

EXHIBIT B

STATEMENT OF INVESTMENT POLICY

PURPOSE AND SCOPE

A client's Statement of Investment Policy ("SIP") is a key component of Client's personal investment strategy. The purpose of this SIP is to set forth in writing:

- Client's objectives and goals related to the investment of the assets in Client's portfolio;
- The asset classes that Advisor may trade and hold in Client's account;
- The permissible ranges of exposure for Client's portfolio; and
- Client's asset allocation and investment guidelines.

This SIP is intended to summarize the investment philosophy and the procedures providing guidance for Client and Advisor. The investment guidelines described in this SIP should be updated over time as necessary to reflect Client's current status and philosophy regarding the investment of the portfolio.

Advisor will refer to Client's SIP as Client's investments grow and evolve. Advisor will use the criteria listed in Client's SIP to ensure that the investments selected for Client's portfolio continue to meet Client's requirements. If Client's circumstances or goals change, Client is responsible for contacting Advisor and asking that Client's SIP be updated to reflect as necessary so that Advisor can reevaluate and adjust the investment strategy for Client's account appropriately.

Advisor and Client will communicate annually to review and update this SIP.

INVESTMENT, RETURN AND RISK OBJECTIVES

Investment objectives:

Generally, there is a correlation between portfolio returns (either positive or negative) and the amount of risk Client is willing to assume. Clients looking for long-term growth in their portfolio tend to experience high price fluctuations over the short term, and Clients generally need to accept higher portfolio risk if they seek higher returns.

- **Aggressive Growth**

Client is not concerned with the level of fluctuation in his portfolio value. Client is prepared to take substantial risk to achieve his investment goal of significantly growing his portfolio.

- **Moderate Growth**

Client is less concerned with the level of fluctuation in his portfolio value and is prepared to accept some leverage to achieve his investment goals. Client has no need to receive current income from his portfolio.

- **Cautious Growth**

Client is willing to accept a moderate level of fluctuation in his portfolio's value. Client has no need to receive current income from his portfolio.

- **Growth and Income**

Client seeks both higher returns from capital appreciation and some current income. Client hopes to achieve this by investing the portfolio primarily in growth equities, which produce little or no current income, and in income-producing investments of all grades, while recognizing and accepting the increased risks associated with investments of this type.

- **Current Income**

Client's primary goal is to have a portfolio that produces current income. Client understands that a portfolio seeking income above the market average carries higher risks and can be more volatile than the general market.

Client's estimated liquid net worth [excluding real estate]:

- \$0 to \$500,000
- \$500,001 to \$1 million
- \$1 million to \$5 million
- \$5 million to \$10 million
- More than \$10 million

Approximate percentage of net worth Client is entrusting to Advisor for investment:

- Less than 20%
- 21% to 40%
- 41% to 60%
- 61% to 80%
- More than 80%

When Client needs the capital in the account:

The longer Client's investment time horizon, the greater the likelihood that Client will achieve his investment objectives. Client's time horizon may thus affect his ability to accept risk. With a long time horizon, Client has a greater ability to accept risk because he has a longer period of time to recoup any investment losses.

- No specific time horizon
- This year
- 1 to 2 years
- 3 to 5 years
- More than 5 years

Risk Tolerance:

Client's risk tolerance for the account should reflect the amount of risk Client is comfortable with. Client should notify Advisor when there are material changes in his financial condition or risk tolerance.

- **Conservative**
Client values protecting principal over seeking appreciation, is comfortable accepting lower returns for a higher degree of liquidity and/or stability, and primarily seeks to minimize risk and loss of principal.
- **Moderately Conservative**
Client values principal preservation, but is also comfortable accepting a small degree of risk and volatility to seek some appreciation. Client wants greater liquidity and is willing to accept lower returns and minimal losses.
- **Moderate**
Client values reducing risks and enhancing returns equally, is willing to accept modest risks to seek higher long-term returns, and may accept a short-term loss of principal and lower degree of liquidity in exchange for long-term appreciation.
- **Moderate Growth**
Client values higher returns over the long-term, is willing to accept considerable risk, is comfortable with short-term fluctuations in order to seek long-term appreciation, and is willing to endure larger short-term losses of principal in exchange for potential higher long-term returns. Client is only secondarily concerned with liquidity.
- **Moderately Aggressive**
Client primarily values higher long-term returns, is willing to accept significant risk, believes higher long-term returns are more important than protecting principal, and is willing to endure large losses to seek of potentially higher long-term returns. Client is generally not concerned with the liquidity of the portfolio.
- **Aggressive**
Client values maximizing returns, is willing to accept substantial risk, believes maximizing long-term returns is more important than protecting principal, and is willing to endure extensive volatility and significant losses. Client is generally not concerned with the liquidity of the portfolio.

ANY LIMITATIONS ON INVESTMENTS IN THE ACCOUNT

Securities for which Client is an insider and in which Advisor should not make investments:

USE OF MARGIN IN CLIENT’S ACCOUNT

Making investments in the account using margin loans increases the risk to the portfolio because both gains and losses are magnified by the amount of margin used. Margin borrowing leverages Client’s investments, increases the risks to Client’s investment equity, and may require additional deposits or the sale of securities in the account if the account’s value declines. With the use of margin, Client risks losing more than his investment equity.

The maximum percentage of account value that margin could represent is set to 100%

ACKNOWLEDGMENTS

By signing this SIP, Client acknowledges and understands that:

- This Statement of Investment Policy accurately reflects Client’s investment objectives, risk tolerance and expectations for the portfolio.
- The type of portfolio outlined by Advisor matches Client’s investment objectives;
- Client will keep Advisor informed of any changes in his financial situation and/or investment objectives for the entire investment period.
- There is no guarantee of investment returns and returns will fluctuate over time.
- Client wishes to implement the asset allocation proposed by Advisor in this Statement of Investment Policy.

Agreed to by:

Client Signature: _____

Client Signature: _____

Client Name: _____

Client Name: _____

Date: _____

Date: _____

Advisor Signature: _____

Date: _____

Advisor Name: Spring Ocean Capital LLC.