



ENTITY QUESTIONNAIRE

INSTRUCTIONS

This Entity Questionnaire is to be completed by potential Investor Partners that are corporations, limited liability companies, partnerships, trusts, employee plans, IRAs, estates, or 501(c)(3) organizations. Potential Investor Partners who are individuals should complete the Natural Person Questionnaire instead. Entities attempting to qualify through certification of all its equity owners, grantors, participants, or beneficiaries should complete this Entity Questionnaire, and each owner, grantor, participant, or beneficiary should complete a Natural Person Questionnaire.

All subscribing entities must attach additional documentation proving the legal existence of the entity and the authority of the person(s) executing this Questionnaire.

Mail completed questionnaires to M&W Financial, Inc., 140 South Village Center Drive, Southlake, Texas 76092 or fax to 817-442-5249.

CUSTOMER IDENTIFICATION PROGRAM NOTICE

Important information you need to know about opening a new account with the Placement Agent

To help the government fight the funding of terrorism and money laundering activities, federal law requires financial institutions to obtain, verify, and record information that identifies each person who opens an account. This notice answers some questions about M&W Financial, Inc.'s ("M&W Financial") Customer Identification Program.

When you open an account, M&W Financial is required to collect information such as the following from you;

- Your name
- Date of birth
- Address
- Identification number:
 1. U.S. Citizen; taxpayer identification number(social security number or employer identification number)
 2. Non-U.S. Citizen: taxpayer identification number, passport number, and country of issuance, alien identification card number, or government-issued identification showing nationality, residence, and a photograph of you.
- Individuals may also need to show a driver's license, passport, or other identifying documents.

A corporation, partnership, trust or other legal entity will need to provide other information, such as its principal place of business, local office, employer identification number, certified articles of incorporation, government-issued business license, a partnership agreement, trust documents, or other documentation.

U.S. Department of the Treasury, Securities and Exchange Commission, NASD, and New York Stock Exchange rules already require you to provide additional information, such as your net worth, annual income, occupation, employment information, investment experience and objectives, and risk tolerance.

If you do not provide the requested information, M&W Financial may contact reporting agencies, third parties, public records, and other sources in an effort to verify your identity. If your identity cannot be verified, M&W Financial will not be able to open an account or carry out transactions for you and, if M&W Financial has already opened an account for you it may have to be closed.

SUBSCRIBING ENTITY QUESTIONNAIRE

ENTITY'S NAME, TAX IDENTIFICATION NUMBER, & DATE OF ORGANIZATION

<i>Entity's Complete Legal Name</i>	
Type of Entity [Corporation, LLC, Partnership, Business Trust, Financial Institution, Revocable Trust, Irrevocable Trust, IRA, Employee Benefit Plan (including Keogh), Estate, 501(c)(3), Other (if you select "other", please describe the entity on a separate sheet)]	
Tax Identification Number:	Date of Organization:

PRINCIPAL OFFICE ADDRESS:

Number and Street Address	
Suite Number	
City, State, & ZIP or Postal Code	

OTHER BUSINESS ADDRESS:

Number and Street Address		
Suite Number		
City, State ZIP or Postal Code		
Preferred Mailing Address:	Principal Address []	Other Business Address []
Special Mailing Instructions:		

TELEPHONE NUMBERS:

Please indicate the number(s) at which you prefer to be reached

Principal Office Phone		
Other Business Phone		
Primary Contact Mobile Phone		
Other Phone-1		
Email Address		

RESIDENCY INFORMATION:

State

Country

In what State did the Entity originate (and Country if other than the USA)?		
If applicable, in what State is the Entity required to file a state tax return (and Country if other than the USA)?		
In which State does the Entity own most of its tangible assets (and Country if other than the USA)?		
In what State does the Entity conduct the majority of its business (and Country if other than the USA) based upon gross revenues?		

FINANCIAL STATUS RELATIVE TO CURRENT INVESTMENT

Number of Units desired or fraction of each whole Unit (1 Unit, ½ Unit, etc.):			
Entity's net worth (defined as total assets less total liabilities) is in excess of...			
\$1,000,000 [] \$3,000,000 [] \$5,000,000 [] \$10,000,000 []			
The current market value of the Entity's liquid assets is : \$			
Income Data - Base disclosures on the Entity's most recent tax returns and/or financial statements:			
	<u>2007 (Actual)</u>	<u>2008(Actual)</u>	<u>2009(Projected)</u>
Net or Taxable Income	\$	\$	\$

DETERMINATION OF ACCREDITED STATUS (Initial the Appropriate Box Below)

	The subscribing corporation, limited liability company, business trust, or partnership certifies that it was not formed for the specific purpose of acquiring the Interests and that Subscriber has total assets in excess of \$5,000,000.	
	The subscribing corporation, limited liability company, business trust, or partnership certifies that all of its equity owners are accredited investors with \$1,000,000 net worth, \$200,000 individual annual income, or \$300,000 joint income for the past two years with expectations of reaching this amount of income in the current year. Please list below the names of all equity owners and the manner in which they qualify (check applicable category).	
	The undersigned subscribing irrevocable trust certifies that it has total assets in excess of \$5,000,000, and that the person making the investment decision on behalf of the trust has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in the Interests.	
	The undersigned subscribing revocable trust certifies that it may be amended or revoked at any time by the grantors thereof, and all of the grantors are accredited investors with \$1,000,000 net worth, \$200,000 individual annual income, or \$300,000 joint income for the past two years with expectations of reaching this amount of income in the current year. Please list below the names of all grantors and the manner in which they qualify (check applicable category).	
	The undersigned financial institution certifies that it is (i) a bank, savings and loan association, or other regulated financial institution; (ii) acting in its fiduciary capacity as trustee; and (iii) subscribing for the purchase of the Interests on behalf of the subscribing trust .	
	The undersigned is an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the decision to invest in the Partnership was made by a plan fiduciary (as defined in Section 3 (21) of ERISA), which is either a bank, savings and loan association, insurance company, or registered investment adviser. Please state the name of such plan fiduciary:	
	The undersigned is an employee benefit plan within the meaning of ERISA and has total assets in excess of \$5,000,000.	
	The undersigned is an employee benefit plan within the meaning of ERISA, the plan is self-directed, and the investment decision is being made by a plan participant who is an accredited investor with \$1,000,000 net worth, \$200,000 individual annual income, or \$300,000 joint income for the past two years with expectations of reaching this amount of income in the current year. Please list below the names of all such participants and the manner in which they qualify (check applicable category).	
	The undersigned estate or individual retirement account (IRA) hereby certifies that the beneficiary thereof is an accredited investor with \$1,000,000 net worth, \$200,000 individual annual income, or \$300,000 joint income for the past two years with expectations of reaching this amount of income in the current year. Please list below the name of the IRA beneficiary and the manner in which they qualify (check applicable category).	
	The undersigned hereby certifies that it is an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, not formed for the specific purpose of acquiring the Interests, with total assets in excess of \$5,000,000.	
<p align="center"><u>Names of All Equity Owners--(Corporation, LLC, Partnership, & Business Trust)</u> <u>Names of All Grantors--(Revocable Trust)</u> <u>Names of All Plan Participants--(Employee Benefit Plan)</u> <u>Name of Beneficiary—(Estate or IRA)</u></p> <p>(Each equity owner, grantor, plan participant, or beneficiary listed below must also complete and submit a Subscribing Natural Person/Individual Questionnaire and submit it with this Subscribing Entity Questionnaire)</p>	<u>Check the Applicable Column</u>	
	\$1,000,000 <u>Net Worth</u>	\$200,000 (individual) or \$300,000 (joint) <u>Minimum Income</u>
	Subscriber cannot certify any of the above. [If you selected this response, please return all documentation in the enclosed return envelope. As a partnership, you must be able to check either a. or b. above to be considered "accredited" under applicable securities laws. If you are not accredited, you may not participate in this program.]	

FINANCIAL EXPERIENCE

Has the entity previously participated in other private placement investments? Yes No

List the types of investments in which the entity has participated within the last 10 years (e.g., real estate, oil and gas drilling, lease acquisition, stocks, bonds, equipment leasing, agriculture, commodities, options, futures, mutual funds, annuities, or other) and the form of ownership (such as direct ownership or limited partnerships):

<u>YEAR</u>	<u>AMOUNT OF INVESTMENT</u>	<u>TYPE(S) OF INVESTMENT</u>	<u>FORM OF OWNERSHIP</u>

The management of the entity has knowledge of direct participation investments that is derived from (please check one or more):

Attending numerous seminars and continuing education courses <input type="checkbox"/>	Reading investment advisory letters and other subscription services <input type="checkbox"/>
General reading material <input type="checkbox"/>	College study <input type="checkbox"/>
Counseling with financial advisors <input type="checkbox"/>	Exposure through my profession <input type="checkbox"/>

Other (please explain):

Please circle the statement that best represents your tolerance for investment risk when considering an oil/gas direct investment:
 Very Risk Tolerant Risk Tolerant Moderately Risk Tolerant Not Risk Tolerant

State the entity's investment objectives by checking the following where applicable:

Income Appreciation Tax Savings Speculation Other:

Knowledge or solicitation of this investment was made to or received by the management of the entity in the following manner (check applicable):

Personal Contact or Acquaintance <input type="checkbox"/>	Prior Association with the Managing Partner <input type="checkbox"/>
Investment Advisor or Counselor <input type="checkbox"/>	Affiliation with Business or Management <input type="checkbox"/>

Other (please explain):

Does the entity's management have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment in this Partnership? Yes No

Do you understand that there are no guarantees regarding the future price of oil or gas, the amount of oil or gas which may be produced from the Well (if any), or the amount of return on your investment in this Partnership? Yes No

Can the entity afford the complete loss of the entire amount that the entity might invest in the Partnership? Yes No

Can the entity bear the financial risks of an investment in the Partnership for an indefinite period of time because the Partnership Units have not been registered under the Securities Act or the securities laws of any state and therefore cannot be sold unless they are subsequently so registered or an exemption from such registration is available? Yes No

NATURE OF ENTITY'S BUSINESS AND AUTHORITY

Describe the Entity's business or purpose:

Provide the name(s) of the officer(s), member(s), partner(s), grantor(s), participant(s), beneficiary(ies), etc. with authority to purchase the Unit(s). Please provide their address if different than addresses listed above.

Note: Only one of these authorized individuals may execute this Questionnaire, the Subscription Documents, and the other materials.

Corporation or LLC:

Partner:

Grantor and/or Trustee:

Participant:

Estate:

IRA:

Other Authorized Party:

Other Authorized Party:

REPRESENTATIONS AND WARRANTIES

All prospective Investor Partners should read the following and then sign and date the Questionnaire in the spaces indicated.

The information contained herein is being furnished by me, the potential Investor Partner, to Guardian Oil & Gas, Inc., the Managing Partner, to enable the Managing Partner and/or its Placement Agent to determine whether the offer and sale of Units of general or limited partner interests in Black Stone Mann A-24 # 1, LP, a limited partnership to be formed under and pursuant to the Texas Business Organizations Code (the "Partnership"), may be made pursuant to Sections 3(b) or 4(2) of the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations promulgated thereunder, including Regulation D, as well as various state securities statutes and regulations.

I, the potential Investor Partner, understand that:

- (a) the Managing Partner and Placement Agent will rely upon the information contained herein for purposes of such determination,
- (b) the Units will not be registered under the Securities Act in reliance upon the exemptions from registration provided by Sections 3(b) and 4(2) of the Securities Act or qualified under state securities laws, in reliance upon exemptions from such registration and qualification requirements for transactions not involving any public offering. Information supplied through this Questionnaire will be used to ensure compliance with the requirements of such exemptions,
- (c) requesting that I complete this questionnaire does not constitute an offer of the Units to me, and
- (d) I will be required to hold indefinitely the Unit(s) which I purchase.

I represent and warrant to the Managing Partner and Placement Agent that:

- (a) the information contained herein is complete and accurate and may be relied upon by the Partnership/Issuer, Managing Partner, Placement Agent, and other General Partners,
- (b) I will notify the Managing Partner and Placement Agent immediately of any material change in any of such information occurring prior to the acceptance or rejection of my subscription of any Units by me, and
- (c) I have read and understand all instructions, explanations, representations and other information in this Subscription Booklet and my signature below indicates my acceptance of all terms and conditions herein.

All information furnished is for the Managing Partner and Placement Agent's sole use and will be held in confidence, except that this questionnaire may be furnished to such parties as the Managing Partner and Placement Agent deems desirable to establish compliance with federal or state laws and regulatory requirements or to arrange any outside financing on behalf of the Partnership.

ENTITY SIGNATURE SECTION

Authorized Person's Signature

Authorized Person's Signature

Printed Name

Printed Name

Date

Date

For and on behalf of:

Tax Identification Number

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THE FOLLOWING IS FOR OFFICE USE ONLY
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Based upon the foregoing information provided in this questionnaire by the potential investor (and other questionnaires if this potential investor has previously completed this form), it appears that an investment in a Direct Participation Oil and/or Natural Gas Program _____ is _____ is **not** a suitable investment.

By: _____
Compliance Officer

Date: _____, 2009.

CRD # _____