

DA VINCI INVENTION INVESTMENT FUND I
(a Delaware corporation)

Accredited Investor Representation Letter for Rule 506(c) Offering

To: **Prospective purchasers of Series A Preferred Stock (the "Securities") offered by Da Vinci Invention Investment Fund I (the "Company")**
Re: **Requirement to Submit an Accredited Investor Representation Letter**

The Securities are being sold only to "accredited investors" ("Accredited Investors") as defined in Rule 501(a) under Regulation D ("Regulation D") of the Securities Act of 1933, as amended (the "Securities Act"). The purpose of the attached Accredited Investor Representation Letter (the "Letter") is to collect information from you to determine whether you are an Accredited Investor and otherwise meet the suitability criteria established by the Company for investing in the Securities.

As part of verifying your status as an Accredited Investor, you may be asked to submit supporting documentation as described in the Letter. It is possible that you were not required to submit this type of information in past offerings in which you have participated. However, the nature of this offering, together with changes made to Regulation D in September 2013, impose additional obligations on the Company to verify that each investor is in fact an Accredited Investor. Accordingly, you must fully complete and sign the Letter, and deliver all required supporting documentation, before the Company will consider your proposed investment.

By submitting the Letter, you agree to provide all required supporting documentation within thirty (30) days after the date that you submit the Letter.

All of your statements in the Letter and all required supporting documentation delivered by you or on your behalf in connection with the Letter (collectively, the "Investor Information") will be treated confidentially. However, you understand and agree that, upon giving prior notice to you, the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws; provided, however, that the Company need not give prior notice before presenting the Investor Information to its own legal, accounting, and financial advisors.

You understand that the Company will rely on your representations and other statements and documents included in the Investor Information in determining your status as an Accredited Investor, your suitability for investing in the Securities and whether to accept your subscription for the Securities.

The Company reserves the right, in its sole discretion, to verify your status as an Accredited Investor using any other methods that it may deem acceptable from time to time. However, you should not expect that the Company will accept any other such method. The Company may refuse to accept your request for investment in the Securities for any reason or for no reason.

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ACCREDITED INVESTOR REPRESENTATION LETTER

The Da Vinci Invention Investment Fund I
Attn: R.P. Burrasca
Chairman
c/o AOS Management LLC
411 W 100th N, Unit 364
Providence, Utah 84332

To: The Chairman of the Board of the Da Vinci Invention Investment Fund I

I am submitting this Accredited Investor Representation Letter (the "Letter") in connection with the offering of Series A Preferred Stock (the "Securities") of the Da Vinci Invention Investment Fund I (the "Company"). I understand that the Securities are being sold only to accredited investors ("Accredited Investors") as defined in Rule 501(a) under Regulation D of the Securities Act of 1933, as amended (the "Securities Act").

I hereby represent and warrant to the Company that I qualify as an Accredited Investor on the basis that:

(You must choose Part A or B below and check the applicable boxes.)

- A. **I am a NATURAL PERSON and:**
(An investor using this Part A must check box (1), (2), (3), (4), (5) or (6).)

Income Test:

My individual income exceeded \$200,000 in each of the two most recent years or my joint income together with my spouse or spousal equivalent (as defined in Rule 501(j) under the Securities Act) ("Spousal Equivalent") exceeded \$300,000 in each of those years;

- (1) and

I reasonably expect to earn individual income of at least \$200,000 this year or joint income with my spouse or Spousal Equivalent of at least \$300,000 this year.

To support the representation in A(1) above, you must check box (a), (b) or (c) below.

- (a) I will deliver to the Company copies of Form W-2, Form 1099, Schedule K-1 of Form 1065 or a filed Form 1040 for each of the two most recent years showing my income or my joint income with my spouse or Spousal Equivalent as reported to the Internal Revenue Service for each of those years. I understand that I may redact such documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm annual income.

OR

- (b) My salary or my joint salary with my spouse or Spousal Equivalent is publicly available information that has been reported in a document made available by the U.S. government or any state or political subdivision thereof (for example, reported in a filing with the Securities and Exchange Commission) and I will deliver to the Company copies of such publicly available materials identifying me

or me and my spouse or Spousal Equivalent by name and disclosing the relevant salary information for each of the two most recent years.

OR

- [] (c) In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual income or my joint income together with my spouse or Spousal Equivalent.

Net Worth Test:

My individual net worth, or my joint net worth together with my spouse or Spousal Equivalent, exceeds \$1,000,000.

For these purposes, "net worth" means the excess of:

- [] (2)
- My total assets at fair market value (including all personal and real property, but excluding the estimated fair market value of my primary residence) minus
 - my total liabilities.

For these purposes, "liabilities" means:

- exclude any mortgage or other debt secured by my primary residence in an amount of up to the estimated fair market value of that residence; but include any mortgage or other debt secured by my primary residence in an amount in excess of the estimated fair market value of that residence.

For these purposes, "joint net worth" can be the aggregate net worth of you and your spouse or Spousal Equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard does not require that the securities be purchased jointly.

I confirm that my total individual liabilities, or my total joint liabilities together with my spouse or Spousal Equivalent, do not exceed \$_____. I represent that all liabilities necessary to determine my individual net worth, or my joint net worth together with my spouse or Spousal Equivalent, for the purpose of determining my status as an Accredited Investor are reflected in the dollar amount in the preceding sentence.

In addition, I confirm that I have not incurred any incremental mortgage or other debt secured by my primary residence in the 60 days preceding the date of this Letter, and I will not incur any incremental mortgage or other debt secured by my primary residence prior to the date of the closing for the sale of the Securities. I agree to promptly notify the Company if, between the date of this Letter and the date of the closing for the sale of the Securities, I incur any incremental mortgage or other debt secured by my primary residence. (NOTE: If the representation in the first sentence of this paragraph is untrue or becomes untrue prior to the date of the closing for the sale of the Securities, you may still be able to invest in the Securities. However, you must first contact the Company for additional instructions on how to calculate your net worth for purposes of this offering.)

(To support the representations in Part A(2) above, you must check box (a) or (b) below.)

I will deliver to the Company:

- (i) Copies of bank statements, brokerage statements, other statements of securities holdings, certificates of deposit, tax assessments and/or appraisal reports issued by independent third parties that show my individual assets or my joint assets together with my spouse or Spousal Equivalent; and
- (ii) A copy of a consumer credit report for me (or copies of consumer credit reports for me and my spouse or Spousal Equivalent) issued by TransUnion, EquiFax or Experian.

I understand that each document described in paragraphs (i) and (ii) above must be dated no earlier than three months prior to the date of the closing for the sale of the Securities. I understand that I may redact any of these documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm net worth.

OR

- (a) In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual net worth or my joint net worth together with my spouse or Spousal Equivalent.

Company Insider:

- (3) I am a director or executive officer of the Company.

Existing securityholder from Rule 506(b) offering before September 23, 2013.

- (4) I am an existing securityholder of the Company and each of the following statements is true: (An investor using this Part A(4) must check all four of the boxes (a) through (d) below to qualify.)

- (a) I have previously purchased securities issued by the Company in a Rule 506 offering as an Accredited Investor, and that offering was consummated before September 23, 2013;
- (b) I continue to hold the Company securities purchased in that Rule 506 offering;
- (c) I certify that I qualify as an Accredited Investor as of the date of this Letter; and

- (d) I undertake to promptly notify the Company if I cease to qualify as an Accredited Investor at any time between the date of this Letter and the date of the closing for the sale of the Securities.

(5) **Professional Certifications, Designations and Other Credentials.**

I hold in good standing one or more of the following certifications, designations and/or credentials:

(a) Licensed General Securities Representative (Series 7);

(b) Licensed Investment Adviser Representative (Series 65); and/or

(c) Licensed Private Securities Offerings Representative (Series 82).

(6) **Knowledgeable Employee.**

I am a "knowledgeable employee" (as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, as amended (the "Investment Company Act")) of the Company.

I am a LEGAL ENTITY that is:

B. *(An investor using this Part B must check at least one box below. NOTE: An investor that checks any of boxes B(1) through B(18) must contact the Company for additional instructions.)*

(1) A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity.

(2) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.

(3) An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 ("Advisers Act") or registered pursuant to the laws of a state.

(4) An investment adviser relying on the exemption from registering with the SEC under Section 203(l) or (m) of the Advisers Act.

(5) An insurance company (as defined in Section 2(a)(13) of the Securities Act).

(6) An investment company registered under the Investment Company Act.

(7) A business development company as defined in Section 2(a)(48) of the Investment Company Act.

(8) A private business development company as defined in Section 202(a)(22) of the Advisers Act.

(9) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or 301(d) of the Small Business Investment Act of 1958.

(10) A Rural Business Investment Company (as defined in Section 384A of the Consolidated Farm and Rural Development Act).

(11) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, partnership, or limited liability company, not formed for the specific purpose of acquiring the Securities, with total assets in excess of \$5,000,000.

(12) 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, if such plan has total assets in excess of \$5,000,000.

- (13) An employee benefit plan within the meaning of the Employment Retirement Income Security Act of 1974 (the "ERISA") if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of the ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, the investment decisions are made solely by persons that are Accredited Investors.
- (14) A trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a "sophisticated person" as described in Rule 506(b)(2)(ii) under the Securities Act.
- (15) An entity in which all of the equity owners are Accredited Investors. ***(NOTE: If box (12) is checked, each equity owner of the entity must individually complete and submit to the Company its own copy of this Letter.)***
- (16) An entity, of a type not listed above, not formed for the specific purpose of acquiring the Securities, owning "investments" (as defined in Rule 2a51-1(b) under the Investment Company Act) in excess of \$5,000,000.
- (17) A "family office" (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act), (i) with assets under management in excess of \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the Securities, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment (a "Family Office").
- (18) A "family client" (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act) of a Family Office whose prospective investment in the Company is directed by such Family Office pursuant to Part B(17)(iii) above.

INDEPENDENT THIRD-PARTY VERIFICATION

(NOTE: An investor should only complete this section if, in Part A(1)(c) or A(2)(b) above, you have agreed to arrange for a third party to deliver written confirmation of your status as an Accredited Investor.)

To verify my status as an Accredited Investor, I hereby request that the Company or its agent contact:

Name:

Firm name: _____

Email: _____

Telephone: _____

Address: _____

- registered broker-dealer
- SEC-registered investment adviser
- licensed attorney
- certified public accountant

(NOTE: You must check one of the boxes above. If none are applicable, then you may not rely on independent third-party verification and you must instead directly submit to the Company copies of the other supporting documentation described in Part A(1)(a), A(1)(b) or A(2)(a) above.)

I understand that the Company will send to the person or firm named above a Verification Letter substantially in the form attached as Annex A. I have informed the person named above that the Company will contact him or her to verify my status as an Accredited Investor and I hereby authorize the [Company/Placement Agent] and its agents to communicate with the person or firm named above to obtain such verification.

I understand that I am solely responsible for paying any fees charged by the person or firm named above in connection with verifying my status as an Accredited Investor.

SUPPORTING DOCUMENTATION

Within 30 days after the date that I submit this Letter to the Company, I will deliver to the Company, or arrange to have delivered to the Company on my behalf, all required supporting documentation.

All supporting documentation must be submitted to the Company either electronically, in PDF form, to info@archimedesoffspring.com or by mail or overnight service to 411 W 100th N, Unit 364, Providence, Utah 84332.

I understand that the Company [and the Placement Agent] may request additional supporting documentation from me in order to verify my status as an Accredited Investor and I hereby agree to promptly provide any such additional supporting documentation.

I further understand that, even if I complete and execute this Letter and provide all additional supporting documentation requested by the Company and the Company may in its sole discretion refuse to accept my subscription for the Securities reason or for no reason.

RELIANCE ON REPRESENTATIONS; INDEMNITY

I understand that the Company and its counsel are relying upon my representations in the Letter and upon the supporting documentation to be delivered by me or on my behalf in connection with the Letter (collectively, the "Investor Information"). In connection therewith, I agree to indemnify and hold harmless the Company, its directors, officers, shareholders, representatives and agents, and any person who controls any of the foregoing, against any and all loss, liability, claim, damage and expense (including [reasonable] attorneys' fees) arising out of

or based upon any misstatement or omission in the Investor Information or any failure by me to comply with any covenant or agreement made by me in the Investor Information.

SHARING OF INVESTOR INFORMATION

I understand and agree that, upon giving prior notice to me, the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws; provided, however, that the Company need not give prior notice before presenting the Investor Information to its own legal, accounting and financial advisors.

INVESTOR'S SIGNATURE AND CONTACT INFORMATION

Date: _____
Name: _____
Signature: _____
Email address: _____
Mailing address: _____

Telephone number: _____

SPOUSE/SPOUSAL EQUIVALENT'S SIGNATURE AND CONTACT INFORMATION

(NOTE: The investor's spouse or Spousal Equivalent need only sign this letter if the investor is a natural person providing its accredited investor status based on joint income or joint net worth with the spouse or Spousal Equivalent under Part A(1)(a) or Part A(2)(a). A spouse or Spousal Equivalent who signs this letter makes all representations set out in this letter, including those relating to joint income or joint net worth, as applicable, on a joint and several basis.)

Date: _____
Name: _____
Signature: _____
Email address: _____
Mailing address: _____

Telephone number: _____

ANNEX A

FORM OF INDEPENDENT THIRD-PARTY VERIFICATION LETTER

DA VINCI INVENTION INVESTMENT FUND I
411 W 100TH N, UNIT 364
PROVIDENCE, UTAH 84332

[FIRM NAME OR INDIVIDUAL NAME OF INDEPENDENT THIRD-PARTY]
[ADDRESS FOR INDEPENDENT THIRD-PARTY]

Dear [Mr./Mrs.] [NAME]:

Your client, [NAME OF PROSPECTIVE INVESTOR] (the "Prospective Investor"), has asked us to contact you directly to request that you verify the Prospective Investor's status as an "accredited investor" (an "Accredited Investor") as that term is defined in Rule 501(a) under Regulation D of the Securities Act of 1933, as amended (the "Securities Act"). We are requesting this verification to ensure that the Prospective Investor is eligible to participate in a placement of securities (the "Offering") by the Da Vinci Invention Investment Fund I, a Delaware corporation (the "Company") that is only open to Accredited Investors.

Based on representations made to us by the Prospective Investor, we understand that you are [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney/a certified public accountant]. We further understand that the Prospective Investor qualifies as an Accredited Investor based on [his/her] [income/net worth] (calculated pursuant to Rule 501(a) under the Securities Act), and that you have undertaken an independent analysis of the Prospective Investor's status as an Accredited Investor at least once during the three-month period preceding the date of this letter.

Kindly check box (a) or (b) below and complete the blank, as applicable:

(a) I am [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice/a certified public accountant duly registered and in good standing under the laws of the jurisdiction of my residence or principal office]. I have taken reasonable steps to verify that the Prospective Investor is an Accredited Investor based on [his/her] [income/net worth] (whether individual or together with [his/her] spouse or spousal equivalent (as defined in Rule 501(j) under the Securities Act) and, based on those steps, I have determined that the Prospective Investor is an Accredited Investor.

The most recent date as of which I have made such determination is _____. To my knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead me to believe that the Prospective Investor has ceased to be an Accredited Investor. I acknowledge that the Company will rely on this letter in determining the Prospective Investor's eligibility to participate in the Offering and I consent to such reliance.

(b) I cannot confirm the Prospective Investor's status as an Accredited Investor.

Once completed, please sign below and submit a copy of the countersigned letter to the Company by (a) emailing it in PDF form to

The Da Vinci Invention Investment Fund I
411 W. 100th N., Unit 364
Providence, Utah 84332

or (b) mailing it to info@archimedesoffspring.com.

Sincerely,

DA VINCI INVENTION INVESTMENT FUND I

By: _____
Name: _____
Title: _____
Date: _____

COUNTERSIGNED:

[FIRM NAME]

By: _____
Name: _____
Title: _____
Date: _____

cc: [NAME OF PROSPECTIVE INVESTOR]

(NOTE: If you prefer to use a different form of documentation to confirm the Prospective Investor's status as an Accredited Investor, please submit your alternative form of verification to the Company using one of the methods listed in the last full paragraph above. Note that if you use a different form of verification, it must be signed and dated and include, at a minimum: (a) confirmation of your status as [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney in good standing under the laws of the jurisdictions in which you are admitted to practice/a certified public accountant duly registered and in good standing under the laws of the jurisdiction of your residence or principal office]; (b) a statement that you have taken reasonable steps to verify that the Prospective Investor qualifies as an Accredited Investor based on [his/her] [income/net worth]; (c) a statement that, based on those steps, you have determined that the Prospective Investor is an Accredited Investor; (d) the date as of which you most recently made that determination; (e) a statement that, to your knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead you to believe that the Prospective Investor has ceased to be an Accredited Investor; and (f) an acknowledgement that the Company will rely on your letter in determining the Prospective Investor's eligibility to participate in the Offering and your consent to such reliance. The [Company reserves the right to reject any alternative form of verification letter in its sole discretion.]