

STATUS AS ACCREDITED INVESTOR

Important Notice

THE ACCREDITED INVESTOR STATUS OF OUR CLASS A PATRON MEMBERS IS REQUIRED IN CONNECTION WITH THE EXEMPTIONS FROM FEDERAL AND STATE SECURITIES LAWS BEING RELIED ON BY MINNESOTA SOYBEAN PROCESSORS (“COMPANY”). ALL FINANCIAL INFORMATION IN THIS FORM WILL BE KEPT CONFIDENTIAL, AND WILL BE REVIEWED ONLY BY THE COMPANY AND ITS LEGAL COUNSEL FOR PURPOSES OF DETERMINING AVAILABILITY OF EXEMPTIONS FROM REGISTRATION, EXCEPT AS DISCLOSURE MAY BE REQUIRED OR COMPELLED UNDER APPLICABLE SECURITIES LAWS. The undersigned agrees to furnish any additional information that the Company or its counsel deems reasonably necessary in order to verify the responses set forth below.

Status as an “Accredited Investor”

The Class A Patron Member represents and warrants to Company as follows (please check **ALL** that apply):

INDIVIDUALS

_____ (a) The Class A Patron Member (hereinafter in this Certification “the undersigned”) is 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, the Patron Member’s primary residence shall not be included as an asset, and indebtedness that is secured by the Patron Member’s primary residence, up to the estimated fair market value of the primary residence at the time of the sale of the securities, shall not be included as a liability, except that if the amount of such indebtedness outstanding at the time of date of this status certificate exceeds the amount outstanding 60 days before such time, other than as a result of acquisition of the primary residence, the amount of such excess shall be included as a liability. Indebtedness that is secured by the Patron Member’s primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

The Patron Member may include equity in personal property and real estate, excluding the Patron Member’s primary residence, cash, short-term investments, stock and securities. Equity in personal property and real estate, excluding the Patron Member’s primary residence, should be based on the fair market value of such property minus debt secured by such property.

_____ (b) The undersigned is an individual that had an individual income in excess of \$200,000 in each of the prior two years and reasonably expects an income in excess of \$200,000 in the current year.

_____ (c) The undersigned is an individual that had with his/her spouse joint income in excess of \$300,000 in each of the prior two years and reasonably expects joint income in excess of \$300,000 in the current year.

_____ (d) The undersigned is a director or executive officer or general partner (or its equivalent) of the Company.

ENTITIES

_____ (e) The undersigned, if other than an individual, is an entity all of whose equity owners meet one of the tests set forth in (a) through (d) above. (If relying on this category alone, each equity owner must complete a separate copy of this Subscription Agreement.)

_____ (f) The undersigned is an entity, and is an “Accredited Investor” as defined in Rule 501(a) of Regulation D under the Securities Act. This representation is based on the following (check one or more, as applicable):

_____ (i) The undersigned (or, in the case of a trust, the undersigned trustee) is a bank or savings and loan association as defined in Sections 3(a)(2) and 3(a)(5)(A), respectively, of the Securities Act acting either in its individual or fiduciary capacity.

_____ (ii) The undersigned is an insurance company as defined in Section 2(13) of the Securities Act.

_____ (iii) The undersigned is an investment company registered under the Investment Company Act of 1940 or a business development Company as defined in Section 2(a)(48) of that Act.

_____ (iv) The undersigned is 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.

_____ (v) The undersigned is an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 and either (check one or more, as applicable):

- _____ (aa) the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance Company, or registered investment adviser; or
- _____ (bb) the employee benefit plan has total assets in excess of \$5,000,000; or
- _____ (cc) the plan is a self-directed plan with investment decisions made solely by persons who are “Accredited Investors” as defined under the Securities Act.
- _____ (vi) The undersigned is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- _____ (vii) The undersigned has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring securities of the Company and is one or more of the following (check one or more, as appropriate):
 - _____ (aa) an organization described in Section 501(c)(3) of the Internal Revenue Code; or
 - _____ (bb) a corporation or limited liability company; or
 - _____ (cc) a Massachusetts or similar business trust; or
 - _____ (dd) a partnership.
- _____ (viii) The undersigned is a trust with total assets exceeding \$5,000,000, which was not formed for the specific purpose of acquiring securities of the Company and whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the investment in the Units.

SIGNATURE PAGE TO STATUS AS ACCREDITED INVESTOR FORM

Class A Patron Member (Signature)

Class A Patron Member (Signature, if jointly owned)

Print Name of Class A Patron Member

Print Name of Class A Patron Member (if jointly owned)

Name and Title of Signatory (for entities)

Date

Date

Address:

