

Model

Individual General Partner Certificate
for SBA Commitment

CERTIFICATE OF GENERAL PARTNER

I, _____1_____, General Partner of
_____2_____ (Licensee), hereby certify the
following:

(1) That pursuant to the Limited Partnership Agreement dated _____3_____, _____, I am in my capacity as General Partner authorized to apply to the Small Business Administration (SBA) for its commitment to reserve funds for future use by the Licensee in an amount up to \$_____4_____, but not less than \$_____5_____ and to apply for draws against such commitment at such times as the Licensee may deem advisable, and in connection with such applications to execute or submit on behalf of the Licensee said commitment and all such other instruments or documents as SBA may require; and

(2) SBIC Funding Corporation (Funding Corp.) is authorized as agent for the Licensee to sell the securities to be issued by the Licensee under a commitment letter from SBA (the "securities"), at such price, on such date, at such rate, and on such terms and conditions as may be deemed proper and as approved by SBA; and to deliver on behalf of the Licensee any and all documentation required by the purchaser(s) to effect the sale and guarantee of the securities, and to receipt for the purchase price for said securities for the account of the Licensee, less selling expenses and other fees and expenses deemed necessary by SBA for itself, Funding Corp., or any of SBA's agents; and

(3) SBA, directly or through its duly appointed agent, is authorized to insert in the securities the following, as applicable: the SBIC license number, the date of issuance, the rate, the payment dates, the maturity date, and any other

information deemed necessary by SBA; and

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(4) The Licensee's Limited Partnership Agreement as of the date of this certificate includes all necessary provisions to fully comply with Section[s] [insert "107.1810(i)" if reserving Debentures; insert "107.1820" if reserving Participating Securities] of Title 13 of the Code of Federal Regulations, effective as of the date hereof; and

(5) The above resolutions shall be effective unless and until written notice of any amendment or rescission is received by SBA and Funding Corp. at least five days before the execution by Funding Corp. of an agreement for the sale of the securities.

IN WITNESS WHEREOF, I have executed this certificate this _____6_____ day of _____, _____.

_____7_____

By: _____8_____

_____9_____

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INSTRUCTIONS FOR COMPLETION OF CERTIFICATE

<u>Blank Number</u>	<u>Instructions</u>
(1)	Name of General Partner
(2)	Name of Licensee
(3)	Date of Articles of Limited Partnership
(4)	Maximum Amount of Commitment Request
(5)	Minimum Amount of Commitment Request
(6)	Date
(7)	Name of Licensee
(8)	Signature of General Partner
(9)	Name of General Partner

PLEASE NOTE: The estimated burden for completing this form is 20 minutes per response. You are not required to respond to any collection of information unless it displays a currently valid OMB approval number. Comments on the burden should be sent to U.S. Small Business Administration, Chief, AIB, 409 3rd St., S.W., Washington D.C. 20416 and Desk Officer for the Small Business Administration, Office of Management and Budget, New Executive Office Building, Room 10202, Washington, D.C. 20503. OMB Approval (3245-0081). Do not Send Forms to OMB.

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