

## WATCO CERTIFICATION

### WATCO COMPANIES, L.L.C.

315 W. 3rd St.

Pittsburg, Kansas 66762

Attn: Investor Relations

Facsimile No.: (620) 231-2568

[Email: InvestorRelations@watcocompanies.com](mailto:InvestorRelations@watcocompanies.com)

Ladies and Gentlemen,

The undersigned acknowledges that this Certification is required by Watco Companies, L.L.C. (the "Company") to ensure that its reports and information are made available only to eligible persons. The undersigned hereby represents and warrants to the Company as follows:

- (1) the undersigned is the beneficial owner, or is acting on behalf of a beneficial owner, of the principal amount indicated on the signature page of this certification of the 6.500% Senior Notes due 2027 issued by the Company and Watco Finance Corp. (the "Notes").

Check this box.

**OR**

- (2) the undersigned is one of the following:

*(Please check one of the boxes below. If you have any questions, please consult your financial advisor or legal counsel.)*

- a "qualified institutional buyer" (a "QIB") as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and is considering acquiring any of the Notes for its own account or for a discretionary account or accounts on behalf of one or more QIBs (as to which it has been instructed and has the authority to make the statements contained herein);
- not a "U.S. person" (a "U.S. Person") as defined in Regulation S under the Securities Act, and is considering acquiring any of the Notes for its own account or for a discretionary account or accounts on behalf of one or more investors who are not U.S. Persons (as to which it has been instructed and has the authority to make the statements contained herein); or
- a security analyst who needs the information described below to prepare or consider preparing a research report regarding an investment in the Notes.

**AND**

- (3) the undersigned:
- (i) is not principally engaged in a business substantially similar to any business of the Company, and
- (ii) does not derive a significant portion of its revenues from operating or owning a business substantially similar to any business of the Company.

The undersigned hereby represents and warrants to the Company and agrees with the Company that:

(i) the undersigned will not use the information obtained from the Secured System (as defined below) or the Company in violation of applicable securities laws or regulations;

(ii) it will not communicate the information obtained from the Secured System (as defined below) or the Company to any other person or entity other than officers, directors, employees, agents and advisors of the undersigned who are directly involved in the consideration of investments in the Notes; and

(iii) it will not use information obtained from the Secured System (as defined below) or the Company in any manner to compete with the business of the Company.

The undersigned understands that it is providing the information contained herein solely for purposes of enabling the Company to determine whether the undersigned should receive access to the password protected online data system (the "Secured System") on which the Company provides annual and quarterly reports and certain other information relating to its business, in accordance with the indenture relating to the Notes. The undersigned also understands that the Company expressly reserves the right to deny any person submitting this letter access to the Secured System if the Company is not satisfied that such person meets the stated requirements.

The Company reserves the right to take any and all appropriate legal action with respect to any person who makes any false representation or warranty to the Company for the purpose of accessing the Secured System or who breaches any of its agreements in this letter, including any appropriate remedies available in equity or at law. The Company may revoke access to the Secured System at any time in its sole discretion if the Company believes that any of the representations or warranties made are false in any respect or that the undersigned has breached any of its agreements in this letter. The undersigned agrees that it will notify the Company if any of the representations or warranties it makes in this letter cease to be correct.

This letter is neither an offer to purchase or exchange any securities, including the Notes, nor creates any obligations whatsoever on the part of the Company or the undersigned to sell or purchase any securities.

*[Signature Page Follows]*

WATCO CERTIFICATION  
SIGNATURE PAGE

Very truly yours,

Dated: \_\_\_\_\_ By: \_\_\_\_\_  
(Signature)

*If Applicable—* \_\_\_\_\_  
(Name)

Aggregate Principal Amount of 6.500% Senior  
Notes due 2027 held or beneficially owned by  
the signatory or its principal:

US \$ \_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Institution)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City, State and Zip Code)

\_\_\_\_\_  
(Country)

\_\_\_\_\_  
(Phone)

\_\_\_\_\_  
(Facsimile)

\_\_\_\_\_  
(Email address for receiving login and password  
information for access to the Secured System)