



The undersigned hereby represents and warrants to Verscend Holding Corp. (the "Company") as follows: (Please check **only one** of the boxes below. If you have any questions, please consult your financial advisor or legal counsel.)

(1) it is the beneficial owner, or is acting on behalf of a beneficial owner, of the principal amount indicated below of the Company's 9.75% Senior Notes due 2026 (the "Senior Notes");

OR

(2) it is one of the following:

a "qualified institutional buyer" (a "QIB") as defined in Rule 144A under the U.S. Securities Act of 1933, as amended, and is considering acquiring any of the Senior Notes for its own account or for a discretionary account or accounts on behalf of one or more QIBs (as to which it has been instructed and has the authority to make the statements contained herein as an investor (i.e., with the intention of holding the Senior Notes for investment purposes and not with the purpose of changing or influencing the control of the Company or its capital structure, nor in connection with or as a participant in any transaction having such purpose));

an institutional "accredited investor" (an "IAI") within the meaning of Rule 501(a)(1), (2), (3) or (7) of Regulation D under the U.S. Securities Act of 1933, as amended, and is considering acquiring any of the Senior Notes for its own account or for a discretionary account or accounts on behalf of one or more IAI's (as to which it has been instructed and has the authority to make the statements contained herein as an investor (i.e., with the intention of holding the Senior Notes for investment purposes and not with the purpose of changing or influencing the control of the Company or its capital structure, nor in connection with or as a participant in any transaction having such purpose));

a reputable securities analyst regularly providing analysis of investment in the Senior Notes; or

a reputable market maker who regularly makes or intends to make a market in the Senior Notes.

The undersigned understands that it is providing the information contained herein solely for purposes of enabling the Company to determine whether the undersigned should receive access to the password protected online data site (the "DataSite") on which the Company provides annual and quarterly financial information and certain other information relating to its business, in accordance with the indenture relating to the Senior Notes. This letter is neither an offer to purchase or exchange any securities, including the Senior Notes, nor creates any obligations whatsoever on the part of the Company or the undersigned to sell or purchase any securities.

Name		Title	
Institution			
Address			
City	State	Zip Code	
Country	Phone	Facsimile	
Email Address for receiving login and password information for access to the DataSite			

If Applicable — Aggregate Principal Amount of Senior Notes held by the signatory \$ _____

By: _____ Dated: _____
Signature

Complete form and email to: jerron.green@verscend.com
10897 S. River Front Pkwy. #200 | South Jordan, UT 84095 www.verscend.com