



# CUTLER LAW GROUP

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## *DIRECTORS AND OFFICERS PROXY STATEMENT QUESTIONNAIRE*

To: Directors and Executive Officers of \_\_\_\_\_ (the "Company")

All of the Company's directors and officers are being asked to respond to this questionnaire. This questionnaire is intended to help determine your independence and any related party disclosures required in accordance with the rules of the Securities and Exchange Commission and any related stock exchanges.

Please answer each question. If any question is not applicable to you, indicate "Not Applicable." Unless stated otherwise, your answers should be given as of the date you complete this questionnaire. If the space provided for any answer is insufficient, please attach an additional page giving the question number and your answer. If you have some doubt about any situation, please call Cutler Law Group at (713) 888-0040 to discuss the matter.

Please complete, sign, date and return one copy of this questionnaire to:

Cutler Law Group  
3355 W Alabama, Suite 1150  
Houston, TX 77098  
Facsimile (800) 836-0714

### I. *Name and age*

Please state your name (as you wish it to appear in SEC Filings), address, telephone number, facsimile number, email address and your date of birth. [Item 401 (a)-(b) of Regulation S-B and general information for our files]

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II. *Family Relationship*

If you are, or have been chosen to become, a director or executive officer of the Company, please state the nature of any family relationship between you and any other person who is, or has been chosen to become, a director or an executive officer of the Company in the last three years. (The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.) [Item 401 (c)]

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III. *Business Experience*

If you are a director, an executive officer or a person nominated or chosen to become a director or an executive officer, please give a brief account of your business experience during the past **FIVE YEARS** (or such shorter period since completing this questionnaire previously) together with applicable dates, including **MONTHS** and **YEARS** starting and terminating, including (i) your principal occupations and employments during that period, (ii) the name and principal business of any corporation or other organization in which such occupations or employments were carried on and a brief description of that business, and (iii) whether such corporation or organization is a parent, subsidiary or other affiliate of the Company. [Item 401 (a)(4)].

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If you are a director or a person chosen or nominated to become a director, please disclose the names of other "public corporations" of which you are a director. [Item 401 (a)(5)].

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IV. *Involvement in Certain Legal Proceedings*

If you are a director, an executive officer or a person nominated to become a director or executive officer, please answer the following:

During the past five years, has any bankruptcy petition been filed by or against any business of which you were a general partner or executive officer either at the time of the bankruptcy or within two years prior to the time of such filing? [Item 40 I (d)( I )]

Yes  No

If yes, we will contact you for further information.

During the past five years, were you convicted in a criminal proceeding (excluding traffic violations and other minor offenses) or are you now a named subject of a pending criminal proceeding? [Item 401 (d)(2)]

Yes  No

If yes, we will contact you for further information.

During the past five years, were you the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting your involvement in any type of business, securities or banking activities? [Item 401 (d)(3)]

Yes  No

If yes, we will contact you for further information.

During the past five years, were you found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated? [Item 401 (d)(4)]

Yes  No

If yes, we will contact you for further information.

V. *Business Relations*

If you are a director, executive officer, a holder of 5% or more of the Company common stock (whether individually or as a group), or a nominee for election as a director, please answer the following:

Describe any transaction during the last three years, or proposed transactions, to which the Company was or is to be a party, in which you or any member of your "Immediate Family" (as defined in Appendix A) had or are to have a direct or indirect material interest. Please list the names of all parties, the relationship with the Company, the nature of your interest and the amount of such interest. No information need be included for any transaction where (i) compensation was for board or board committee service, (ii) compensation was paid to an immediate family member who is an employee (other than an executive officer) of the company, (iii) compensation was received for former service as an interim executive officer (provided the interim employment did not last longer than one year), (iv) the compensation was for benefits under a tax-qualified retirement plan, or other non-discretionary compensation, (v) the amount involved in the transaction or series of similar transactions does not exceed \$120,000 in any twelve consecutive months, or (vi) your interest arises solely from the ownership of securities of the Company and you receive no extra or special benefit that was not shared equally (pro rata) by all holders of the securities of the class. [Item 404(a)-(b)].

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If you were a "Promoter" of the Company, please answer the following:

Describe (i) the nature and amount of anything of value (including money, property, contracts, options or rights of any kind) received or to be received by each promoter, directly or indirectly, from the Company and the nature and amount of any assets, services or other consideration therefore received or to be received by the Company; and (ii) as to any assets acquired or to be acquired from you, state 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 identify the persons making the determination and their relationship, if any, with the Company or yourself. If the assets were acquired by you within three years prior to their transfer to the Company, also state the cost thereof to yourself. [Item 404(d)].

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VI. *Legal Proceedings Involving the Company*

Are you or any of your "Associates" a party adverse to the Company, or do you or any of your associates have a material interest adverse to the Company, in any legal proceeding to which the Company is a party or of which any of its property is the subject?

Yes  No

If your answer is affirmative, please give the name of the court or agency where the proceeding is pending, the date it was instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. please give similar information as to any such proceeding known to be contemplated by any governmental authority. [Item 103].

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VII. *Beneficial Ownership of the Company's Equity Securities*

Please furnish the information called for below concerning your beneficial ownership of each class of equity security of the Company on the last date of the month immediately preceding the execution date of this questionnaire.

**NOTE:** For the purposes of this question, you are deemed to be the beneficial owner of a security when through any contract, arrangement, understanding, relationship, or otherwise, you have or share (i) the power to vote or to direct the voting of the security; and/or (ii) the power to dispose, or to direct the disposition, of the security. You are also regarded as the beneficial owner of the security which you have the right to beneficially acquire (which includes the right to acquire the voting power and/or investment power of such security) at any time within 60 days thought the exercise of any option, warrant or right, or through the conversion of a security, or pursuant to a power to revoke a trust, discretionary account, or similar arrangement, or pursuant to an automatic termination of a trust, discretionary account or similar arrangement. You are also regarded as the beneficial owner of a security if you directly or indirectly created a trust, proxy, power of attorney, pooling arrangement or any other contract, arrangement, or device, with the purpose or effect of divesting yourself of beneficial ownership of the security or preventing the vesting of such beneficial ownership as part of a plan or scheme to evade reporting requirements. [Item 403 (a)-(b)].

None

Title of Class of Equity Security	Number of shares presently beneficially owned	Number of shares which you have the right to beneficially acquire within 60 days	Nature of the right

If you wish to disclaim beneficial ownership of some or all of the securities listed in question 8(a) above, please furnish the following information with respect to the person or persons who should be shown as the beneficial owner(s) of the securities in question 8(a) and state the rationale for such disclaimer.

Name of Beneficial Owner	Relationship of such person to you	Number of shares beneficially owned by such person

If you share the power to vote or direct the voting of or to dispose or direct the disposition of any of the securities referred to in the response above, please indicate the number or principal amount of securities as to which each power is and is not shared.

Number of shares as to which voting power is not shared	Number of shares as to which voting power is shared	Number of shares as to which investment power is not shared	Number of shares as to which investment power is shared

To the best of your knowledge, does any person, corporation, firm entity or "group" own beneficially more than 5% of any class of the Company's voting securities?

Yes  No

If your answer is "yes," please identify such person, corporation, firm, entity or "group" and, if practicable, give the total number of shares beneficially owned.

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IX. *Changes in Control of the Company*

Are you aware of any change in "Control" of the Company that has occurred since the beginning of the Company's last fiscal year? [Schedule 14, Item 5(f)].

Yes  No

If yes, we will contact you for further information.

Are you aware of any arrangements, including any pledge of the Company's securities, the operation of which may at a subsequent date result in a change of control of the Company?

Yes  No

If yes, we will contact you for further information.

I shall promptly advise Cutler Law Group and the Company if I become aware of any event which occurs between this date and the date that any SEC filing containing such information is filed which might require any change in the answers to these questions.

Date \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
[Print Name]

## **APPENDIX A**

### **KEY DEFINITIONS**

"Affiliate." The term "affiliate" means a person or other entity that directly or indirectly, through one or more intermediaries, "controls" (as in the case of a parent company), or is "controlled by" (as in the case of a subsidiary), or is under common control with, the Company. [Rule 12b-2 of the Exchange Act].

"Associate." An "associate" includes (i) any corporation or organization other than the Company of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities, (ii) any trust or estate in which you have a substantial beneficial interest, or as to which you serve as a trustee or other fiduciary, (iii) your spouse, or any relative of yours or your spouse, who has the same home as you or who is a director or officer of the Company. [Rule 12b-2 of the Exchange Act].

"Control." The terms "control," "controlling" and "controlled by" mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether by ownership of voting securities, by contract or otherwise. [Rule 12b-2 of the Exchange Act].

"Group." A "group" includes any two or more persons who act as a partnership, limited partnership, syndicate, or other group, for the purpose of acquiring, holding, voting or disposing of equity securities of the Company. [Regulation 13D-G of the Exchange Act].

"Immediate Family." Persons considered members of the immediate family are spouses, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law and brothers- and sisters-in-law. [Item 404(a), Instruction 2, of Regulation S-K].

"Public corporation." The term "public corporation" means a corporation which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (i.e., companies having securities listed on a national securities exchange) or which is subject to the requirements of Section 15( d) (i.e., companies not listed on any national securities exchange but having 500 stockholders) of such Act or any corporation registered as an investment company under the Investment Company Act of 1940.