

Budget and Control Board Meeting Minutes related to Venture Capital Investment Authority

During the House Legislative Oversight Committee's Economic Development, Transportation, and Natural Resources meeting on September 20, 2022, members requested various information. Attached, and listed below, is information requested that relates to InvestSC and the Venture Capital Authority. Venture Capital Authority staff provided the information to House Legislative Oversight Committee staff via email during the days following the meeting.

- Minutes of Budget and Control Board Meeting related to "Venture Capital Investment Authority: Request to Approve Venture Capital Lender and Form of Tax Credit Certificates" (June 12, 2007)

Information relating to this matter has been retained in these files and is identified as Exhibit 14.

Venture Capital Investment Authority: Request to Approve Venture Capital Lender and Form of Tax Credit Certificates (Blue Item #9)

The Venture Investment Capital Act (the "Act") has been amended during the current legislative session to eliminate in part certain statutory language that required or could be interpreted to require the Venture Capital Investment Authority (VCA) to issue guidelines and regulations. The proposed amended legislation requires that (1) the VCA issue guidelines for the selection of certain types of venture capital lenders; and (2) the Board approve these and any other guidelines, if issued, along with the lender itself and the form of the tax credit certificates required to finance the venture capital transaction.

The VCA had adopted the attached guidelines for consideration by the Board. The VCA has already selected the lender, Deutsche Bank Securities, as the current legislation does not require Budget and Control Board approval. The VCA requests that the Board ratify this selection.

Mr. Eckstrom asked what the Board's responsibility is with respect to this item. Mr. White commented that there is proposed legislation before the General Assembly that would bring this before the Board. Senator Leatherman added that the VCA has to develop guidelines and the Board has to approve those guidelines and the lender. He said originally there was no oversight and he felt that the Board needed the opportunity to approve guidelines and the lender for something this important. Mr. Eckstrom further asked how the lender was assessed. Ian Forbes-Jones, VCA's Executive Director, said that one of the challenges in setting the program up was identifying a lender given the nontraditional collateral associated with the program. He said that the State does not have an "animal" such as this and that it is a very difficult one to market.

Mr. Eckstrom asked what it was about Deutsche Bank that is being assessed. Burney Maybank, counsel for VCA, stated that the original legislation said that the lender had to be approved by legislation, but that all parties agree that a lender cannot be picked by regulation. He said that that since the General Assembly wanted oversight which really could not be done

through regulation a good compromise was the Budget and Control Board. Rick Harmon with the Treasurer's Office commented that some of the analysis they go through in evaluating financial concerns like Deutsche Bank include conflicts of interest, capital structure, and other relationships with the State to determine whether there are any ethics violations. He said that in this case the chances of ethics violations are extremely remote. He said that every time they evaluate a financial concern like Deutsche Bank they put them through the same paces.

Contingent upon amendment of the Venture Capital Act by the General Assembly, the Board granted approval of the Venture Capital Investment Authority's (1) proposed guideline for the selection of certain types of venture capital lenders, (2) selection of Deutsche Bank Securities Inc. as a venture capital lender, (3) and the form of the tax credit certificates required to finance the venture capital transaction for the Venture Capital program.

Information relating to this matter has been retained in these files and is identified as Exhibit 15.

Office of State Budget: Clemson Research University Infrastructure Project (Regular #1)

The South Carolina Centers of Economic Excellence Review Board has certified Clemson University for \$3.5 million in general obligation debt to be issued under the South Carolina Research University Infrastructure Act. The Act requires the Review Board to certify that at least 50% of the cost of each research infrastructure project is being provided by private, federal, municipal, county or other local government sources. The Clemson research university infrastructure project consists of the following aspects that were certified by the Review Board for funding or as part of the required match.

In support of the Innovative Biomedicine and Bioengineering Research and Training Program:

- (1) the upfit of 19,550 square feet of unfinished leased space on the Greenville Hospital Patewood Campus to be occupied and used by Clemson researchers in the areas of vascular diseases and devices, orthopedic devices and rehabilitation and performance enhancement, to be funded with state Research University Infrastructure Bonds in the amount of \$3.5 million;
- (2) the donation of the lease of 30,811 square feet of space on the Greenville Hospital Patewood Campus, valued at \$6,798,432, providing a portion of the required 50% match;
- (3) the donation of \$825,000 toward the upfit the 19,550 square feet of unfinished

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June 12, 2007 -- Page 15

leased space for Clemson on the Greenville Hospital Patewood Campus, providing a portion of the required 50% match.

In addition, Clemson will lease the 30,811 square foot space on the Greenville Hospital Patewood Campus for \$1.00 per year for 15 years, provide for all utility costs for the space over the 15-year lease, and provide approximately \$500,000 in equipment and furniture. The total value of this research university infrastructure project is \$14,247,706.

The Board was asked to consider approving the following: 1) approve Clemson's research university infrastructure project on the Greenville Hospital Patewood Campus; and 2) approve the establishment of a permanent improvement project, H12-9878, Clemson University Translational Bioengineering Research Center Upfit, for \$3.5 million to be funded with Research University Infrastructure Bonds. The project was approved by the Joint Bond Review Committee at its meeting on June 6, 2007.

Upon a motion by Senator Leatherman, seconded by Mr. Eckstrom, the Board approved Clemson University's research university infrastructure project on the Greenville Hospital Patewood Campus and approved the establishment of a permanent improvement project, H12-9878, Clemson University Translational Bioengineering Research Center Upfit, for \$3.5 million to be funded from Research University Infrastructure Bonds.

Information relating to this matter has been retained in these files and is identified as Exhibit 16.

Clemson University: Not Exceeding in the Aggregate \$3,500,000 Principal Amount State General Obligation Research University Infrastructure Bonds of the State of South Carolina (Clemson University) (Regular Session Item #2)

Clemson University requested the Board adopt a resolution authorizing the issuance of not exceeding in the aggregate \$3,500,000 principal amount State General Obligation Research University Infrastructure Bonds of the State of South Carolina. Proceeds from the bonds will be used to (i) reimburse Clemson University for monies advanced in connection with the Clemson Research Infrastructure Project, (b) pay costs of the Clemson Research Infrastructure Project, and (iii) pay the costs of issuance of such Research University Infrastructure Bonds. The South Carolina Centers of Economic Excellence Review Board has certified Clemson University for \$3.5 million in general obligation debt to be issued under the South Carolina Research

STATE BUDGET AND CONTROL BOARD
MEETING OF June 12, 2007

BLUE AGENDA
ITEM NUMBER 9

AGENCY: Venture Capital Investment Authority

SUBJECT: Request to Approve Venture Capital Lender and Form of Tax Credit Certificates

The Venture Investment Capital Act (the "Act") has been amended during the current legislative session to eliminate in part certain statutory language that required or could be interpreted to require the Venture Capital Investment Authority (VCA) to issue guidelines and regulations. The proposed amended legislation requires that (1) the VCA issue guidelines for the selection of certain types of venture capital lenders; and (2) the Board approve these and any other guidelines, if issued, along with the lender itself and the form of the tax credit certificates required to finance the venture capital transaction.

The VCA had adopted the attached guidelines for consideration by the Board. The VCA has already selected the lender, Deutsche Bank Securities, as the current legislation does not require Budget and Control Board approval. The VCA requests that the Board ratify this selection.

BOARD ACTION REQUESTED:

Contingent upon amendment of the Venture Capital Act by the General Assembly, grant approval of the Venture Capital Investment Authority's (1) proposed guideline for the selection of certain types of venture capital lenders, (2) selection of Deutsche Bank Securities Inc. as a venture capital lender, (3) and the form of the tax credit certificates required to finance the venture capital transaction for the Venture Capital program.

ATTACHMENTS:

Forbes-Jones 5/30/07 letter; Venture Capital Investment Authority Guidelines

EXHIBIT

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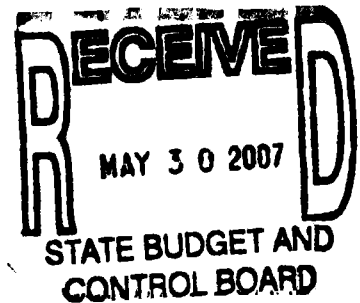
Mark Sanford
Governor

SOUTH CAROLINA
Venture Capital Investment Authority

Chad Walldorf
Chairman

May 30, 2007

Mr. Henry White
Executive Director
State Budget & Control Board
1201 Main Street, Suite 420
Columbia, South Carolina 29201



Dear Mr. White:

The South Carolina Venture Capital Investment Authority (the "Authority") hereby submits and outlines below the following request to be placed on the agenda for the next State Budget and Control Board (the "Board") meeting so that the Authority can seek approval by the Board regarding the Authority's guidelines, selection of a lender, and the form of tax credit certificates required to finance the Venture Capital program.

BACKGROUND

As you may be aware, the Venture Investment Capital Act (the "Act") has been amended during the current legislative session to eliminate in part certain statutory language that required (or could be interpreted to require) the VCA to issue guidelines and regulations. The amended legislation, as proposed now, requires that (1) the VCA issue guidelines for the selection of certain types of venture capital lenders; and (2) the Board approve these and any other guidelines, if issued, along with the lender itself and the form of the tax credit certificates required to finance the venture capital transaction.

The VCA will adopt guidelines in the very near future for consideration by the Board. The VCA has already selected the lender (Deutsche Bank Securities) as the current legislation does not require Budget and Control Board approval. The VCA would like to have this selection ratified by the Board.

The amended legislation referenced above is poised to pass in several bills, and accordingly, we would very much appreciate being put on the agenda for the next Board meeting. Naturally, we will notify you immediately if the legislation does not pass.



Mark Sanford
Governor

SOUTH CAROLINA
Venture Capital Investment Authority

Chad Walldorf
Chairman

AUTHORITY REQUESTS TO BOARD

The Authority respectfully requests that it be placed on the next Budget and Control Board agenda in order to seek approval by the Board of (1) any VCA guidelines, including specifically any guidelines regarding selection of lenders; (2) the selection of Deutsche Bank Securities Inc. as a lender; and (3) the form of the tax credit certificates.

Thank you for your consideration of this request.

Sincerely,

Ian M. Forbes-Jones
Executive Director
South Carolina Venture Capital Investment Authority

A RESOLUTION

APPROVING GUIDELINES OF THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY FOR IMPLEMENTATION OF THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA (LENDER CRITERIA) PURSUANT TO THE PROVISIONS OF SECTIONS 11-45-30(10) AND 11-45-105 OF SOUTH CAROLINA CODE ANNOTATED, TITLE 11, CHAPTER 45 (1976), AS AMENDED; APPROVING DBAH CAPITAL LLC AS A LENDER MEETING THE CRITERIA SET FORTH IN THE GUIDELINES PURSUANT TO SECTION 11-45-30(10) OF THE CODE; AND APPROVING THE FORM OF THE INITIAL TAX CREDIT AND BLANK TAX CREDIT CERTIFICATES PURSUANT TO SECTION 11-45-55(B) OF THE CODE

WHEREAS, the South Carolina Venture Capital Authority (the "VCA") has heretofore and pursuant to the provisions of Sections 11-45-30(10) and 11-45-105 of the South Carolina Code Annotated, Title 11, Chapter 45 (1976), as amended, (the "Act") requested approval by the State Budget and Control Board of the guidelines established by the VCA regarding selection of a Lender as defined in the Act (attached as *Exhibit A* to this Resolution and hereafter referred to as the "Guidelines"), and of DBAH Capital, LLC ("DBAH") as a Lender that meets the criteria in these Guidelines; and

WHEREAS, Section 11-44-55(B) of the Act requires the VCA to issue tax credits to each Lender contemporaneously with each loan made pursuant to the Act and further requires that the VCA request approval by the Budget and Control Board of the form of tax credit certificate(s) to be issued, and accordingly, the VCA has requested that the Board approve the Initial Tax Credit Certificate to be issued to DBAH in its capacity as a Lender under the Act (attached as *Exhibit B* to this Resolution) as well as a Blank Tax Credit Certificate (attached as *Exhibit C* to this Resolution) that may be issued pursuant to applicable provisions of Title 11, Chapter 45 of the Act to any person able to utilize the tax credits pursuant to Section 11-45-30(8) of the Act after receipt by that person of tax credits pursuant to Section 11-45-55(E) of the Act ; and

WHEREAS, the VCA further represents that the VCA has ratified and duly approved the Guidelines and DBAH as the Lender after approaching numerous in-state and out-of-state financial institutions regarding their interest in capitalizing the Venture Capital Program as a Lender and after evaluating the application and ability of each interested financial institution to complete the transaction and the financial terms offered by each financial institution to complete the transaction; and

WHEREAS, the VCA further represents that the form of the Initial Tax Credit Certificate and the Blank Tax Credit Certificate have been agreed upon by the South Carolina Department of Revenue, the South Carolina Department of Insurance, and DBAH and have been created by and with advice of legal counsel retained by the VCA and ratified and duly approved by the VCA and are in substantially final form such that any additional changes, insertions, or omissions therein will not materially alter the obligations of the VCA or the State of South Carolina.

NOW, THEREFORE, BE IT RESOLVED, by the State Budget and Control Board of the State of South Carolina, as follows:

SECTION 1. It is hereby found, determined and declared by the Budget and Control Board that: the documents and exhibits thereto provided by the VCA to the Board contain all matters required by law and the rules of this Board to be set forth therein, and that in consequence thereof the jurisdiction of this Board has been properly invoked under and pursuant to Sections 11-45-30(10), 11-45-55(B), and 11-45-105 of the Act.

SECTION 2. In consequence of the foregoing, the proposal of the VCA to approve the Guidelines, to approve the selection of DBAH as the Lender, and to approve the form of the Initial Tax Credit Certificate (attached in substantially final form as ***Exhibit B*** to this Resolution) and the form of the Blank Tax Credit Certificate (attached in substantially final form as ***Exhibit C*** to this Resolution), be and the same is hereby in all respects approved. The forms of Initial Tax Credit Certificate and the Blank Tax Credit Certificate are to be in substantially the form now before this meeting and are hereby approved, or with such changes, insertions and omissions therein as do not materially alter the obligations of the VCA or the State of South Carolina and as shall be approved by the Executive Director of the VCA executing the same, with the advice of counsel, said execution to constitute conclusive evidence of such approval.

SECTION 3. This Resolution shall take effect immediately.

EXHIBIT A

Guidelines
of
The South Carolina Venture Capital Authority
for Implementation of
The Venture Capital Investment Act of South Carolina
(Lender Criteria)

EXHIBIT

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STATE BUDGET & CONTROL BOARD

**GUIDELINES
OF
THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY
FOR IMPLEMENTATION OF
THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA
(LENDER CRITERIA)**

Lenders

In addition to the entities qualified as “lenders” under Section 11-45-30(1) of the Venture Capital Investment Act of South Carolina, S.C. Code Ann. §§ 11-45-10, *et seq.*, as amended (the “Act”), the term “lender” includes any out-of-state banking or financial institution that is not subject to South Carolina tax liability; provided, however, that the lending institution shall:

1. demonstrate substantial experience with other state-sponsored venture capital programs; and
2. offer interest rate protection for the life of the transaction; and
3. develop an investment schedule that provides sufficient time for investments to mature and generate returns sufficient to repay principle and interest, thus minimizing the use of tax credits issued pursuant to section 11-45-55 of the Act; and
4. agree to include South Carolina based financial institutions in the financing program where appropriate; and
5. offer pre-defined and agreed terms to minimize future capital markets volatility.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

*Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, et seq.*

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [___], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: VCA-1

REGISTERED HOLDER: DBAH CAPITAL, LLC

ADDRESS OF REGISTERED HOLDER: 60 Wall Street, New York, NY 10005

REGISTERED HOLDER'S TAX I.D. NUMBER: 13-3645372

EXERCISABLE AMOUNT: \$50,000,000 plus required interest calculated at the Applicable Interest Rate provided in the Securities Purchase Agreement dated as of June [___], 2007 among InvestSC, Inc. and the Purchasers specified therein.

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied

EXHIBIT

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STATE BUDGET & CONTROL BOARD

including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

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CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

Tax Year End of Transferee: _____

EXHIBIT
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[NAME OF REGISTERED HOLDER]

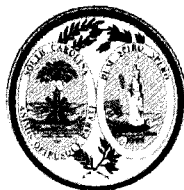
By: _____

Name: _____

Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, et seq.

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: _____

REGISTERED HOLDER: _____

ADDRESS OF REGISTERED HOLDER: _____

REGISTERED HOLDER'S TAX I.D. NUMBER: _____

EXERCISABLE AMOUNT: \$ _____

EXHIBIT

JUN 12 2007

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STATE BUDGET & CONTROL BOARD

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee

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of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the

Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

Tax Year End of Transferee: _____

EXHIBIT

JUN 12 2007

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STATE BUDGET & CONTROL BOARD

[NAME OF REGISTERED HOLDER]

By: _____

Name: _____

Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.

STATE OF SOUTH CAROLINA)
) Venture Capital Authority
COUNTY OF RICHLAND)

I, DELBERT H. SINGLETON, JR., SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Mark Sanford, Governor and Chairman of the Board;
The Honorable Thomas Ravenel, State Treasurer;
The Honorable Richard Eckstrom, Comptroller General;
The Honorable Hugh K. Leatherman, Sr., Chairman, Senate Finance Committee; and
The Honorable Daniel T. Cooper, Chairman, House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m. on Tuesday, June 12, 2007, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting were posted on bulletin boards in the office of the Governor's Press Secretary, in the lobby of the Wade Hampton Office Building, and near the Board Secretary's Office on the Sixth Floor of the Wade Hampton Office Building at 3:15 p.m. on Friday, June 8, 2007.

That all members of the Board, with exception of Mr. Cooper, were present at the meeting. Mr. Cooper participated in the meeting via telephone.

That, at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Leatherman, who moved its adoption; the motion was seconded by Mr. Eckstrom, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

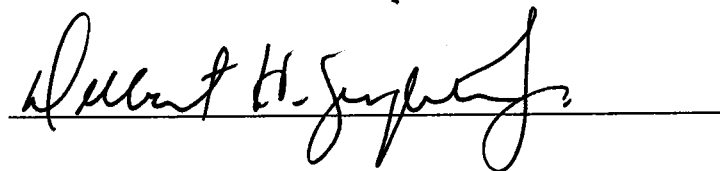
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AGAINST MOTION

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That the Chairman thereupon declared the Resolution adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

June 21, 2007

A handwritten signature in black ink, reading "Delbert H. Singleton, Jr.", is written over a horizontal line.

A RESOLUTION

APPROVING GUIDELINES OF THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY FOR IMPLEMENTATION OF THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA (LENDER CRITERIA) PURSUANT TO THE PROVISIONS OF SECTIONS 11-45-30(10) AND 11-45-105 OF SOUTH CAROLINA CODE ANNOTATED, TITLE 11, CHAPTER 45 (1976), AS AMENDED; APPROVING DBAH CAPITAL LLC AS A LENDER MEETING THE CRITERIA SET FORTH IN THE GUIDELINES PURSUANT TO SECTION 11-45-30(10) OF THE CODE; AND APPROVING THE FORM OF THE INITIAL TAX CREDIT AND BLANK TAX CREDIT CERTIFICATES PURSUANT TO SECTION 11-45-55(B) OF THE CODE

WHEREAS, the South Carolina Venture Capital Authority (the "VCA") has heretofore and pursuant to the provisions of Sections 11-45-30(10) and 11-45-105 of the South Carolina Code Annotated, Title 11, Chapter 45 (1976), as amended, (the "Act") requested approval by the State Budget and Control Board of the guidelines established by the VCA regarding selection of a Lender as defined in the Act (attached as *Exhibit A* to this Resolution and hereafter referred to as the "Guidelines"), and of DBAH Capital, LLC ("DBAH") as a Lender that meets the criteria in these Guidelines; and

WHEREAS, Section 11-44-55(B) of the Act requires the VCA to issue tax credits to each Lender contemporaneously with each loan made pursuant to the Act and further requires that the VCA request approval by the Budget and Control Board of the form of tax credit certificate(s) to be issued, and accordingly, the VCA has requested that the Board approve the Initial Tax Credit Certificate to be issued to DBAH in its capacity as a Lender under the Act (attached as *Exhibit B* to this Resolution) as well as a Blank Tax Credit Certificate (attached as *Exhibit C* to this Resolution) that may be issued pursuant to applicable provisions of Title 11, Chapter 45 of the Act to any person able to utilize the tax credits pursuant to Section 11-45-30(8) of the Act after receipt by that person of tax credits pursuant to Section 11-45-55(E) of the Act ; and

WHEREAS, the VCA further represents that the VCA has ratified and duly approved the Guidelines and DBAH as the Lender after approaching numerous in-state and out-of-state financial institutions regarding their interest in capitalizing the Venture Capital Program as a Lender and after evaluating the application and ability of each interested financial institution to complete the transaction and the financial terms offered by each financial institution to complete the transaction; and

WHEREAS, the VCA further represents that the form of the Initial Tax Credit Certificate and the Blank Tax Credit Certificate have been agreed upon by the South Carolina Department of Revenue, the South Carolina Department of Insurance, and DBAH and have been created by and with advice of legal counsel retained by the VCA and ratified and duly approved by the VCA and are in substantially final form such that any additional changes, insertions, or omissions therein will not materially alter the obligations of the VCA or the State of South Carolina.

NOW, THEREFORE, BE IT RESOLVED, by the State Budget and Control Board of the State of South Carolina, as follows:

SECTION 1. It is hereby found, determined and declared by the Budget and Control Board that: the documents and exhibits thereto provided by the VCA to the Board contain all matters required by law and the rules of this Board to be set forth therein, and that in consequence thereof the jurisdiction of this Board has been properly invoked under and pursuant to Sections 11-45-30(10), 11-45-55(B), and 11-45-105 of the Act.

SECTION 2. In consequence of the foregoing, the proposal of the VCA to approve the Guidelines, to approve the selection of DBAH as the Lender, and to approve the form of the Initial Tax Credit Certificate (attached in substantially final form as *Exhibit B* to this Resolution) and the form of the Blank Tax Credit Certificate (attached in substantially final form as *Exhibit C* to this Resolution), be and the same is hereby in all respects approved. The forms of Initial Tax Credit Certificate and the Blank Tax Credit Certificate are to be in substantially the form now before this meeting and are hereby approved, or with such changes, insertions and omissions therein as do not materially alter the obligations of the VCA or the State of South Carolina and as shall be approved by the Executive Director of the VCA executing the same, with the advice of counsel, said execution to constitute conclusive evidence of such approval.

SECTION 3. This Resolution shall take effect immediately.

EXHIBIT A

Guidelines
of
The South Carolina Venture Capital Authority
for Implementation of
The Venture Capital Investment Act of South Carolina
(Lender Criteria)

**GUIDELINES
OF
THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY
FOR IMPLEMENTATION OF
THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA
(LENDER CRITERIA)**

Lenders

In addition to the entities qualified as “lenders” under Section 11-45-30(1) of the Venture Capital Investment Act of South Carolina, S.C. Code Ann. §§ 11-45-10, *et seq.*, as amended (the “Act”), the term “lender” includes any out-of-state banking or financial institution that is not subject to South Carolina tax liability; provided, however, that the lending institution shall:

1. demonstrate substantial experience with other state-sponsored venture capital programs; and
2. offer interest rate protection for the life of the transaction; and
3. develop an investment schedule that provides sufficient time for investments to mature and generate returns sufficient to repay principle and interest, thus minimizing the use of tax credits issued pursuant to section 11-45-55 of the Act; and
4. agree to include South Carolina based financial institutions in the financing program where appropriate; and
5. offer pre-defined and agreed terms to minimize future capital markets volatility.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

*Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, et seq.*

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [___], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: VCA-1

REGISTERED HOLDER: DBAH CAPITAL, LLC

ADDRESS OF REGISTERED HOLDER: 60 Wall Street, New York, NY 10005

REGISTERED HOLDER'S TAX I.D. NUMBER: 13-3645372

EXERCISABLE AMOUNT: \$50,000,000 plus required interest calculated at the Applicable Interest Rate provided in the Securities Purchase Agreement dated as of June [___], 2007 among InvestSC, Inc. and the Purchasers specified therein.

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied

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including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

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CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

Tax Year End of Transferee: _____

[NAME OF REGISTERED HOLDER]

By: _____
Name: _____
Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

*Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, et seq.*

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [___], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: _____

REGISTERED HOLDER: _____

ADDRESS OF REGISTERED HOLDER: _____

REGISTERED HOLDER'S TAX I.D. NUMBER: _____

EXERCISABLE AMOUNT: \$ _____

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee

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of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the

Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

Tax Year End of Transferee: _____

[NAME OF REGISTERED HOLDER]

By: _____
Name: _____
Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.

STATE OF SOUTH CAROLINA)
) Venture Capital Authority
COUNTY OF RICHLAND)

I, DELBERT H. SINGLETON, JR., SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Mark Sanford, Governor and Chairman of the Board;
The Honorable Thomas Ravenel, State Treasurer;
The Honorable Richard Eckstrom, Comptroller General;
The Honorable Hugh K. Leatherman, Sr., Chairman, Senate Finance Committee; and
The Honorable Daniel T. Cooper, Chairman, House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m. on Tuesday, June 12, 2007, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting were posted on bulletin boards in the office of the Governor's Press Secretary, in the lobby of the Wade Hampton Office Building, and near the Board Secretary's Office on the Sixth Floor of the Wade Hampton Office Building at 3:15 p.m. on Friday, June 8, 2007.

That all members of the Board, with exception of Mr. Cooper, were present at the meeting. Mr. Cooper participated in the meeting via telephone.

That, at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Leatherman, who moved its adoption; the motion was seconded by Mr. Eckstrom, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

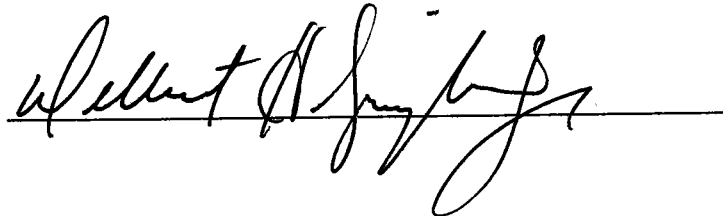
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AGAINST MOTION

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That the Chairman thereupon declared the Resolution adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

June 21, 2007

A handwritten signature in cursive script, reading "Delbert H. Singleton, Jr.", is written over a horizontal line.

A RESOLUTION

APPROVING GUIDELINES OF THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY FOR IMPLEMENTATION OF THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA (LENDER CRITERIA) PURSUANT TO THE PROVISIONS OF SECTIONS 11-45-30(10) AND 11-45-105 OF SOUTH CAROLINA CODE ANNOTATED, TITLE 11, CHAPTER 45 (1976), AS AMENDED; APPROVING DBAH CAPITAL LLC AS A LENDER MEETING THE CRITERIA SET FORTH IN THE GUIDELINES PURSUANT TO SECTION 11-45-30(10) OF THE CODE; AND APPROVING THE FORM OF THE INITIAL TAX CREDIT AND BLANK TAX CREDIT CERTIFICATES PURSUANT TO SECTION 11-45-55(B) OF THE CODE

WHEREAS, the South Carolina Venture Capital Authority (the "VCA") has heretofore and pursuant to the provisions of Sections 11-45-30(10) and 11-45-105 of the South Carolina Code Annotated, Title 11, Chapter 45 (1976), as amended, (the "Act") requested approval by the State Budget and Control Board of the guidelines established by the VCA regarding selection of a Lender as defined in the Act (attached as *Exhibit A* to this Resolution and hereafter referred to as the "Guidelines"), and of DBAH Capital, LLC ("DBAH") as a Lender that meets the criteria in these Guidelines; and

WHEREAS, Section 11-44-55(B) of the Act requires the VCA to issue tax credits to each Lender contemporaneously with each loan made pursuant to the Act and further requires that the VCA request approval by the Budget and Control Board of the form of tax credit certificate(s) to be issued, and accordingly, the VCA has requested that the Board approve the Initial Tax Credit Certificate to be issued to DBAH in its capacity as a Lender under the Act (attached as *Exhibit B* to this Resolution) as well as a Blank Tax Credit Certificate (attached as *Exhibit C* to this Resolution) that may be issued pursuant to applicable provisions of Title 11, Chapter 45 of the Act to any person able to utilize the tax credits pursuant to Section 11-45-30(8) of the Act after receipt by that person of tax credits pursuant to Section 11-45-55(E) of the Act ; and

WHEREAS, the VCA further represents that the VCA has ratified and duly approved the Guidelines and DBAH as the Lender after approaching numerous in-state and out-of-state financial institutions regarding their interest in capitalizing the Venture Capital Program as a Lender and after evaluating the application and ability of each interested financial institution to complete the transaction and the financial terms offered by each financial institution to complete the transaction; and

WHEREAS, the VCA further represents that the form of the Initial Tax Credit Certificate and the Blank Tax Credit Certificate have been agreed upon by the South Carolina Department of Revenue, the South Carolina Department of Insurance, and DBAH and have been created by and with advice of legal counsel retained by the VCA and ratified and duly approved by the VCA and are in substantially final form such that any additional changes, insertions, or omissions therein will not materially alter the obligations of the VCA or the State of South Carolina.

NOW, THEREFORE, BE IT RESOLVED, by the State Budget and Control Board of the State of South Carolina, as follows:

SECTION 1. It is hereby found, determined and declared by the Budget and Control Board that: the documents and exhibits thereto provided by the VCA to the Board contain all matters required by law and the rules of this Board to be set forth therein, and that in consequence thereof the jurisdiction of this Board has been properly invoked under and pursuant to Sections 11-45-30(10), 11-45-55(B), and 11-45-105 of the Act.

SECTION 2. In consequence of the foregoing, the proposal of the VCA to approve the Guidelines, to approve the selection of DBAH as the Lender, and to approve the form of the Initial Tax Credit Certificate (attached in substantially final form as ***Exhibit B*** to this Resolution) and the form of the Blank Tax Credit Certificate (attached in substantially final form as ***Exhibit C*** to this Resolution), be and the same is hereby in all respects approved. The forms of Initial Tax Credit Certificate and the Blank Tax Credit Certificate are to be in substantially the form now before this meeting and are hereby approved, or with such changes, insertions and omissions therein as do not materially alter the obligations of the VCA or the State of South Carolina and as shall be approved by the Executive Director of the VCA executing the same, with the advice of counsel, said execution to constitute conclusive evidence of such approval.

SECTION 3. This Resolution shall take effect immediately.

EXHIBIT A

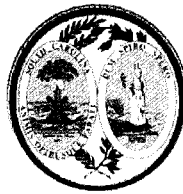
Guidelines
of
The South Carolina Venture Capital Authority
for Implementation of
The Venture Capital Investment Act of South Carolina
(Lender Criteria)

**GUIDELINES
OF
THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY
FOR IMPLEMENTATION OF
THE VENTURE CAPITAL INVESTMENT ACT OF SOUTH CAROLINA
(LENDER CRITERIA)**

Lenders

In addition to the entities qualified as “lenders” under Section 11-45-30(1) of the Venture Capital Investment Act of South Carolina, S.C. Code Ann. §§ 11-45-10, *et seq.*, as amended (the “Act”), the term “lender” includes any out-of-state banking or financial institution that is not subject to South Carolina tax liability; provided, however, that the lending institution shall:

1. demonstrate substantial experience with other state-sponsored venture capital programs; and
2. offer interest rate protection for the life of the transaction; and
3. develop an investment schedule that provides sufficient time for investments to mature and generate returns sufficient to repay principle and interest, thus minimizing the use of tax credits issued pursuant to section 11-45-55 of the Act; and
4. agree to include South Carolina based financial institutions in the financing program where appropriate; and
5. offer pre-defined and agreed terms to minimize future capital markets volatility.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

*Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, et seq.*

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [___], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: VCA-1

REGISTERED HOLDER: DBAH CAPITAL, LLC

ADDRESS OF REGISTERED HOLDER: 60 Wall Street, New York, NY 10005

REGISTERED HOLDER'S TAX I.D. NUMBER: 13-3645372

EXERCISABLE AMOUNT: \$50,000,000 plus required interest calculated at the Applicable Interest Rate provided in the Securities Purchase Agreement dated as of June [___], 2007 among InvestSC, Inc. and the Purchasers specified therein.

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied

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including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

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CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

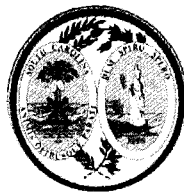
Tax Year End of Transferee: _____

[NAME OF REGISTERED HOLDER]

By: _____
Name: _____
Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.



STATE OF SOUTH CAROLINA
VENTURE CAPITAL INVESTMENT
AUTHORITY
COLUMBIA

MARK C. SANFORD
GOVERNOR

CHAD WALLDORF
CHAIRMAN

TAX CREDIT CERTIFICATE

Issued under the Venture Capital Investment Act of South Carolina
S.C. Code Ann. Section 11-45-10, *et seq.*

THIS TAX CREDIT CERTIFICATE SERVES ONLY AS A REPRESENTATION OF THE ACTUAL TAX CREDITS ENTERED BY THE CUSTODIAN ON THE VENTURE CAPITAL TAX CREDIT CERTIFICATE REGISTRY MAINTAINED BY THE CUSTODIAN PURSUANT TO THE TAX CREDIT CERTIFICATE CUSTODY AGREEMENT DATED JUNE [___], 2007, AMONG INVESTSC, INC., THE SOUTH CAROLINA VENTURE CAPITAL AUTHORITY, AND REGIONS BANK, AS CUSTODIAN, FOR THE BENEFIT OF THE REGISTERED HOLDERS OF THE TAX CREDIT CERTIFICATES (THE "TAX CREDIT CUSTODY AGREEMENT"). A COPY OF THE TAX CREDIT CUSTODY AGREEMENT IS AVAILABLE TO ANY REGISTERED HOLDER THAT REQUESTS THE SAME FROM THE CUSTODIAN.

TAX CREDIT CERTIFICATE NUMBER: _____

REGISTERED HOLDER: _____

ADDRESS OF REGISTERED HOLDER: _____

REGISTERED HOLDER'S TAX I.D. NUMBER: _____

EXERCISABLE AMOUNT: \$ _____

**TAX YEARS FOR WHICH THIS TAX CREDIT
CERTIFICATE MAY BE REDEEMED:** Tax years beginning 2007

NO MORE THAN \$20,000,000 IN TAX CREDIT CERTIFICATES ARE REDEEMABLE FOR ANY ONE YEAR. TAX CREDIT CERTIFICATES MAY BE CARRIED FORWARD TO SUBSEQUENT YEARS WITHOUT LIMITATION.

ISSUANCE AND CERTIFICATION BY THE AUTHORITY. The South Carolina Venture Capital Authority (the "Authority"), a duly created agency within the South Carolina Department of Commerce under the Venture Capital Investment Act of South Carolina pursuant to the Code of Laws of South Carolina 1976, as amended, Title 11, Chapter 45 (the "Act"), does hereby certify that all conditions precedent to issuance of this Tax Credit Certificate have been satisfied including the development of a registry for all tax credits claimed under the Act (as described below). The registered holder named on the face of this Tax Credit Certificate or any transferee

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of all or any portion of this Tax Credit Certificate that complies with the registration conditions specified herein (each a "Registered Holder") is hereby entitled to claim, in accordance with the conditions set forth below, all or any portion of the Exercisable Amount specified on the face of this Tax Credit Certificate as a credit against any of the Registered Holder's tax liabilities specified in Section 11-45-30(8) of the Act (such offset hereinafter referred to as a "Tax Credit").

This Tax Credit Certificate is binding on the Authority and the State of South Carolina, and may not be modified, terminated, or rescinded.

Terms which are used herein as defined terms and which are not otherwise defined herein shall have the meanings assigned to them in the Act.

REGISTRY OF TAX CREDITS. In compliance with Section 11-45-55(I) of the Act, the Authority, through its designated agent Regions Bank (together with its permitted successors is hereinafter referred to as the "Custodian"), has developed an electronic database known as the Venture Capital Tax Credit Registry (the "Registry") for registration of all Tax Credits claimed under the Act. Only the person or entity named in the Registry as the Registered Holder of this Tax Credit Certificate on the day the Registered Holder either files its annual tax return with the South Carolina Department of Revenue (the "Department of Revenue") or files its fee and tax return for the applicable line of insurance with the South Carolina Department of Insurance (the "Department of Insurance"), claiming all or a portion of the Tax Credits represented by this Tax Credit Certificate will be entitled to redeem such Tax Credits claimed; provided, however, that a taxpayer who receives the Tax Credits as a result of the taxpayer's ownership of a pass-through entity may claim the Tax Credits represented by this Tax Credit Certificate even if the pass-through entity is listed as the Registered Holder. If all or any portion of the Tax Credits represented by this Tax Credit Certificate are initially claimed on an amended tax return filed with the Department of Revenue or, with respect to claims against insurance premium tax liability, claimed on an amended fee and tax return for the applicable line of insurance filed with the Department of Insurance, the taxpayer must also be shown in the Registry as the Registered Holder on the day the Registered Holder files either the amended return with the Department of Revenue or the amended fee and tax return for the applicable line of insurance with the Department of Insurance. If there are any discrepancies between this paper Tax Credit Certificate and the Registry, the records reflected in the Registry will control.

The Custodian will maintain the Registry pursuant to the terms of the Tax Credit Custody Agreement. The Registered Holder will be responsible for notifying the Custodian of any filings for redemption of Tax Credits represented by this Tax Credit Certificate or any transfers, in whole or in part, of Tax Credits represented by this Tax Credit Certificate. All notices to the Custodian shall be in writing and shall be sent via overnight courier to

Regions Bank
Corporate Trust Department
1201 Main Street, Suite 1250
Columbia, South Carolina 29201

or such other address of which the Custodian shall have notified the Registered Holders.

CONDITIONS FOR REDEMPTION. To redeem all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) With respect to eligible tax liabilities under the jurisdiction of the Department of Revenue, the Registered Holder shall attach to its annual tax return filed with the Department of Revenue the appropriate tax credit form promulgated by the Department of Revenue from time to time for the Tax Credits issued under the Act (the "Venture Capital Tax Credit Form"). Simultaneously with the filing of its annual tax return and the Venture Capital Tax Credit Form with the Department of Revenue, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the Venture Capital Tax Credit Form that it filed together with a statement indicating (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer (the "DOR Redemption Statement" and together with the Venture Capital Tax Credit Form, the "DOR Redemption Notification").

(2) With respect to eligible tax liabilities under the jurisdiction of the Department of Insurance, the Registered Holder shall provide written notification to the Department of Insurance that indicates its intent to claim Tax Credits in form and content acceptable to the Department of Insurance (the "DOI Redemption Notification"), which DOI Redemption Notification shall specify (i) the dollar amount of Tax Credits claimed, (ii) the tax year for which the Tax Credits have been claimed, and (iii) the amount, if any, the Registered Holder desires to carry forward and/or transfer. Simultaneously with the provision of the DOI Redemption Notification to the Department of Insurance, the Registered Holder shall notify the Custodian of its redemption by providing the Custodian a copy of the DOI Redemption Notification.

If the Exercisable Amount of this Tax Credit Certificate exceeds the tax liability of a Registered Holder in any given year to which it may be applied as provided herein, such Registered Holder may (i) carry forward all or any portion of such excess to offset any eligible future tax liability of such Registered Holder, or (ii) transfer all or any portion of such excess in the manner provided below. The Tax Credits represented by this Tax Credit Certificate may be carried forward without limitation but such Tax Credits are not refundable.

No later than seven (7) Business Days (as defined below) after it receives from the Registered Holder a copy of the DOR Redemption Notification or DOI Redemption Notification, as applicable, the Custodian shall enter in the Registry the amount of Tax Credits claimed by the Registered Holder and the amount of Tax Credits, if any, remaining under this Tax Credit Certificate. If the Registered Holder has notified the Custodian that it desires to transfer to another person or entity all or a portion of any Tax Credits remaining after its redemption, the Registered Holder and Custodian shall comply with the transfer conditions set forth below.

As used herein, "Business Day" means any day other than a day which is a Saturday, Sunday, or a day on which banks in Columbia, South Carolina are authorized or required by applicable law to be closed.

CONDITIONS FOR TRANSFER. As provided in Section 11-45-55(E) of the Act, the Tax Credits represented by this Tax Credit Certificate may be transferred in whole or in part by the

Registered Holder of this Tax Credit Certificate to a Person able to utilize the Tax Credits as set forth in Section 11-45-30(8) of the Act. Such transfer shall be effected by an assignment pursuant to the transfer instrument attached as Attachment 1 to this Tax Credit Certificate (the "Transfer Instrument").

To transfer all or any portion of the Tax Credits represented by this Tax Credit Certificate, the Registered Holder shall comply with the following requirements:

(1) The Registered Holder shall complete and execute for each transferee the Transfer Instrument.

(2) The Registered Holder shall notify, or cause the transferee named in the Transfer Instrument to notify, the Custodian of the transfer within five (5) Business Days of the Effective Date indicated on such Transfer Instrument by sending a copy of each such Transfer Instrument (together with a copy of this Tax Credit Certificate) to the Custodian.

No later than five (5) Business Days after it receives a copy of the Transfer Instrument(s) from the Registered Holder or its transferee(s), the Custodian shall enter in the Registry each transferee's name (and if the transferee is an entity other than an individual, a contact name and telephone number), address, tax identification number, and tax year end, all as set forth in the Transfer Instrument(s). Upon any transfer by the Registered Holder named on the face of this Tax Credit Certificate, the Custodian shall cancel this Tax Credit Certificate on the Registry and issue one or more Reissued Tax Credit Certificates (as defined in the Tax Credit Custody Agreement) to each of the transferee(s), and to the Registered Holder if the Registered Holder of this Tax Credit Certificate transferred less than the full Exercisable Amount of this Tax Credit Certificate. Such Reissued Tax Credit Certificates shall represent the allocated values of this Tax Credit Certificate held by such transferee(s) and the Registered Holder, if applicable, after such transfer.

CONSENT TO DISCLOSURE OF INFORMATION. The Registered Holder, by acceptance of this Tax Credit Certificate, hereby consents to the disclosure of information otherwise prohibited by Section 12-54-240 of the Code of Laws of South Carolina 1976, as amended, among and between the following State agencies, and their employees and agents: The Authority, the South Carolina Department of Commerce, the South Carolina Department of Revenue, and the South Carolina Department of Insurance. Such disclosure is limited to information that may reasonably be deemed relevant to registration and verification of the existence, possession, transfer and redemption of Tax Credits issued under the Act and nothing in this paragraph shall be interpreted to waive any right of confidentiality with respect to any other tax return information. The named State agencies, and their employees and agents, shall otherwise hold such information confidential.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Act to have happened and to have been performed precedent to and in the issuance of this Tax Credit Certificate, exist, have happened, and have been performed in due time, form and manner as required by the Act and other applicable law.

The Authority has caused this Tax Credit Certificate to be executed in its name by the signature of its authorized officer, all as of the date set forth below.

SOUTH CAROLINA VENTURE CAPITAL AUTHORITY

By _____

Name: _____

Title: Authorized Officer

Dated: June ____, 2007

FORM OF TAX CREDIT CERTIFICATE TRANSFER INSTRUMENT

ASSIGNMENT OF TAX CREDIT CERTIFICATE

FOR VALUE RECEIVED, [NAME OF REGISTERED HOLDER] hereby sells, assigns and transfers to the below-named transferee the Exercisable Amount of U.S. \$[VALUE TRANSFERRED] of that certain Tax Credit Certificate Number _____ issued [DATE OF ISSUE] by the South Carolina Venture Capital Authority under the Venture Capital Investment Act of South Carolina, codified at Title 11, Chapter 45 of the Code of Laws of South Carolina 1976, as amended, together with all rights and privileges as to such Exercisable Amount as are provided in such Tax Credit Certificate. A copy of such Tax Credit Certificate is attached hereto.

Such assignment and transfer shall be effective as of [EFFECTIVE DATE].

Name of Transferee: _____

Contact Name/Phone Number: _____

Address of Transferee: _____

Federal Tax Identification Number of Transferee: _____

Tax Year End of Transferee: _____

[NAME OF REGISTERED HOLDER]

By: _____
Name: _____
Title: _____

NOTICE: The Registered Holder executing this Assignment must correspond with the Registered Holder listed in the Registry in every particular without alteration or any change whatever.

WITHIN FIVE (5) BUSINESS DAYS OF THE EFFECTIVE DATE OF TRANSFER, THE TRANSFERRING REGISTERED HOLDER SHALL NOTIFY THE CUSTODIAN OF THIS ASSIGNMENT AND TRANSFER BY SENDING A COPY OF THIS ASSIGNMENT OF TAX CREDIT CERTIFICATE, TOGETHER WITH A COPY OF THE RELATED TAX CREDIT CERTIFICATE, TO THE CUSTODIAN AT THE NOTICE ADDRESS SPECIFIED IN THE TAX CREDIT CERTIFICATE.