

**SUBSCRIPTION
AGREEMENT
INSTRUCTIONS**

Thank you for your interest in this opportunity.

Please follow the investment instructions below in order to complete the Subscription Agreement:

Step 1. ALL INVESTORS: Please complete the SUBSCRIPTION AGREEMENT as follows.

- Page 11 (Signature Page) — Fill in Subscription Units, Total Purchase Price, name, Sign or chop. If you invest through an entity, please input entity name.

Example:

<p>Subscription Commitment:</p> <p>Number of Subscription Units: _____</p> <p>Purchase Price: _____ (No. of Subscription Units x \$6.00)</p> <p>INDIVIDUAL SUBSCRIBER (and Spouse if Joint Subscriber)</p> <p>_____</p> <p>(Signature) _____ (Print Name)</p>

- Page 12-23 (Investor Questionnaire) — Please complete the form with every question answered.
- Page 15 — Please initial every applicable part.

Example:

<p>The undersigned, if a corporation, partnership, trust or other form of legal business entity, (i) is authorized and otherwise duly qualified to purchase and hold the Securities; (ii) has obtained such additional tax and other advice that it has deemed necessary; (iii) has its principal place of business at its address set forth herein; (iv) has not been formed for the specific purpose of acquiring the Securities (although this may not necessarily disqualify the subscriber as a purchaser); (v) has truthfully and accurately disclosed all beneficial owners who, directly or indirectly, control 10% or more of the entity; and (vi) has truthfully and accurately disclosed the names of one or more individuals with managerial control. The person(s) executing the Subscription Agreement, as well as all other Agreements and documents related to the Offering, represent that he/she/they are duly authorized to execute all such Agreements and documents on behalf of the entity. (If the undersigned is one of the aforementioned entities, it agrees to supply any additional written information that may be required.) INITIALS: _____</p>

Step 2. Send the investment funds via WIRE TRANSFER to the Escrow Bank.

- Please see the Wire Transfer Instructions section on the following page for further details.

Step 3. Complete 3rd Party Verification Letter.

- Please see the 3rd Party Verification Letter attached for further details, the third party can be licensed attorney or licensed accountant.

**WIRE TRANSFER
INSTRUCTIONS**

Thank you for completing the Subscription Agreement.
Below are Wiring Instructions for the transfer of investment funds.

Please send investment funds via WIRE TRANSFER to the following:

M&T Bank Corporation
Buffalo, New York
ABA: 022000046
SWIFT: MANTUS33
Beneficiary Bank: Wilmington Trust
Beneficiary ABA: 031100092
A/C #: 140341-000
A/C Name: American Pacific Bancorp Escrow

Thank you for your interest in this opportunity.

Date: _____

Name of Investor: _____ (the "Investor")

I am a:

- licensed attorney Jurisdiction: _____; License #: _____
 licensed accountant Jurisdiction: _____; License #: _____

I am in good standing in the jurisdiction(s) listed above and all other jurisdictions in which I might hold a license. I hereby confirm that the Investor is an "accredited investor", as defined in Rule 501 of Regulation D of the Securities Act of 1933.

In conducting the analysis, I reviewed information provided by the Investor, including certifications as to certain information and supporting documentation that the Investor provided to me. I have taken "reasonable steps" as outlined by the Securities and Exchange Commission in conducting this analysis.

I am pleased to confirm that the Investor has been verified as an "accredited investor" as defined in Rule 501 of Regulation D of the Securities Act of 1933.

Additional notes (optional):
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- There are no additional pages attached to this letter.
 There are ___ additional pages attached to this letter. Please reference them for additional information.

Sincerely,

_____ (sign here)

_____ (print name)