

COVERED PERSON QUESTIONNAIRE

The undersigned individual, partnership, corporation, business trust, limited liability company, limited liability partnership, joint stock company, trust, unincorporated association, joint venture, or other entity (whichever the case, “*You*”) gives these answers in this “*Covered Person Questionnaire*” in connection with the following-described offering of securities:

Name of Company: _____

Name of Offering: _____

EXPLANATION

Reason for this Questionnaire: Rule 506(c) of Regulation D, promulgated by the Securities & Exchange Commission (the “*SEC*”) under the Securities Act of 1933, as amended (the “*Act*”), provides an exemption from the registration requirements of the Act for offerings made to “accredited investors.” That exemption, however, is not available where any person participating in the offering is disqualified due to specified past misconduct. This questionnaire aims to determine whether any person responsible for the Offering described is so disqualified. The Company and its counsel will rely on your answers in determining whether an exemption is available for the Offering.

Who Must Answer: You must answer this questionnaire if you are one or more of the following:

- A Company director or executive officer;
- An officer of the Company that participates in the Offering;
- A beneficial owner of twenty percent or more of the Company’s outstanding voting equity securities, calculated on the basis of voting power;
- A promoter connected with the Company in any capacity;
- A person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with the Offering;
- An investment manager of an entity that is a pooled investment fund;

QUESTIONS

Please answer each of the following questions by indicating “Yes” or “No.” If you answer “Yes” to any of the questions, please describe the underlying events and circumstances, including dates and any ongoing or related activities, on an attached page.

1. In the 10 years preceding the date of the Offering (the “*Offering Date*”), have you been **convicted of any crime**:

- (a) in connection with the purchase or sale of any security;
- (b) in connection with the making of a false filing with the Securities and Exchange Commission (“*SEC*”); or
- (c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes: _____ No: _____

2. In the 5 years preceding the Offering Date, have you been subject to **any court injunction or restraining order**

- (a) in connection with the purchase or sale of a security;
- (b) in connection with making of a false filing with the SEC; or
- (c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes: _____ No: _____

3. Have you ever been **subject to any final order** from the U.S. Commodity Futures Trading Commission, federal banking agencies, the National Credit Union Administration, or state regulators of securities, insurance, banking, savings associations or credit unions that:

- (a) bars you from associating with an entity regulated by any such commission or agency, engaging in the business of securities, insurance or banking, or engaging in savings association or credit union activities; or
- (b) is based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct?

Yes: _____ No: _____

4. Have you ever been subject to any order of the SEC that:

- (a) suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser;

(b) places limitations on your activities, functions or operations, or imposes civil monetary penalties; or

(c) bars you from being associated with any entity or from participating in the offering of any penny stock?

Yes: _____ No: _____

5. In the 5 years preceding the Offering Date, have you been **subject to any order of the SEC ordering you to cease and desist** from committing or causing a violation or future violation of:

(a) any scienter-based (intent-based) anti-fraud provision of the federal securities laws; or

(b) Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), covering prohibitions relating to interstate commerce and the mails?

Yes: _____ No: _____

6. Have you ever been **suspended or expelled from membership in, or suspended or barred from association with** a member of, any securities self-regulatory organization (i.e., a registered national securities exchange or a registered national or affiliated securities association) for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes: _____ No: _____

7. In the 5 years preceding the Offering Date, have you filed (as a registrant or issuer), or been named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC **that was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or are you the subject of any ongoing investigation or proceeding** to determine whether a stop order or suspension order should be issued?

Yes: _____ No: _____

8. In the 5 years preceding the Offering Date, have you been **subject to any United States Postal Service (“USPS”) false representation order, or are you currently subject to any temporary restraining order or preliminary injunction** with respect to conduct alleged by the USPS to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes: _____ No: _____

CERTIFICATION

By signing below, you acknowledge and agree to the following:

- (a) you represent and warrant that **the information provided by you in this Questionnaire is true** and correct to the best of your knowledge and belief after a reasonable investigation, as of the date you sign the Questionnaire;
- (b) the **Company is relying on your representations and warranties contained herein** for the purpose of compliance with federal, state, and local law, including without limitation the Securities Act of 1933;
- (c) you will **promptly notify the Company** of any changes in information provided in the Questionnaire occurring after the date you sign the Questionnaire;
- (d) you **give your consent for the Company to rely upon the information** provided in this Questionnaire; and
- (e) you **acknowledge that the SEC, another regulatory body or a court may require the Company to publicly disclose** the information you provided in this Questionnaire, and you consent to such public disclosure

Dated: _____

If signing as an individual:

If signing for an entity:

Print Individual's Name

Name of the Entity

Individual's Signature

Print Name of Person

Signature of Authorized Person

Title of Authorized Person

(address)

(address)

NOTE: For any questions you answered "yes," please provide details on an attached page.