

\_\_\_\_\_ CO., INC. OFFICERS' AND DIRECTORS' QUESTIONNAIRE

NAME:

\_\_\_\_\_  
(Please print full name)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Attention: \_\_\_\_\_, Esq.

Gentlemen/Ladies:

The following information is furnished to you for use in connection with the preparation of a private placement memorandum for the private placement of 600,000 shares of Series A Preferred Stock (the "Memorandum"). I will promptly notify you of any changes in such information which may occur subsequent hereto and prior to the closing of the sale of Preferred Stock. I understand that you will provide copies of this questionnaire as completed by me, and relay all my further communications regarding the matters contemplated herein, to counsel for the Company and to the representatives of the Selling Agent and its counsel, for use in connection with the preparation of the Memorandum, and you and each of such persons and firms may rely thereon.

The definitions of certain other terms used in this questionnaire are set forth at the end of this questionnaire.

1. Positions with the Company

All positions and offices (including director) which I have held with the Company or any parent or subsidiary of the Company (including any present position), and the length of time I have held them, are described below:

Time Period  
(Month and Year)  
From  
To  
List of Positions

2. Personal Data

I can provide the following personal data about myself:

(a) Date of Birth: \_\_\_\_\_

(b) Degrees held:

Degree  
Field of Study  
Year Awarded

College  
Awarding  
Degree

### 3. Business Experience

(a) My principal occupations and employment (other than with the Company but including any parent or subsidiary of the Company) during the past five years, including the official name and principal business of any corporation or organization in which such occupations and employment were carried on, my positions or offices therewith, and the nature of my responsibilities therein are as indicated below:

Time Period  
From \_\_\_\_\_  
To \_\_\_\_\_  
Name and Principal Business of Corporation or Responsibilities  
Position \_\_\_\_\_  
Nature of My Responsibilities \_\_\_\_\_

(b) I am presently a director of the following companies which either (1) have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 or subject to the requirements of Section 15(d) of that Act (so called "publicly held" companies) or (2) are registered as investment companies under the Investment Company Act of 1940:

Company Name \_\_\_\_\_  
Location \_\_\_\_\_  
Term of Office \_\_\_\_\_

### 4. Family Relationships

(a) I do not now have, nor have I ever had, any family relationship (see definition) with any director or officer (or nominee to become a director or officer) of the Company, except as follows:

No exception \_\_\_\_\_.

Exception \_\_\_\_\_. Description: \_\_\_\_\_

b) I am not married \_\_\_\_\_.

I am married \_\_\_\_\_. The names of my spouse and children, if any, are as follows:

Spouse: \_\_\_\_\_

Children: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## 5. Arrangements for Selection

I have not entered into any arrangement (see definition) or understanding with any person pursuant to which I was selected as an officer or director of the Company, except as follows:

- (a) No exception \_\_\_\_\_.
- (b) Exception \_\_\_\_\_. Description:

## 6. No Adverse Interest

To the best of my knowledge, neither I nor any associate (see definition) of mine has or will have an interest adverse to that of the Company or any of its subsidiaries in any pending or contemplated legal proceeding (including administrative proceedings and investigations by governmental authorities) to which the Company or any of its subsidiaries is or will be a party or of which any of its or their property is or will be the subject, except as follows:

- (a) No exception \_\_\_\_\_.
- (b) Exception \_\_\_\_\_. Description:

## 7. Promoters

(a) If I am a promoter (see definition) of the Company, the information provided below is true and correct to the best of my knowledge.

- (1) I am a promoter \_\_\_\_\_.
- (2) I am not a promoter \_\_\_\_\_.

(A) I have stated below the nature and amount of anything of value (including money, property, contracts, options or rights of any kind) received or to be received by me, directly or indirectly, from the Company and the nature and amount of any assets, services or other consideration therefor received or to be received by the Company:

(B) As to any assets acquired or to be acquired by the Company from me, I have stated the amount at which the assets were acquired or are to be acquired and the principle followed or to be followed in determining such amount and identified the persons making the determination and their relationship, if any, with the Company, me or any other promoter. If the assets were acquired by me within two years prior to their transfer to the Company, I have stated the cost thereof to me:

## 8. Legal Proceedings: Investigations

To the best of my knowledge, no legal proceeding (including any administrative proceeding or investigation by governmental authorities) is pending or contemplated to which the Company or any of its subsidiaries is or would be a party or of which any of its or their property is or would be the subject, except as follows:

- (a) I know of none \_\_\_\_\_.
- (b) I am aware of such a proceeding or proceedings \_\_\_\_\_. Description:

## 9. 5% Stockholders

Except as set forth below, I do not know of any person (including myself and my associates and including corporations, partnerships, trusts, associations and other such groups) who owns beneficially (see definition) more than 5 % of any class of the Company's stock:

- (a) I know of no such person \_\_\_\_\_.
- (b) I am aware of such a person \_\_\_\_\_. Description:

## 10. Voting Arrangements

I do not know of any voting trust or similar agreement or arrangement (see definition) under which more than 5% of the Company's outstanding Common Stock is held or to be held, except as indicated below:

- (a) I do not know of any such voting trust or similar agreement \_\_\_\_\_.
- (b) I know of such a voting trust or similar agreement \_\_\_\_\_. Description:

## 11. Change in Control

I do not know of any arrangement (see definition), including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control (see definition) of the Company, except as indicated below:

(a) I know of no such arrangement \_\_\_\_\_.

(b) I know of such an arrangement \_\_\_\_\_. Description:

## 12. Share Ownership

(a) Information as to the shares of Common Stock, Junior Stock and Preferred Stock (indicating which series) of the Company beneficially (see definition) owned by me as of the date of this questionnaire is furnished below. I have included all shares which are (1) registered in my name, including shares registered in my name as trustee, executor, custodian, pledgee, agent or nominee, either alone or with others, (2) owned beneficially (see definition) by me or any associate (see definition) of mine or (3) registered in the name of a nominee or in street name, including any such shares held for the account of any of the above.

If I wish to disclaim beneficial ownership of any shares listed, I have so indicated by writing the word "Disclaim" in the Remarks column below; and I understand that such shares will be shown separately from my beneficial holdings and an appropriate disclaimer set forth.

If any co-trustee, etc., acting with me is an officer or director of the Company, I have set forth his name in the Remarks column.

If any of the shares listed are subject to any claim, encumbrance, pledge or lien, I have so indicated in the Remarks column.

Class and Series of Stock

Number of Shares

Registered in the Name of

Beneficially Owned by:

Remarks

Shares Voted by

(b) I have the right to acquire (through exercise of warrants or options, conversion of Preferred Stock, or otherwise), at any time within sixty days of the closing of the Offering, beneficial ownership of shares of Common Stock or Preferred Stock of the Company as indicated below:

(1) I have no such right \_\_\_\_\_.

(2) I have such a right \_\_\_\_\_. Description:

Type of Security underlying such right (e.g., Common Stock, Series A Preferred, etc.):\_\_\_\_\_.

\_\_\_\_\_ shares through the exercise of any option, warrant or right. (Please describe:

\_\_\_\_\_);

\_\_\_\_\_ shares through the conversion of a security (Title of convertible security: \_\_\_\_\_);

\_\_\_\_\_ shares pursuant to the power to revoke a trust, discretionary account or similar arrangement;  
and/or

\_\_\_\_\_ shares through or pursuant to  
\_\_\_\_\_.

### 13. Interest in Subsidiaries

I do not beneficially (see definition) own any equity securities of any subsidiary of the Company, except as follows:

(a) I do not own any such securities \_\_\_\_\_.

(b) I do own such securities \_\_\_\_\_. Description:

### 14. Cash and Noncash Remuneration

(a) Salary and Bonus. The amount of cash remuneration (including salary, bonuses, fees, commissions and directors' fees, whether paid on a current basis or deferred pursuant to Section 401(k) of the Internal Revenue Code or pursuant to any arrangement) paid or accrued to me by the Company and its subsidiaries during the Company's Last Fiscal Year (including cash bonuses paid during one fiscal year for services rendered to the Company in a previous fiscal year) is furnished below:

Earned in Last Fiscal Year and:

Paid in Last Fiscal Year

Paid after End of Last Fiscal Year

Not Yet Paid

Earned in Second Preceding Year But Paid in Last Year

Capacity in Which Received

Description

Salary

Fees (other than directors' fees) \_\_\_\_\_

\_\_\_\_\_

Directors' fees

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Commissions

\_\_\_\_\_

\_\_\_\_\_

Bonuses....

\_\_\_\_\_

\_\_\_\_\_

Other arrangements

\_\_\_\_\_

\_\_\_\_\_

TOTAL

\_\_\_\_\_

\_\_\_\_\_

(b) Standard Director Arrangements. If I am a director of the Company, its parent or any subsidiary, I have described below any standard arrangement, including consulting contracts, stating amounts, pursuant to which I am compensated for all services as a director, including any additional amounts payable for committee participation or special assignments.

Item

Amount

Retainer

\$\_\_\_\_\_

Fee per Board meeting attended \$\_\_\_\_\_

Fee per Committee meeting attended \$\_\_\_\_\_

Other (describe below) \$\_\_\_\_\_

(c) Other Director Arrangements. If I am a director of the Company, its parent or any subsidiary, I have described below any other arrangements pursuant to which I was compensated during the Company's Last Fiscal Year for services to the Company, stating the amount paid.

(d) Director Legacy Programs. If I am a director and the Company has a "director legacy" or "charitable award" program, I have described below the material terms of such program.

(e) Employment Contracts Termination of Employment and Change-In-Control Agreements.

(1) If I am an executive officer, I have described below any management contract, employment contract, compensatory plan or arrangement between the Company and me.

(2) I have described below any payments to be received from the Company if such a contract, plan or arrangement results or will result from my resignation, retirement or any either termination of my employment with the Company and its subsidiaries or from a change in control of the Company or a change in my responsibilities following change in control.

(f) Property Purchased. The spread between the acquisition price (purchase price) and the fair market value of all property (other than securities) of the Company acquired by me during the Company's Last Fiscal Year is furnished below.

(1) I did not acquire any property \_\_\_\_\_.

(2) I did acquire property \_\_\_\_\_. Description: Nature of Transaction

Description of Property (if applicable)

Date of Event

Acquisition Price Fair Market Value

(g) Discount Stock. I have provided information below with respect to any purchase by me of securities of the Company or its subsidiaries at a discount during the Last Fiscal Year (whether purchased with cash, through deferral of salary or bonus, or otherwise), except that I have excluded