

CONFIDENTIAL PURCHASER QUESTIONNAIRE

Thank you for visiting the Briarcliff website. Briarcliff Development Company (the “Company”) would like to provide you with the opportunity to consider investment in certain projects and developments that the Company may propose from time to time. Federal and state securities laws require us to obtain certain information from you in order for us to be able to provide you with information regarding any such opportunities in the future.

If you are interested in receiving information about possible investment opportunities in the future, please complete and sign the attached questionnaire, and return to:

investments@briarcliffkc.com

or

1300 NW Briarcliff Pkwy, Suite 250
Kansas City, MO 64111

Completing this questionnaire does not guarantee that any project or development investment opportunities will arise, or if they do, that such projects or developments will be appropriate for you. The purpose of this questionnaire is to provide the officers of the Company with the information necessary (i) to determine whether you may be eligible to receive project and development information, and (ii) to comply with federal and state securities laws. You may be asked to provide additional information, or updates to your responses, prior to receiving any investment information.

The Company and its officers will maintain the confidentiality of all information disclosed by you, which will be used only to comply with federal and state securities laws and to defend any action to which the Company is a party. Such information will not be disclosed to any other person or organization, except as required to comply with federal and state securities laws or with a binding order of an administrative or judicial body. If you have any concerns about completing this questionnaire, we urge you to consult with your own advisors. This questionnaire is not intended to be and should not be considered a solicitation of an offer to invest in the Company or future developments or project, if any. Delivery of information regarding developments or projects will be informational only, and is not intended to be, and should not be considered to be, advice or a recommendation to invest in any particular development or project.

Thank you for your interest in Briarcliff Development Company.

GENERAL INSTRUCTIONS

- (1) *Please print or type.*
- (2) *Fully answer every question. Do not leave blanks. If a particular question does not apply to you, respond "not applicable" or "N/A."*
- (3) *Attach separate sheets if the space given for any answer is insufficient.*

Because the Company will rely on your answers to this questionnaire to comply with federal and state securities laws, it is important that you carefully and completely answer each question.

PART ONE: GENERAL INFORMATION

1. Name: _____

2. State of Residence: _____

Note: If the prospective investor is a trust, corporation, partnership, limited liability company, or other business organization, please provide the state of organization.

3. Home Address: _____

4. Home Telephone Number: _____

5. Business Address: _____

6. Business Telephone Number: _____

7. E-mail address to which the Company shall send documents and information:

8. Have you been convicted, within the last ten years, of any felony or misdemeanor:

- In connection with the purchase or sale of any security;
- Involving the making of any false filing with the SEC; or
- Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities:

___ Yes

___ No

If yes, please explain: _____

9. Are you subject to any ordered, judgment or decree of any court of competent jurisdiction, entered within the last five years, that restrains or enjoins you from engaging or continuing to engage in any conduct or practice:

- In connection with the purchase or sale of any security;
- Involving the making of any false filing with the SEC; or
- Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities:

Yes

No

If yes, please explain: _____

10. Are you subject to a final order¹ of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the Commodity Futures Trading Commission; or the National Credit Union Administration that:

- bars you from:
 - association with an entity regulated by such commission, authority, agency or officer;
 - engaging in the business of securities, insurance or banking; or
 - engaging in savings association or credit union activities; or
- constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within the last ten years?

Yes

No

If yes, please explain: _____

11. Are you subject to an order of the SEC entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (the "Exchange Act") or section 203(e) or 203(f) of the Investment Advisers Act of 1940 (the "Advisers Act") that:

¹ A "final order" is a written directive or declaratory statement issued by a federal or state agency described in Rule 506(d)(1)(iii) under the Securities Act of 1933 under applicable statutory authority that provides for notice and an opportunity for a hearing, which constitutes a final disposition or action by that federal or state agency

- suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser;
- places limitations on the activities, functions or operations of, or imposes civil money penalties on, the purchaser; or
- bars you from being associated with any entity or from participating in the offering of any penny stock?

Yes

No

If yes, please explain: _____

12. Are you subject to any order of the SEC, entered within the last five years, that orders you to cease and desist from committing or causing a future violation of:

- any scienter-based anti-fraud provision of the federal securities laws, including, but not limited to, Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Section 206(1) of the Advisers Act or any other rule or regulation thereunder; or
- Section 5 of the Securities Act.

Yes

No

If yes, please explain: _____

13. Have you been suspended or expelled from membership in, or suspended or barred from association with a member of, a securities self-regulatory organization (e.g., a registered national securities exchange or a registered national or affiliated securities association) for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes

No

If yes, please explain: _____

14. Have you filed (as a registrant or issuer), or have you been named as an underwriter in any registration statement or Regulation A offering statement filed with the SEC that, within the last five years, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes

No

If yes, please explain: _____

15. Are you subject to a United States Postal Service false representation order entered within the last five years, or are you currently subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes

No

If yes, please explain: _____

Please provide the following information only if you are a trust, partnership, corporation, limited liability company, or other business organization:

16. Name, address and telephone number of person to receive information on the entity's

behalf:

17. Title, position or other relationship of the person named in the preceding question to the entity:

PART TWO: ACCREDITED INVESTOR STATUS

This part of the questionnaire is designed to determine whether you qualify as an “accredited investor” under federal and state securities laws.

Please initial the section below that applies to you:

- _____ 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; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(13) of the Securities Act; any 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; any 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; any 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; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if 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 if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors; or
- _____ 2. a private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940; or
- _____ 3. an organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; or
- _____ 4. a director or executive officer of the Company; or
- _____ 5. a natural person whose individual net worth, or joint net worth with my spouse, exceeds \$1,000,000. Note: “net worth” includes all assets, including such items as restricted securities, ownership in a business, assets in a pension or retirement plan, stocks and bonds, real estate, (but does NOT include the value of the individual’s primary residence) etc., less any liabilities (including all debts and obligations); or

- _____ 6. a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with my spouse in excess of \$300,000 in each of those years and who has a reasonable expectation of reaching the same income level in the current year. Note: “income” refers to gross income and includes tax-exempt interest, capital gains and sheltered cash distributions from limited partnerships and other investments; or

- _____ 7. any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Securities Act Rule 506(b)(2)(ii); or

- _____ 8. an entity in which all of the equity owners are accredited investors.

Representation

I represent to the Company that the information contained in this confidential purchaser questionnaire is complete and accurate and may be relied upon by the Company in determining whether to provide me with information regarding the Company's future projects. I agree to provide such further information and documentation as may be requested by the Company as it deems necessary to verify my identity or to substantiate my status as an accredited investor as set forth in Part Two above.

I (individually or in a representative capacity) executed this confidential purchaser questionnaire on _____, 2016.

(Signature)

(Printed name)