

OFFICERS' AND DIRECTORS' QUESTIONNAIRE

Name of Person Completing Questionnaire: _____

Questionnaire For Directors and Executive Officers of _____
(the "Company")

The purpose of this questionnaire is to obtain or verify information necessary for filings with the Securities and Exchange Commission. This questionnaire should be completed by all Directors and "Executive Officers" of the Company, and all persons who have been nominated or chosen to become Directors or Executive Officers and who have consented to act as such. (See the definition of Executive Officer in Appendix A attached hereto and note that "Executive Officer" may include certain significant employees who are not officers of the Company).

Information requested in the questionnaire is as of the date you complete the questionnaire, unless otherwise indicated. Please read each question in its entirety before completing any portion of the question. If additional space is required to complete an answer, please attach additional pages.

PLEASE ANSWER EVERY QUESTION AND FILL IN ALL BLANKS. IF A PARTICULAR QUESTION OR BLANK IS NOT APPLICABLE, INSERT "N/A."

QUESTION 1

General Information

(a) Your full name: _____

(b) Your birth date: _____

(c) List all positions and offices you currently hold with the Company and all positions and offices previously held with the Company; indicate the term for which you have been elected or appointed to each current office or position and the time periods during which you served in any prior offices or positions.

Positions or Offices	Period Held	Term of Office
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(d) Describe any arrangement or understanding between you and any other person(s) pursuant to which you were or are to be selected as a director or officer of the Company or a nominee for a directorship of the Company.

(e) State the nature of any family relationship between you and any other director or executive officer, or person nominated or chosen by the Company to become a director or executive officer of the Company.

(f) Give a brief account of your business experience during the past five years, including your principal occupations and employment during that period and the name and principal business of any corporation or other organization in which such occupations and employment were conducted. Please indicate whether such corporation or organization is a parent, subsidiary or other affiliate of the Company. (See Appendix A for a definition of “affiliate.”) In addition, if you are an executive officer of the Company and have been employed by the Company for less than five years, give a brief explanation of the nature of the responsibilities undertaken by you in your prior positions, including the size of the operation supervised.

Position Held	Name of Organization	Affiliate of the Company	Period (month/year)	Principal Business & Size of Organization	Nature of your Responsibilities
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

(g) Indicate any directorships held by you in any company that has a class of securities registered with the Securities and Exchange Commission pursuant to Section 12 or subject to the requirements of Section 15(d) of the Securities Exchange Act of 1934, as amended, or any company registered as an investment company under the Investment Company Act of 1940, naming such company.

Positions Held	Name of Company	Period of Service
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(1) Please indicate whether, during the last five years:

- (i) Petition under the federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for your business or property, or any partnership in which you were a general partner at or within two years before the time of such filing, or any corporation or business association of which you were an executive officer at or within two years before the time of such filing;
Yes _____ No _____
- (ii) You were convicted in a criminal proceeding or are a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
Yes _____ No _____
- (iii) You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction permanently or temporarily enjoining you from, or otherwise limiting, the following activities:
 - (A) acting as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
Yes _____ No _____
 - (B) engaging in any type of business practice;
Yes _____ No _____
 - (C) engaging in any activity in connection with the purchase or sale of any security or in connection with any violation of federal or state securities laws.
Yes _____ No _____
- (iv) You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than sixty days your right to

engage in any activity described in subparagraph (4)(a) above, or to be associated with persons engaged in any such activity; or

Yes _____ No _____

- (v) You were found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended or vacated.

Yes _____ No _____

If you answered "yes" to any of the foregoing questions, please explain the circumstances in detail on a separate sheet of paper.

- (h) Describe your educational background, beginning after high school.

QUESTION 2

Executive Compensation – Cash

- (a) Cash Compensation Paid. Have you received cash compensation for services rendered to the Company or its subsidiaries during the Company's last fiscal years?

Yes _____ No _____

If your answer is "yes," please provide the following information for all such cash compensation:

Type of Cash Compensation (salary, bonus, commission, other)	Capacity in Which Served	Amount Paid
_____	_____	_____
_____	_____	_____
_____	_____	_____

- (b) Cash Compensation Accrued, but not Paid. To the best of your knowledge, has any cash compensation in the form of salaries, bonuses, commissions or other forms accrued to your benefit or account, but not been paid or distributed to you, as compensation for services that you performed during the last fiscal year for the Company or any of its subsidiaries?

Yes _____ No _____

If your answer is “yes,” please provide the following information for all such accrued cash compensation:

Type of Cash Compensation (salary, bonus, commission, other)	Capacity in Which Served	Amount Paid
_____	_____	_____
_____	_____	_____
_____	_____	_____

- (c) Cash Compensation for Services Performed in Prior Fiscal Years. Did you receive cash compensation in the form of salaries, bonuses, commissions or other forms during the last fiscal year for services rendered to the Company or any of its subsidiaries during prior fiscal years?

If your answer is “yes,” please provide the following information for all such cash compensation:

Type of Cash Compensation (salary, bonus, commission, other)	Capacity in Which Served	Amount Paid
_____	_____	_____
_____	_____	_____
_____	_____	_____

QUESTION 3

Executive Compensation – Pursuant to Plans. Answer the following parts of Question 3 only as to plans applicable to you. If a particular type of plan is not applicable to you, insert “N/A.”

- (a) Compensation Paid or Distributed Pursuant to Plans. Did you receive cash or non-cash compensation pursuant to any plan during the Company’s last fiscal year? (See Appendix A for a definition of “plan.”) Information need not be given with respect to any group life, health, hospitalization, medical reimbursement or relocation plans that do not discriminate, in scope, terms, or operation, in favor of officers or directors of the registrant and that are available generally to all salaried employees.

Yes _____ No _____

If your answer is “yes,” please indicate the type of plan, who is covered by the plan, how amounts payable pursuant to the plan are determined and the amounts paid or distributed to you during the Company’s last fiscal year.

Type of Plan	Who is Covered	How Amounts Determined	Amount Paid or Distributed
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (b) Compensation Accrued to Plans. Has any cash or non-cash compensation accrued to your account pursuant to any plan during the Company's last fiscal year? (See Appendix A for a definition of "plan.") Information need not be given with respect to any group life, health, hospitalization, medical reimbursement or relocation plans that do not discriminate, in scope, terms, or operation, in favor of officers or directors of the registrant and that are available generally to all salaried employees.

Yes _____ No _____

If your answer is "yes," please indicate the type of plan, who is covered by the plan, how amounts payable pursuant to the plan are determined and the amounts paid or distributed to you during the Company's last fiscal year.

Type of Plan	Who is Covered	How Amounts Determined	Amount Paid or Distributed
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (c) Compensation Proposed Pursuant to Plans. Has any cash or non-cash compensation pursuant to any plan been proposed to be paid or distributed to you in the future? (See Appendix A for a definition of "plan.") Information need not be given with respect to any group life, health, hospitalization, medical reimbursement or relocation plans that do not discriminate, in scope, terms, or operation, in favor of officers or directors of the registrant and that are available generally to all salaried employees.

Yes _____ No _____

If your answer is "yes," please indicate the type of plan, who is covered by the plan and how amounts payable pursuant to the plan are determined.

Type of Plan	Who is Covered	How Amounts Determined	Amount Paid or Distributed
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (d) Options Granted During Last Fiscal Year. Were you granted any options to purchase securities from the Company or any of its subsidiaries pursuant to a plan during the last fiscal year? (See Appendix A for a definition of “plan.”)
 Yes _____ No _____

If the answer is “yes,” please furnish the following information with respect to such options:

Name of Security, Issuer	Class of Security (Common, Preferred, etc.)	Amount of Securities Involved	Option Exercise Price Per Share	Market Value Per Share on Date of Grant
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Note: Place an asterisk in the table above to the left of any option which is in tandem with stock appreciation rights. (See Appendix A for definition of “stock appreciation rights.”)

- (e) Options Exercised During Last Fiscal Year. Did you exercise any options to purchase securities from the Company or its subsidiaries during the last fiscal year? (Note: This question concerns the exercise during the last fiscal year of options granted during the last or any prior fiscal year.)
 Yes _____ No _____

If the answer is “yes,” please furnish the following information with respect to each option exercised:

Name of Security, Issuer	Class of Security (Common, Preferred, etc.)	Amount of Securities Involved	Option Exercise Price Per Share	Market Value Per Share on Date of Grant
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

- (f) In-Tandem Stock Appreciation Rights Exercised During Last Fiscal Year. During the last fiscal year, did you exercise or realize compensation on any stock appreciation rights which were held in tandem with options granted by the Company or any of its subsidiaries? (Note: This question concerns the exercise during the last fiscal year of stock appreciation rights held in tandem with options, regardless of the year in which such stock appreciation rights and options were granted.)
Yes _____ No _____

If the answer is “yes,” please provide the following information with respect to all stock appreciation rights exercised: (1) the dates on which such rights were granted, (2) the dates on which such rights were exercised, (3) the amount of cash realized upon exercise of the stock appreciation rights, and (4) the fair market value (as of the exercise date) of any securities or other property received upon exercise of the stock appreciation rights.

Date Granted	Date Exercised	Amount of Cash Realized	Fair Market Value on Exercise Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (g) Unexercised Options Held at Year End. As of the end of the last fiscal year, did you hold any unexercised options to purchase securities of the Company, or its subsidiaries?
Yes _____ No _____

If the answer is “yes,” please furnish the following information with respect to such options:

Name of Security, Issuer	Class of Security (Common, Preferred, etc.)	Amount of Securities Involved	Option Exercise Price Per Share	Market Value Per Share at Fiscal End
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Note: Place an asterisk in the table above to the left of any option which is in tandem with stock appreciation rights.

(h) Unexercised In-Tandem Stock Appreciation Rights Held at Fiscal Year End.

As of the end of the last fiscal year, did you hold any unexercised stock appreciation rights which were in tandem with options to purchase securities of the Company of its subsidiaries?

Yes _____ No _____

If your answer is “yes,” please provide the following information with respect to all such unexercised stock appreciation rights: (1) the dates on which such rights were granted, and (2) the aggregate potential (unrealized) value of such rights as of the end of the fiscal year (market value of the rights at fiscal year end less any exercise or base price).

(i) Stock Appreciation Rights Not Held in Tandem With Options. Have you been granted any stock appreciation rights not in tandem with options?

Yes _____ No _____

If your answer is “yes,” please provide the following information with respect to such appreciation rights:

- (1) The number of rights granted during the last fiscal year: _____
- (2) The average base price per share of rights granted during the last fiscal year. _____
- (3) The number of rights outstanding at the end of the last fiscal year. _____
- (4) The net value of shares (market value) or cash realized, in any, upon the exercise during the last fiscal year of any such rights, regardless of the fiscal year in which such rights were granted. _____.

(5) The potential (unrealized) value of all such rights outstanding as of the end of the last fiscal year (market value of such rights at fiscal year end less any base price of such rights): _____

QUESTION 4

Executive Compensation – Other

(a) Securities and Other Property Distributed as Compensation. Have you received securities or other property, during the Company’s last fiscal year, other than pursuant to a plan, in compensation for services?
 Yes _____ No _____

If your answer is “yes,” please indicate the date you acquired such securities or property, the price at which you acquired such securities or property, and, to the best of your knowledge, the fair market price of such securities or property as of the date upon which you became entitled to retain the securities or property.

Date Acquired	Property Acquired	Acquisition Price	Fair Market Value
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(b) Personal Benefits Received. Have you or any of your associates received any of the following personal benefits from the Company or its subsidiaries directly or through third parties during the last fiscal year? (Please see Appendix A for definition of “associate.”)

Check applicable column for each benefit, below.

<u>Benefit</u>	<u>Yes</u>	<u>No</u>
(1) Home repairs and improvements (includes security systems)	_____	_____
(2) Housing or other living expenses (includes mortgage and rental payments and the cost of domestic servants) at your principal vacation residence	_____	_____
(3) Personal use of a “company furnished” automobile or other motor vehicle (includes commuting to and from home)	_____	_____
(4) Personal use of a “company furnished” airplane	_____	_____

<u>Benefit</u>	<u>Yes</u>	<u>No</u>
(5) Personal use of a “company furnished” boat or yacht	_____	_____
(6) Personal use of a “company furnished” apartment, hotel/motel room or suite, hunting or fishing lodge or vacation home	_____	_____
(7) Personal use of a “company furnished” property	_____	_____
(8) Personal vacation or travel expenses	_____	_____
(9) Personal entertainment and related expenses	_____	_____
(10) Personal legal, accounting or other professional services for matters unrelated to the Company or any of its subsidiaries	_____	_____
(11) Personal use of the staff or employees of the Company or any of its subsidiaries	_____	_____
(12) Membership in a country club, luncheon club or other social or recreational club (does not include civic or service clubs)	_____	_____
(13) The ability to obtain benefits from third parties because the Company or any of its subsidiaries directly or indirectly compensates the third party for the benefit or discount.	_____	_____

If your answer with respect to any of the above benefits is “yes,” or if you received any non-cash compensation from the Company or any of its subsidiaries, or from any other source, for or in connection with services that you provided to the Company or its subsidiaries during the last fiscal year, please provide the following information for each such benefit:

Description of Benefits	Recipient of Benefit	Estimated Value of Benefit to Recipient*	Company’s Actual Cost of Providing Benefit
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

If additional space is required for an adequate description, please attach additional sheets.

*In estimating the value of a benefit to you or to an associate, include only that portion of the benefit which is personal rather than business in nature. A benefit is personal in nature if it is not directly related to job performance.

(d) Accrued Personal Benefits. Has the right to receive any of the personal benefits listed in part (b) of question 4 accrued to you or your account, or to the account of any of your associates (although such personal benefit has not

yet been received by you or such associates), in compensation for services that you provided to the Company or any of its subsidiaries during the last fiscal year? (Please see Appendix A for definition of “associate.”)

Yes _____ No _____

If your answer is “yes,” please provide the information below for each such accrued benefit.

Description of Benefit	Recipient of Benefit	Estimated Value of Benefit to Recipient*	Company’s Actual Cost of Providing Benefit
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

If additional space is required for an adequate description, please attach additional sheets.

*In estimating the value of a benefit to you or to an associate, include only that portion of the benefit which is personal rather than business in nature. A benefit is personal in nature if it is not directly related to job performance.

QUESTION 5

Director Compensation. If you are a Director of the Company, describe any standard arrangement, stating amounts, pursuant to which you are compensated for all services rendered to the Company as a director, including amounts payable for committee participation or special assignments. Also describe any other arrangements pursuant to which you were compensated for your services as a director of the Company during the Company’s last fiscal year.

Type of Arrangement (standard, special)	Duties	Amount
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

QUESTION 6

Termination of Employment. Are you covered by, or are you aware of, any compensatory plan or arrangement (including payments to be received from the Company) which: (a) results or will result from your resignation, retirement or any other

termination of your employment with the Company and its subsidiaries or from a change in control of the Company or a change in your responsibilities following a change in control and (b) involves an amount (including all periodic payments or installments) exceeding \$60,000?

Yes _____ No _____

If your answer is “yes,” please provide a brief description of such plan or arrangement in the space provided below.

If additional space is required for an adequate description, please attach additional sheets.

QUESTION 7

Beneficial Ownership

- (a) Beneficial Ownership of Equity Securities. Please indicate the total amount of each class of equity securities of the Company and any of its parents or subsidiaries of which you are the “beneficial owner.” (Note: You beneficially own all securities with respect to which you have either the right to vote or direct the vote, or the right to dispose or direct the disposition of, whether such securities are owned by you directly (in your own name) or indirectly (in someone else’s name although you control the vote or disposition thereof)). (For further clarification, see definitions of “beneficial ownership,” “equity securities,” “parents” and “subsidiaries” as set forth in Appendix A.)

Company, Parent or Subsidiary	Class of Security	Amount Owned	Name in which Registered
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (b) Rights to Acquire Beneficial Ownership. Please indicate the amount of equity securities of the Company, its parents or subsidiaries with respect to which you have the right to acquire beneficial ownership within 60 days, pursuant to conversation rights, options, warrants or similar rights. (For further clarification, please see Appendix A.)

Company, Parent or Subsidiary	Class of Security	Type of Right	Amount of Securities Involved
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(c) Total Beneficial Ownership. Please total the amounts of equity securities of the Company, its parents or subsidiaries that you specified in parts (a) and (b) above.

Company, Parent or Subsidiary	Class of Security	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(d) Breakdown of Beneficial Ownership. With respect to the total amount of equity securities indicated in part (c) above, please show a breakdown of the manner in which you own or hold a right to acquire such securities as follows:

(i) Amount of securities with respect to which you have the sole power to vote, or direct the vote.

Company, Parent or Subsidiary	Class of Security	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(ii) Amount of securities with respect to which you have a shared power to vote, or direct the vote:

Company, Parent or Subsidiary	Class of Security	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(iii) Amount of securities with respect to which you the sole power to dispose, or direct the disposition of:

Company, Parent or Subsidiary	Class of Security	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(iv) Amount of securities with respect to which you have a shared power to dispose, or direct the disposition of:

Company, Parent or Subsidiary	Class of Security	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Please state below the names of any parties with whom you hold the shared voting powers or shared investment powers (powers over disposition) disclosed in subparts (ii) and (iv) above.

Amount and Issuer of Securities	Names of Parties With Whom Shared Voting Power is Held	Names of Parties With Whom Shared Investment Power is Held
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(e) Disclaimed Beneficial Ownership. Do you disclaim beneficial ownership of any equity securities of the Company, its parents or subsidiaries, which are held by any of the following persons or entities:

- (i) your spouse,
- (ii) your minor children,
- (iii) a relative of yours who lives in your home,
- (iv) a relative of your spouse who lives in your home,
- (v) a partnership in which you are a member, or
- (vi) a corporation in which you have controlling influence.

Yes _____ No _____

If your answer is “yes,” please provide the following information below: (1) the issuer and class of any securities involved, (2) the name of any person or entity designated as an owner of such securities, (3) your relationship to each such designated owner, and (4) the amount of securities held by each such designated owner.

Issuer of Securities	Class of Securities	Designated Owner	Your Relationship to Designated Owner	Amount of Securities
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(f) Potential Changes in Beneficial Ownership or Control. Please describe any arrangement, including any pledge of securities beneficially owned by you, the operation of which may at some future date result in either (1) a change of ownership of the equity securities presently beneficially owned by you, or (2) a change in control of the Company.

(g) Group Membership. Are you a member of a group that beneficially owns, in the aggregate, directly or indirectly, more than five percent (5%) of any class of the Company’s voting securities? (Please see Appendix A for definition of “group.”)

Yes _____ No _____

If your answer is “yes,” please:

(i) Give the name of each member of the group, and

(ii) State, separately for yourself and for each member of the group, the class and amount of securities so owned.

- (h) Awareness of Groups. Do you know of any person or group that beneficially owns more than five percent (5%) of the outstanding equity securities of the Company? (Note: See Appendix A for definitions of “beneficial ownership” and “group”.)
 Yes _____ No _____

If your answer is “yes,” please state the name of the person or identify the group.

QUESTION 8

(Before answering any part of question 8, please read the notes following the question.)

- (a) Transactions With Management. To the best of your knowledge, have any of the following people had a direct or indirect material interest in any transaction to which the Company or any of its subsidiaries was to be a party during the past three years?
- (i) You,
 - (ii) Your spouse, or
 - (iii) Your parents, children, siblings, mothers or fathers-in-law, sons or daughters-in-law, or brothers or sisters-in law.
- Yes _____ No _____

If your answer is “yes,” please provide the following information:

Name of Interested Person	Relationship of Interested Person to the Company	Nature of the Transaction	Nature of Interest in the Transaction	Amount of Interest in the Transaction
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(b) Proposed Transactions with Management. To the best of your knowledge, will any of the following people have a direct or indirect material interest in any presently proposed transaction to which the Company or any of its subsidiaries are to be a party?

- (i) You,
- (ii) Your spouse, or
- (iii) Your parents, children, siblings, mothers or fathers-in-law, sons or daughters-in-law, or brothers or sisters-in law.

Yes _____ No _____

If your answer is “yes,” please provide the following information:

Name of Interested Person	Relationship of Interested Person to the Company	Nature of the Transaction	Nature of Interest in the Transaction	Amount of Interest in the Transaction
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(c) Indirect Interests in Transactions With Management. If any person listed in answer to parts (a) or (b) of this question has had or is proposed to have an indirect material interest (as defined in note 2 following this question) in any transaction to which the Company or any of its subsidiaries was or is to be a party, please provide the following information to the best of your knowledge with respect to each such person: (1) the nature of the transaction involved, (2) the name of such person having an indirect interest in such transaction, (3) the name of the person or entity having a direct interest (as defined in note 1 following this question) in such transaction, (4) the nature of the relationship between such persons or entities, and (5) if such relationship is one of equitable ownership, the nature and amount of such equitable ownership. (See Appendix A for definition of “equitable ownership.”)

(d) Purchases and Sales of Assets. If in answering parts (a), (b) or (c) above you disclosed a transaction involving the purchase or sale of assets by or to the Company or any of its subsidiaries, otherwise than in the ordinary course of business, please provide the following information with respect to each such transaction: (1) the identity of the purchaser, (2) the identity of the seller, (3) the nature of the assets, (4) the cost of the assets to the purchaser, and (5) if the seller acquired the assets within two years prior to the subject

transaction, the cost of the assets to the seller. Also indicate the principle followed in determining the Company's purchase or sale price and the name of the person making the determination.

- Notes:
1. A person or entity may be considered to have a direct material interest in a transaction to which the Company or any of its subsidiaries is a party if that person or entity stands to receive any compensation or thing of value from the Company or any of its subsidiaries as a result of the transaction.
 2. A person or entity may be considered to have an indirect material interest in a transaction to which the Company or any of its subsidiaries is a party if a firm, corporation, partnership or other entity in which such person or entity is or has been an officer, director, partner, (including a limited partner), or employee, or in which such person or entity owns or has owned an equity interest, stands to receive any compensation or thing of value from the Company or any of its subsidiaries as a result of the transaction.
 3. If it is not practicable to state the approximate amount of the interest held in a certain transaction, state the total approximate amount involved in the transaction and so indicate with an asterisk(*).
 4. No information need be given in answer to this Question 8 as to any transactions with respect to which:
 - (a) All compensation has been reported in response to another question;
 - (b) The rates or charges involved are determined by competitive bids, or the transaction involved the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
 - (c) The transaction involves services as a bank depository of funds, transfer agent, register, trustee under a trust indenture, or similar services; or
 - (d) The interest of the specified person arises solely from the ownership of securities of the Company and the specific person receives no extra or special benefit not shared on a pro rata basis.

QUESTION 9

Certain Business Relationships. Are you, or during the Company's last fiscal year have you been, an executive officer of, or do you, or during the Company's last fiscal year have you owned, of record or beneficially in excess of ten percent equity interest in:

(a) any business or professional entity that has made during the Company's last fiscal year, payments to the Company or its subsidiaries for property or services?

Yes _____ No _____

(b) any business or professional entity to which the Company or its subsidiaries has made during the Company's last fiscal year, or proposed to make during the Company's current fiscal year, payments for property or services?

Yes _____ No _____

(c) any business or professional entity to which the Company or its subsidiaries was indebted at the end of the Company's last fiscal year?

Yes _____ No _____

If your answer to any of the above parts was "yes," please indicate the name of the business or professional entity, the type of transaction and the amount involved.

Entity Name	Type of Transaction	Amount Involved
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

QUESTION 10

Indebtedness to Company. At any time during the past three years have you or any of your associates been indebted to the Company or any of its subsidiaries in an amount exceeding lesser of \$60,000? (See Appendix A for definition of "associate.")

Yes _____ No _____

If your answer is "yes," please state in each case:

(a) The name of the indebted person and the relationship by reason of which such person's indebtedness is required to be described:

Name: _____

Relationship: _____

(b) The date on which the indebtedness was incurred: _____

(c) The largest aggregate amount of indebtedness outstanding at any time during the period: _____

(d) The nature of the indebtedness presently outstanding: _____

(e) The amount of indebtedness presently outstanding: _____

(f) The rate of interest, if any, paid or charged on the indebtedness: _____

QUESTION 11

Law Firm Relationships. Are you now, or have you been a member or employee of, or associated with, a law firm which has been retained by the Company during its last fiscal year, or which is proposed to be retained by the Company during the current fiscal year?

Yes _____ No _____

If your answer is “yes,” please provide the following information in the space below: (1) the name of the law firm, (2) the nature of your relationship to such firm, and (3) the periods during which such relationship has existed.

QUESTION 12

Investment Banking Firm Relationships. Are you now, or have you been, a partner or executive officer or employee of an investment banking firm that has performed services for the Company during the last fiscal year (other than as a participating underwriter in a syndicate), or that is proposed to perform such services in the current fiscal year?

Yes _____ No _____

If your answer is “yes,” please provide the following information in the space below: (1) the name of the investment banking firm, (2) the nature of your relationship to such firm, and (3) the periods during which such relationship has existed.

QUESTION 13

Interest in Litigation. Please describe any litigation in which you or an associate of yours has an interest adverse to the Company or any of its subsidiaries. (See Appendix A for definition of “associate.”)

The answers to the foregoing questions are correctly stated to the best of my information and belief. I shall advise the Secretary of the Company promptly from time to time if any event occurs that to my knowledge would require any change in my answers to the foregoing questions in order to make such answers correct.

Dated: _____

Signed

Typed or printed name of Signer

APPENDIX A

Definitions

1. An “*Affiliate*” of the Company is any corporation, partnership, association or other business or professional entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the Company. See definition of “Parent” and “Subsidiary” below.
2. An “*Associate*” of your means any of the following:
 - (a) A corporation or organization (other than the Company), of which you are an executive officer or partner, or in which you beneficially own, directly or indirectly, 10 percent or more of any class of equity securities.
 - (b) Any trust or estate, in which you have a substantial beneficial interest, or as to which you are a trustee or serve in a similar fiduciary capacity.
 - (c) Your spouse; parents; children; siblings; mothers- and fathers-in-law; sons-and daughters-in-law; and brothers-and sisters-in-law.
3. A “*Beneficial Owner*” of a security includes any of the following:
 - (a) A person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has or shares:
 - (i) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (ii) Investment power which includes the power to dispose, or direct the disposition of, such security.

[Please note that *either* voting power *or* investment power, *or* both, is sufficient for you to be considered the beneficial owner of shares.]
 - (b) A person who, directly or indirectly, creates or uses a trust, proxy, power of attorney, pooling arrangement or any other contract, arrangement or device with the purpose or effect of divesting such person of beneficial ownership of a security or preventing the vesting of such beneficial ownership as part of a plan or scheme to evade the reporting requirements of the federal securities acts.
 - (c) A person who has the right to acquire beneficial ownership of a security within sixty days, including but not limited to any right to acquire:
 - (i) through the exercise of any option, warrant or right; (ii) through the conversion of a security; (iii) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (iv) pursuant to the automatic termination of a trust, discretionary account or similar arrangement; provided, however, that any person who acquires a security or power specified in (i), (ii), or (iii), above with the purpose or effect of changing or influencing the control of the issuer, or in connection with or as a participant in any transaction having such purpose or effect, immediately upon such acquisition is deemed to be the beneficial owner of the securities which may be acquired through the exercise or conversion of such security or power.
4. “*Equitable Ownership*,” for purposes of this questionnaire, means ownership of any “equity security: described in item 5, below.

5. An “*Equity Security*” is any stock or similar security, certificate of interest or participation in any profit sharing agreement, pre-organization certificate or subscription, transferable share, voting trust certificate or certificate of deposit for an equity security, limited partnership interest, interest in a joint venture, or certificate of interest in a business trust; or any security convertible, with or without consideration, into such a security or carrying any warrant or right to subscribe to or purchase such a security; or any such warrant or right; or any put, call, straddle or other option or privilege of buying such a security from or selling such a security to another without being bound to do so.
6. “*Executive Officer*” means the president, secretary, treasurer, and vice president in charge of a principle business unit, division of function (such as sales, administration or finance), and any person who performs a policy making function, or any other person who performs similar policy making functions for the Company. If the Company is not subject to the reporting requirements of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or is exempt therefrom by virtue of Exchange Act §12(g)(2)(G), this Questionnaire should also be completed by each person such as a production manager, sales manager or research scientist who, although not an “executive officer,” makes or is expected to make significant contributions to the business of the Company, and such person shall be considered an “executive officer” hereunder.
7. “*Family Relationship*” means any relationship by blood, marriage, or adoption, not more remote than first cousin.
8. “*Group*” means two or more persons acting as a partnership, limited partnership, syndicate or other for the purpose of acquiring, holding or disposing of securities of an issuer.
9. A “*Parent*” of the Company is any corporation, partnership, association or other entity that directly, or indirectly through one or more intermediaries, controls the Company.
10. “*Plan*” includes, but is not limited to the following: any plan, contract, authorization or arrangement, whether or not set forth in any formal documents, pursuant to which the following may be received: cash, stock, restricted stock, phantom stock, stock options, stock appreciation rights, warrants, convertible securities, performance units and performance shares. A plan may be applicable to one person.
11. “*Stock Appreciation Right*” means a right representing a share of the Company’s or some other entity’s securities, under which right the holder may in the future realize compensation which is measurable by reference to the future market price of such share and which is payable in cash, securities, or other property. This definition may include interests in certain plans, such as phantom stock plans, which are not denominated as stock appreciation right plans. A stock appreciation right is said to be “in tandem” with an option, and vice versa, if the benefits under one represent an alternative to or reduce the benefits available under the other.
12. A “*Subsidiary*” of the Company is any corporation, partnership, association or other entity that is directly, or indirectly through one or more intermediaries, controlled by the Company.