

# ACC Claims Holdings, LLC

## TRANSFEROR REQUEST FORM

TO: ACC Claims Holdings, LLC  
410 Park Avenue  
New York, NY 10022  
[accclaimsholdings@soluslp.com](mailto:accclaimsholdings@soluslp.com)

Ladies and Gentlemen:

The [ ] (the “**Transferor**”) hereby requests to transfer [ ] of its [ ] CUSIP [ ] (the “**Interests**”) in ACC Claims Holdings, LLC (the “**Company**”) to [ ] (the “**Transferee**”). In connection with such request, the Transferor hereby represents and warrants that:

(a) The transfer of interests: (i) would not violate the Investment Company Act, the Securities Act or any state (or other jurisdiction) securities or “Blue Sky” laws applicable to the Company or the Interests; (ii) would not cause the Company to become subject to the registration requirements of the Investment Company Act or the Securities Act; (iii) would not be a “prohibited transaction” under ERISA or the Code or cause all or any portion of the assets of the Company to constitute “plan assets” under ERISA or §4975 of the Code; and (iv) would not cause the Company to become a “publicly-traded partnership,” as such term is defined in § 7704 of the Code.

(b) The transfer of Interests is in accordance with the terms and conditions of the Third Amended and Restated Operating Agreement of ACC Claims Holdings, LLC.

(c) It acknowledges and agrees that the Company’s consent is required for the transfer of Interests to be effective.

(d) It is the true and lawful owner of the Interests to which this Transfer Request Form relates, with full power and authority to request the transfer of Interests.

(e) The Interests are not subject to any pledge or otherwise encumbered in any fashion.

(f) It understands and acknowledges that the Interests have not been and will not be registered under the Securities Act or qualified under state securities (or “blue sky”) laws or the securities laws of any other jurisdiction; and may not be offered, sold or otherwise transferred except in compliance with the registration requirements of the Securities Act and any other applicable securities law or pursuant to an exemption therefrom and, in each case, in compliance with the conditions for transfer set forth in the Operating Agreement.

(g) Neither the Company nor any person representing the Company has made any representations to it with respect to the Company or the Interests.

(h) The Company and others may and will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and that if any acknowledgment, representation or agreement deemed to have been made is no longer accurate, the undersigned shall promptly notify the Company.

Notwithstanding the place where this letter may be executed by any of the parties hereto, the parties expressly agree that all of the terms and provisions hereof shall be governed by and construed under the laws of the State of Delaware, United States applicable to contracts made and to be entirely performed in such state.

To the fullest extent permitted by law, in the event of any claim, demand action, suit or proceeding (a "Proceeding") arising out of the terms and conditions of this Transfer Request Form, the parties hereto irrevocably (i) consent and submit to the exclusive jurisdiction of the State of Delaware or the U.S. District Court for the District of Delaware, (ii) waive any defense based on doctrines of venue or forum non conveniens, or similar rules or doctrines, and (iii) agree that all claims in respect of such a Proceeding must be heard and determined exclusively in the State of Delaware or the U.S. District Court for the District of Delaware. Process in any such Proceeding may be served on any party anywhere in the world, whether within or without the jurisdiction of any such court.

The Transferor hereby agrees to indemnify and hold harmless the Company against any Proceedings or claims for costs or expenses arising out of, or in connection with, its breach of any of the foregoing representations, warranties, covenants and agreements.

The Company hereby consents to the transfer of Interests as described herein.

**TRANSFEROR**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AGREED AND ACCEPTED as of the date first written above.

**ACC CLAIMS HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_