

STATUS CERTIFICATION LETTER

_____ [insert name of client] (“*Client*”) has requested that the undersigned provide Worcester Fund LLC, a Delaware limited liability company (the “*Company*”) with this Status Certification Letter (this “*Status Letter*”) to assist the Company in its verification of Client’s status as an “accredited investor” within the meaning of Rule 501(a) of the Securities Act of 1933, in connection with Client’s potential purchase of securities (the “*Securities*”) offered for sale by the Company.

[I/We] hereby certify that [I/we] [am/are] (please check the appropriate box):

- a registered broker-dealer, as defined in the Securities Exchange Act of 1934;
- an investment adviser registered with the Securities and Exchange Commission;
- a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice law; or
- a certified public accountant in good standing under the laws of the place of my residence or principal office.

Based solely on a review of the Client Materials (as defined below), the undersigned hereby advises you that Client satisfies one or more of the following criteria (check all boxes that apply):

- a natural person whose individual “net worth,”¹ or joint net worth with Client’s spouse, exceeds \$1,000,000; or
- a natural person who had an individual income in excess of \$200,000 in each of the two most-recent years or joint income with Client’s spouse in excess of \$300,000 in each of those years.

In connection with this Status Letter, the undersigned has reviewed the original or photocopies of the following documents as supplied by Client (the “*Client Materials*”).

(please check the appropriate box or boxes)

- Form 1040 filed with the Internal Revenue Service by Client [and[his/her] spouse] for the two most-recent years;
- Form 1099 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most-recent years;
- Schedule K-1 of Form 1065 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most recent-years;
- Form W-2 issued by the Internal Revenue Service to Client [and [his/her] spouse] for the two most recent-years;

¹ “Net worth” means the excess of total assets at fair market value over total liabilities. For the purposes of determining “net worth,” the value of Client’s primary residence is excluded as an asset. In addition, any liabilities secured by Client’s primary residence are included in total liabilities for purposes of this calculation only if and to the extent that: (1) such liabilities exceed the fair market value of the residence; or (2) such liabilities were incurred within 60 days before the date hereof (other than as a result of the acquisition of the residence).

Other Internal Revenue Service documents (please specify):

_____.

bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, or appraisal reports issued by independent third parties to Client, dated within three months of the date of this Status Letter;

a consumer or credit report from at least one of the nationwide consumer reporting agencies indicating Client's liabilities, dated within three months of the date of this Status Letter;

other documents (please specify):

_____.

Disclaimers and Limitations:

In delivering this Status Letter, [I/we] have relied upon and assumed the accuracy of the Client Certifications below. [I/We] do not have any basis which causes [me/us] to believe the Client Materials are not accurate or complete; however, [I/we] have not conducted any independent investigation or evaluation of the Client Materials or the underlying information reflected therein. [I/We] make no representation or warranty that Client Materials were accurately prepared, agree with source documents, or were properly filed, or otherwise vouch for the accuracy of the Client Materials.

This Status Letter is limited to the matters expressly set forth herein and speaks only as of the date set forth below. Nothing may be inferred or implied beyond the matters expressly contained herein. This Status Letter may be relied upon by the Company in connection with the offering and sale of the Securities. This Status Letter may not be used, quoted from, referred to, or relied upon by the Company or by any other person for any other purpose. The undersigned assumes no obligation to update this letter. The undersigned assumes no obligation or liability for the Company's determination of the status of Client as an accredited investor.

Dated: _____

Name:

Signature:

By: _____ (if applicable)

Title: _____ (if applicable)

CLIENT CERTIFICATIONS

The undersigned, being the Client identified above, by my signature below, hereby represents and warrants that the following statements are true, correct, and complete as of the date of my signature below (the “*Certification Date*”):

- All Client Materials referenced above are true, correct and complete as of the Certification Date;
- I have fully and accurately disclosed all liabilities that are required to be included in the calculation of my net worth as described above; and
- If I am relying on my income and/or that of my spouse to satisfy the requirements for being an accredited investor, I have a reasonable expectation of reaching individual income in excess of \$200,000 or joint income with my spouse in excess of \$300,000 in the current year.

I hereby affirm that the foregoing is accurate and complete.

Dated: _____

Client Name _____

Client Signature _____

By: _____ (if applicable)

Title: _____ (if applicable)