUESTIONNAIRE FOR TRUSTS, CORPORATIONS, PARTNERSHIPS AND OTHER ENTITIES

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The undersigned certifies that it is an “accredited investor” as that term is defined in Rule 501(a) under the Act by virtue of being at least one of the following (INITIAL ALL THAT ARE APPLICABLE):

- ___ (a) an entity (other than a trust) in which all of the equity owners are “accredited investors” because each equity owner meets one of the criteria set forth in paragraphs (a) through (c) in the Questionnaire for Individuals in Part B.1 of this Questionnaire above or paragraphs (c) through (q) below (***if this is the only paragraph initialed under this section, each such equity owner must fill out a separate investor questionnaire for individuals or entities, as appropriate***);
- ___ (b) a revocable trust which may be revoked or amended at any time by the grantors, and in which all of the grantors are “accredited investors” because each grantor meets one of the criteria set forth in paragraphs (a) through (c) in the Questionnaire for Individuals in Part B.1 of this Questionnaire above or paragraphs (c) through (q) below (***if this is the only paragraph initialed under this section, each such grantor must fill out a separate investor questionnaire for individuals or entities, as appropriate***);
- ___ (c) a trust (other than an employee benefit or pension plan) with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring securities of Rockwold-Deephaven Camps, Inc. (the “Securities”), whose voting decision with respect to a potential acquisition of any Securities would be directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of acquiring Securities;
- ___ (d) a partnership, a corporation, or a Massachusetts or similar business trust, not formed for the specific purpose of acquiring Securities of Rockywold Deephaven Camps, Inc., with total assets in excess of \$5,000,000;
- ___ (e) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, not formed for the specific purpose of acquiring Securities, with total assets in excess of \$5,000,000;
- ___ (f) a bank as defined in Section 3(a)(2) of the Act, whether acting in its individual or fiduciary capacity;

- ___ (g) a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, whether acting in its individual or fiduciary capacity;
- ___ (h) a broker dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;
- ___ (i) an insurance company as defined in Section 2(13) of the Act;
- ___ (j) an investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”);
- ___ (k) a business development company as defined in Section 2(a)(48) of the Investment Company Act;
- ___ (l) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- ___ (m) 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, with total assets in excess of \$5,000,000;
- ___ (n) an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), if the investment decision to vote in favor of a business Transaction is 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 adviser;
- ___ (o) an employee benefit plan within the meaning of ERISA with total assets in excess of \$5,000,000;
- ___ (p) a self-directed employee benefit plan within the meaning of ERISA with investment decisions made solely by persons that are “accredited investors” as defined in Rule 501(a) of the Act (***if this is the only box initialed under this section, each such person must fill out a separate investor questionnaire for individuals or entities, as appropriate***); or
- ___ (q) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

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The entity is not an “accredited investor.”

C. REPRESENTATIONS AND SIGNATURE

The undersigned hereby represents that all the information supplied herein is true, correct and complete as of the date hereof. The undersigned understands that the answers to the questions submitted will be relied on by Rockwold-Deephaven Camps, Inc. ***The undersigned agrees to notify Rockwold-Deephaven Camps, Inc. immediately of any change in the foregoing answers.***

Name of Entity, if applicable: _____

Signature: By: _____

Print Name: _____

Date: _____

By: _____

(joint owner, if any)

Print Name: _____

Date: _____

For entities only, including trusts: The undersigned hereby represents that the shares are being purchased by the entity described above, and the undersigned has the authority to complete this Questionnaire on behalf of such entity.

By: _____

Print Name: _____

Date: _____